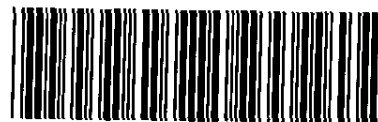


**WPP Jubilee Limited**

**Annual report and financial statements  
for the year ended 31 December 2017**

Registered number: 08286875

TUESDAY



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**WPP Jubilee Limited**  
**Report and financial statements 2017**

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# **WPP Jubilee Limited**

Report and financial statements 2017

## **Officers and professional advisers**

### **Directors**

A. Scott

C. van der Welle

S. Winters

### **Registered office**

27 Farm Street

London

United Kingdom

W1J 5RJ

### **Auditor**

Deloitte LLP

Statutory Auditor

London

United Kingdom

## Strategic report

For the year ended 31 December 2017

The directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

This strategic report has been prepared for the Group as a whole and therefore gives greater emphasis to those matters which are significant to WPP Jubilee Limited and its subsidiary undertakings when viewed as a whole.

### Review of the business

WPP Jubilee Limited is a company incorporated in the UK and registered in England and Wales, under the Companies Act. The address of the registered office is 27 Farm Street, London, W1J 5RJ. The Company has acted as an intermediate holding company in the WPP group since its incorporation on 8 November 2012. As part of the Group's re-organisation during 2013, the Group put in place a new United Kingdom tax resident parent company by means of a scheme of arrangement pursuant to Article 125 of the Companies (Jersey) Law 1991.

The new scheme became effective on 2 January 2013, with WPP 2012 plc becoming the new parent company of the WPP Group and being renamed WPP plc. At the same time, the existing parent company of the WPP Group, WPP plc, was renamed WPP 2012 Limited. Under this scheme, all the shares in the Company were cancelled and the same number of new shares were issued to WPP plc, the new holding company of the WPP group. WPP Jubilee Limited is a subsidiary of WPP plc and as part of the Group re-organisation, the entire operations of the Group previously under Lexington International B.V. were transferred to WPP Jubilee Limited. The remaining Group continues to trade as normal.

With reference to the consolidated income statement on page 9, reported revenues were £15.3 billion (2016: £14.4 billion) and including 100% of associates, revenue is estimated to total £19.1 billion.

The number of people in the Group, excluding associates, averaged 134,428 against 132,657 in 2016, an increase of 1%. At the end of 2017, staff numbers were 134,413 compared with 134,341 at the end of 2016 and including all employees of associated undertakings, this figure was approximately 203,000 (2016: 198,000). At 31 December 2017, net assets were £15,272.9 million compared with £14,018.4 million in 2016.

In addition, the performance of WPP plc, which includes the Group, is discussed in its annual report, which does not form part of this report.

### Key performance indicators

WPP Jubilee Limited is a wholly-owned subsidiary of WPP plc. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of WPP plc, which includes the Group, is discussed in its annual report which does not form part of this report.

## Strategic report (continued)

For the year ended 31 December 2017

### Principal risks and uncertainties

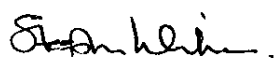
The Group has considered the principal risks and uncertainties affecting the Group as at 31 December 2017 and up to the date of this report. These are described in detail in the annual report of WPP plc which does not form part of this report.

### Future developments

The directors expect the general level of activity to remain consistent with 2017 in the forthcoming year. However, the prime focus will be on improving operating margin on revenue less pass-through costs, increase flexibility in the cost structure and growth in revenue and revenue less pass-through costs.

Details of significant events since the balance sheet date are contained in the notes to the financial statements.

By Order of the Board



S. Winters

### Registered office

27 Farm Street  
London  
United Kingdom  
W1J 5RJ

27 June 2018

## **Directors' report**

For the year ended 31 December 2017

The directors present their annual report on the affairs of the Company, together with the audited financial statements and independent auditor's report for the year ended 31 December 2017.

### **Results and dividends**

The audited financial statements are set out on pages 9 to 191. The profit before taxation for the year was £2,193.9 million (2016: £1,991.7 million). The Company did not pay or declare any ordinary dividends during the year (2016: nil)

### **Group activities**

The principal activity of the Group continues to be the provision of communications services worldwide. The Company acts only as a holding company and does not trade.

### **Risk management and financial instruments**

#### **- Currency risk**

The Group's results in pounds sterling are subject to fluctuation as a result of exchange rate movements. The Group does not hedge this translation exposure to its earnings but does hedge the currency element of its net assets using foreign currency borrowings, cross-currency swaps and forward foreign exchange contracts.

#### **- Interest rate risk**

The Group is exposed to interest rate risk on both interest-bearing assets and interest-bearing liabilities. The Group has a policy of actively managing its interest rate risk exposure while recognising that fixing rates on all its debt eliminates the possibility of benefiting from rate reductions and similarly, having all its debt at floating rates unduly exposes the Group to increases in rates.

#### **- Going concern and liquidity risk**

In considering going concern and liquidity risk, the directors have reviewed the Group's future cash requirements and earnings projections. The directors believe these forecasts have been prepared on a prudent basis and have also considered the impact of a range of potential changes to trading performance to factor in an uncertain economic environment. The directors have concluded that the Group should be able to operate within its current facilities and comply with its banking covenants for the foreseeable future and therefore believe it is appropriate to prepare the financial statements of the Group on the going concern basis.

Given the strong cash generation of the business, its debt maturity profile and available facilities, the directors believe the Group has sufficient liquidity to match its requirements for the foreseeable future.

#### **- Treasury activities**

Treasury activity is managed centrally, from London, New York and Hong Kong, and is principally concerned with the monitoring of working capital, managing external and internal funding requirements and the monitoring and management of financial market risks, in particular interest rate and foreign exchange exposures.

## Directors' report (continued)

For the year ended 31 December 2017

### Risk management and financial instruments (continued)

#### - Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

#### - Credit risk

The Group's principal financial assets are cash and short-term deposits, trade and other receivables and investments, the carrying values of which represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's credit risk is primarily attributable to its trade receivables. The majority of the Group's trade receivables are due from large national or multinational companies where the risk of default is considered low.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies or banks that have been financed by their government.

#### - Financial instruments

The Group utilises currency derivatives to hedge significant future transactions and cash flows and the exchange risk arising on translation of the Group's investments in foreign operations. The Group is a party to a variety of foreign currency derivatives in the management of its exchange rate exposures. The instruments purchased are primarily denominated in the currencies of the Group's principal markets.

The Group uses interest rate swaps as hedging instruments in fair value hedges to manage its exposure to interest rate movements on its borrowings.

More information on the Group's principal risks and risk management policies and financial instruments are set out in notes 24 and 25 of the consolidated financial statements.

### Directors

The directors who served throughout the year were as follows:

A. Scott  
C. van der Welle  
S. Winters

### Employees

Our non-discrimination and anti-harassment policies are included in our Group Code of Conduct. In the case of disability, our policy is to provide continuing employment and training wherever practicable.

## Directors' report (continued)

For the year ended 31 December 2017

### Going concern

The directors are required to consider whether it is appropriate to adopt the financial statements on the basis that the Company and the Group are going concerns. As part of its normal business practice, the Group prepares annual and longer-term plans and in reviewing this information and in particular the three-year plan and budget the directors believe that the Company and the Group have adequate resources for the foreseeable future. Therefore, the Company and the Group continue to adopt the going concern basis in preparing the financial statements. Further details of the Group's financial position and borrowing facilities are described in note 24 of the consolidated financial statements.

### Statement of disclosure of information to the auditor

So far as the directors currently in office are aware, there is no relevant audit information of which the Company's auditor is unaware; and the directors have taken all the steps that ought to have been taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By Order of the Board



S. Winters

27 June 2018



## Directors' responsibilities statement

For the year ended 31 December 2017

### Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the parent company financial statements, the directors are required to:

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

In preparing the group financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also 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 responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Consolidated income statement**  
For the year ended 31 December 2017

	Notes	2017 £m	2016 <sup>1</sup> £m
<b>Revenue</b>	2	<b>15,265.4</b>	14,388.9
Costs of services	3	<b>(12,090.2)</b>	(11,348.1)
<b>Gross profit</b>		<b>3,175.2</b>	3,040.8
General and administrative costs	3	<b>(1,281.0)</b>	(992.8)
<b>Operating profit</b>		<b>1,894.2</b>	2,048.0
Share of results of associates	4	<b>113.5</b>	49.8
<b>Profit before interest and taxation</b>		<b>2,007.7</b>	2,097.8
Finance income	7	<b>170.3</b>	143.8
Finance costs	7	<b>(245.7)</b>	(210.2)
Revaluation of financial instruments	7	<b>261.6</b>	(39.7)
<b>Profit before taxation</b>		<b>2,193.9</b>	1,991.7
Taxation	8	<b>(197.0)</b>	(388.9)
<b>Profit for the year</b>		<b>1,996.9</b>	1,602.8
<b>Attributable to:</b>			
Equity holders of the parent		<b>1,901.2</b>	1,501.3
Non-controlling interests		<b>95.7</b>	101.5
		<b>1,996.9</b>	1,602.8

**Notes**

The accompanying notes form an integral part of this consolidated income statement.

<sup>1</sup>Prior year figures have been re-presented as described in Note 1.

All results are derived from continuing activities.

**Consolidated statement of comprehensive income**  
For the year ended 31 December 2017

	2017 £m	2016 £m
<b>Profit for the year</b>	<b>1,996.9</b>	<b>1,602.8</b>
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange adjustments on foreign currency net investments	(463.6)	1,377.1
Loss on revaluation of available for sale investments	(60.4)	(81.3)
	<b>(524.0)</b>	<b>1,295.8</b>
<b>Items that will not be reclassified subsequently to profit or loss:</b>		
Actuarial gain/(loss) on defined benefit pension plans	17.0	(15.9)
Deferred tax on defined benefit pension plans	(24.6)	(0.4)
	<b>(7.6)</b>	<b>(16.3)</b>
<b>Other comprehensive (loss)/income for the year</b>	<b>(531.6)</b>	<b>1,279.5</b>
<b>Total comprehensive income for the year</b>	<b>1,465.3</b>	<b>2,882.3</b>
<b>Attributable to:</b>		
Equity holders of the parent	1,389.3	2,712.7
Non-controlling interests	76.0	169.6
	<b>1,465.3</b>	<b>2,882.3</b>

**Note**

The accompanying notes form an integral part of this consolidated statement of comprehensive income.

**Consolidated cash flow statement**  
For the year ended 31 December 2017

	Notes	2017 £m	2016 £m
<b>Net cash inflow from operating activities</b>	11	<b>1,375.3</b>	810.7
<b>Investing activities</b>			
Acquisitions and other disposals	11	(396.1)	(791.7)
Purchases of property, plant and equipment		(288.9)	(252.1)
Purchases of other intangible assets (including capitalised computer software)		(37.3)	(33.0)
Proceeds on disposal of property, plant and equipment		8.0	7.7
<b>Net cash outflow from investing activities</b>		<b>(714.3)</b>	(1,069.1)
<b>Financing activities</b>			
Cash consideration for non-controlling interests	11	(47.3)	(58.3)
Net increase in borrowings	11	999.6	369.6
Financing and share issue costs		(0.8)	(6.4)
Dividends paid to non-controlling interests in subsidiary undertakings		(87.8)	(89.6)
<b>Net cash inflow from financing activities</b>		<b>863.7</b>	215.3
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,524.7</b>	(43.1)
Translation of cash and cash equivalents		(26.4)	297.6
Cash and cash equivalents at beginning of the year		3,127.6	2,873.1
<b>Cash and cash equivalents at end of year</b>	11	<b>4,625.9</b>	3,127.6
<b>Reconciliation of net cash flow to movement in net debt:</b>			
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,524.7</b>	(43.1)
Cash inflow from increase in debt financing		(998.8)	(363.2)
Debt acquired		-	(144.4)
Other movements		(1.0)	(10.4)
Translation differences		126.5	(435.6)
<b>Movement of net debt in the year</b>		<b>651.4</b>	(996.7)
<b>Net debt at beginning of year</b>		<b>(2,512.4)</b>	(1,515.7)
<b>Net debt at end of year</b>	10	<b>(1,861.0)</b>	(2,512.4)

**Note**

The accompanying notes form an integral part of this consolidated cash flow statement.

# Consolidated balance sheet

As at 31 December 2017

	Notes	2017 £m	2016 £m
<b>Non-current assets</b>			
Intangible assets:			
Goodwill	12	12,952.9	13,214.3
Other	12	2,018.4	2,217.3
Property, plant and equipment	13	979.5	968.7
Interests in associates and joint ventures	14	1,065.2	1,069.4
Other investments	14	1,344.4	1,562.0
Deferred tax assets	15	160.3	140.4
Trade and other receivables	17	1,535.7	1,568.3
		<u>20,056.4</u>	<u>20,740.4</u>
<b>Current assets</b>			
Inventory and work in progress	16	424.3	400.4
Corporate income tax recoverable		234.7	231.2
Trade and other receivables	17	14,920.3	15,022.0
Cash and short-term deposits		5,019.1	3,648.2
		<u>20,598.4</u>	<u>19,301.8</u>
<b>Current liabilities</b>			
Trade and other payables	18	(15,910.7)	(16,643.4)
Corporate income tax payable		(649.3)	(752.3)
Bank overdrafts, bonds and bank loans	20	(629.7)	(585.8)
		<u>(17,189.7)</u>	<u>(17,981.5)</u>
<b>Net current assets</b>		<u>3,408.7</u>	<u>1,320.3</u>
<b>Total assets less current liabilities</b>		<u>23,465.1</u>	<u>22,060.7</u>
<b>Non-current liabilities</b>			
Bonds and bank loans	20	(6,250.4)	(5,571.7)
Trade and other payables	19	(992.8)	(1,273.8)
Deferred tax liabilities	15	(513.7)	(692.4)
Provision for post-employment benefits	23	(206.3)	(276.5)
Provisions for liabilities and charges	21	(229.0)	(227.9)
		<u>(8,192.2)</u>	<u>(8,042.3)</u>
<b>Net assets</b>		<u>15,272.9</u>	<u>14,018.4</u>
<b>Equity</b>			
Called-up share capital	26	0.1	0.1
Share premium account		12,553.7	12,553.7
Merger reserve		(16,441.9)	(16,441.9)
Other reserves	27	750.4	1,264.8
Retained earnings		17,941.8	16,198.6
<b>Equity share owners' funds</b>		<u>14,804.1</u>	<u>13,575.3</u>
Non-controlling interests		468.8	443.1
<b>Total equity</b>		<u>15,272.9</u>	<u>14,018.4</u>

## Note

The accompanying notes form an integral part of this consolidated balance sheet.

The financial statements were approved by the Board of Directors and authorised for issue on 27 June 2018.

Signed on behalf of the Board:

  
S. Winters

Consolidated statement of changes in equity  
For the year ended 31 December 2017

For the year ended 31 December 2017

	Called-up share capital	Share premium account	Merger reserves	Other reserves <sup>1</sup>	Retained earnings	Total equity share owners' funds	Non- controlling interests	Total
	£m	£m	£m	£m	£m	£m	£m	£m
<b>Balance at 1 January 2017</b>	<b>0.1</b>	<b>12,553.7</b>	<b>(16,441.9)</b>	<b>1,264.8</b>	<b>16,198.6</b>	<b>13,575.3</b>	<b>443.1</b>	<b>14,018.4</b>
Profit for the year	-	-	-	-	1,901.2	1,901.2	95.7	1,996.9
Exchange adjustments on foreign currency net investments	-	-	-	(443.9)	-	(443.9)	(19.7)	(463.6)
Loss on revaluation of other investments	-	-	-	(60.4)	-	(60.4)	-	(60.4)
Actuarial gain on defined benefit plans	-	-	-	-	17.0	17.0	-	17.0
Deferred tax on defined benefit plans	-	-	-	-	(24.6)	(24.6)	-	(24.6)
<b>Other comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(504.3)</b>	<b>(7.6)</b>	<b>(511.9)</b>	<b>(19.7)</b>	<b>(531.6)</b>
Dividends paid to non-controlling interests in subsidiary undertakings	-	-	-	-	-	-	(87.8)	(87.8)
Non-cash share-based incentive plans (including stock options)	-	-	-	-	105.0	105.0	-	105.0
Tax adjustment on share based payments	-	-	-	-	3.0	3.0	-	3.0
Net movement of own shares held by ESOP trust	-	-	-	-	(182.9)	(182.9)	-	(182.9)
Recognition/re-measurement of financial instruments	-	-	-	(10.1)	(11.7)	(21.8)	-	(21.8)
Acquisition of subsidiaries <sup>2</sup>	-	-	-	-	(63.8)	(63.8)	37.5	(26.3)
<b>Balance at 31 December 2017</b>	<b>0.1</b>	<b>12,553.7</b>	<b>(16,441.9)</b>	<b>750.4</b>	<b>17,941.8</b>	<b>14,804.1</b>	<b>468.8</b>	<b>15,272.9</b>

Notes

The accompanying notes form an integral part of this consolidated statement of changes in equity

<sup>1</sup> Other reserves are analysed in note 27.

<sup>2</sup> Acquisition of subsidiaries represents movements in retained earnings and non-controlling interests arising from changes in ownership of existing subsidiaries and recognition of non-controlling interests on new acquisitions.

Total comprehensive income relating to the year ended 31 December 2017 was £1,465.3 million (2016: £2,882.3 million).

**Consolidated statement of changes in equity**  
For the year ended 31 December 2017

**For the year ended 31 December 2016**

	Called-up share capital	Share premium account	Merger reserves	Other reserves <sup>1</sup>	Retained earnings	Total equity share owners' funds	Non-controlling interests	Total
	£m	£m	£m	£m	£m	£m	£m	£m
<b>Balance at 1 January 2016</b>	<b>0.1</b>	<b>12,553.7</b>	<b>(16,441.9)</b>	<b>59.0</b>	<b>14,778.2</b>	<b>10,949.1</b>	<b>378.4</b>	<b>11,327.5</b>
Profit for the year	-	-	-	-	1,501.3	1,501.3	101.5	1,602.8
Exchange adjustments on foreign currency net investments	-	-	-	1,309.0	-	1,309.0	68.1	1,377.1
Loss on revaluation of other investments	-	-	-	(81.3)	-	(81.3)	-	(81.3)
Actuarial loss on defined benefit plans	-	-	-	-	(15.9)	(15.9)	-	(15.9)
Deferred tax on defined benefit plans	-	-	-	-	(0.4)	(0.4)	-	(0.4)
<b>Other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,227.7</b>	<b>(16.3)</b>	<b>1,211.4</b>	<b>68.1</b>	<b>1,279.5</b>
Dividends paid to non-controlling interests in subsidiary undertakings	-	-	-	-	-	-	(89.6)	(89.6)
Non-cash share-based incentive plans (including stock options)	-	-	-	-	106.5	106.5	-	106.5
Tax adjustment on share based payments	-	-	-	-	3.9	3.9	-	3.9
Net movement of own shares held by ESOP trust	-	-	-	-	(181.1)	(181.1)	-	(181.1)
Recognition/re-measurement of financial instruments	-	-	-	(21.9)	26.8	4.9	-	4.9
Acquisition of subsidiaries <sup>2</sup>	-	-	-	-	(20.7)	(20.7)	(15.3)	(36.0)
<b>Balance at 31 December 2016</b>	<b>0.1</b>	<b>12,553.7</b>	<b>(16,441.9)</b>	<b>1,264.8</b>	<b>16,198.6</b>	<b>13,575.3</b>	<b>443.1</b>	<b>14,018.4</b>

**Notes**

The accompanying notes form an integral part of this consolidated statement of changes in equity.

<sup>1</sup> Other reserves are analysed in note 27.

<sup>2</sup> Acquisition of subsidiaries represents movements in retained earnings and non-controlling interests arising from changes in ownership of existing subsidiaries and recognition of non-controlling interests on new acquisitions.

## Notes to the consolidated financial statements

For the year ended 31 December 2017

### 1 Accounting policies

The consolidated financial statements of WPP Jubilee Limited and its subsidiaries (the Group) for the year ended 31 December 2017 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union as they apply to the financial statements of the Group for the year ended 31 December 2017. The Group's financial statements have also been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

#### Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments. The principal accounting policies are set out on the following pages.

#### Basis of consolidation

The consolidated financial statements include the results of WPP Jubilee Limited and all its subsidiary undertakings made up to the same accounting date. All intra-Group balances, transactions, income, and expenses are eliminated in full on consolidation. The results of subsidiary undertakings acquired or disposed of during the period are included or excluded from the consolidated income statement from the effective date of acquisition or disposal.

#### Presentation

The Group has changed its accounting policy in regard to the presentation of the income statement under IAS 1 Presentation of Financial Statements for the year ended 31 December 2017, moving from a 'nature of expense' method of presentation to a 'function of expense' method of presentation. The Group considers this to be a more reliable and relevant presentation and prior years have been re-presented in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. This change in accounting policy has not resulted in a change to revenue, operating profit, or profit for any of the years presented.

#### Goodwill and other intangible assets

Intangible assets comprise goodwill, certain acquired separable corporate brand names, acquired customer relationships, acquired proprietary tools and capitalised computer software not integral to a related item of hardware.

Goodwill represents the excess of fair value attributed to investments in businesses or subsidiary undertakings over the fair value of the underlying net assets, including intangible assets, at the date of their acquisition.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the net present value of future cash flows derived from the underlying assets using a projection period of up to five years for each cash-generating unit. After the projection period a steady growth rate representing an appropriate long-term growth rate for the industry is applied. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Corporate brand names, customer relationships and proprietary tools acquired as part of acquisitions of businesses are capitalised separately from goodwill as intangible assets if their value can be measured reliably on initial recognition and it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group.



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Goodwill and other intangible assets (continued)

Certain corporate brands of the Group are considered to have an indefinite economic life because of the institutional nature of the corporate brand names, their proven ability to maintain market leadership and profitable operations over long periods of time and the Group's commitment to develop and enhance their value. The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life as follows:

- Brand names (with finite lives) – 10-20 years.
- Customer-related intangibles – 3-10 years.
- Other proprietary tools – 3-10 years.
- Other (including capitalised computer software) – 3-5 years.

#### Contingent consideration

Contingent consideration is accounted for in accordance with IFRS 3 Business Combinations. Contingent consideration only applies to situations where contingent payments are not dependent on future employment of vendors and any such payments are expensed when they relate to future employment.

Future anticipated payments to vendors in respect of contingent consideration (earnout agreements) are initially recorded at fair value which is the present value of the expected cash outflows of the obligations. The obligations are dependent on the future financial performance of the interests acquired (typically over a four- to five-year period following the year of acquisition) and assume the operating companies improve profits in line with directors' estimates. The directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition.

Subsequent adjustments to the fair value are recorded in the consolidated income statement within revaluation of financial instruments. For acquisitions completed prior to 1 January 2010, such adjustments are recorded in the consolidated balance sheet within goodwill.

#### Property, plant and equipment

Property, plant and equipment are shown at cost less accumulated depreciation and any provision for impairment with the exception of freehold land which is not depreciated. The Group assesses the carrying value of its property, plant and equipment to determine if any impairment has occurred. Where this indicates that an asset may be impaired, the Group applies the requirements of IAS 36 Impairment of Assets in assessing the carrying amount of the asset. This process includes comparing its recoverable amount with its carrying value. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life, as follows:

- Freehold buildings – 50 years.
- Leasehold land and buildings – over the term of the lease or life of the asset, if shorter.
- Fixtures, fittings and equipment – 3-10 years.
- Computer equipment – 3-5 years.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Interests in associates and joint ventures

An associate is an entity over which the Group has significant influence. In certain circumstances, significant influence may be represented by factors other than ownership and voting rights, such as representation on the Board of Directors.

The Group's share of the profits less losses of associate undertakings net of tax, interest and non-controlling interests is included in the consolidated income statement and the Group's share of net assets is shown within interests in associates in the consolidated balance sheet. The Group's share of the profits less losses and net assets is based on current information produced by the undertakings, adjusted to conform with the accounting policies of the Group.

The Group assesses the carrying value of its associate undertakings to determine if any impairment has occurred. Where this indicates that an investment may be impaired, the Group applies the requirements of IAS 36 in assessing the carrying amount of the investment. This process includes comparing its recoverable amount with its carrying value.

The Group accounts for joint venture investments under the equity method which is consistent with the Group's treatment of associates.

#### Other investments

Other investments are designated as 'available for sale' and are shown at fair value with any movements in fair value taken to equity.

On disposal the cumulative gain or loss previously recognised in equity is included in the profit or loss for the period.

#### Inventory and work in progress

Work in progress is valued at cost, which includes outlays incurred on behalf of clients and an appropriate proportion of directly attributable costs and overheads on incomplete assignments. Provision is made for irrecoverable costs where appropriate. Inventory is stated at the lower of cost and net realisable value.

#### Trade receivables

Trade receivables are stated net of provisions for bad and doubtful debts.

#### Foreign currency and interest rate hedging

The Group's policy on interest rate and foreign exchange rate management sets out the instruments and methods available to hedge interest and currency risk exposures and the control procedures in place to ensure effectiveness.

The Group uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The Group does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Foreign currency and interest rate hedging (continued)

At the inception of the hedge relationship the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Note 25 contains details of the fair values of the derivative instruments used for hedging purposes.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss immediately, together with any changes in the fair value of the hedged item that is attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow or net investment hedges is deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the period.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of host contracts and the host contracts are not carried at fair value with unrealised gains or losses reported in the consolidated income statement.

#### Liabilities in respect of option agreements

Option agreements that allow the Group's equity partners to require the Group to purchase a non-controlling interest are treated as derivatives over equity instruments and are recorded in the consolidated balance sheet initially at the present value of the redemption amount in accordance with IAS 32 Financial Instruments: Presentation and subsequently measured at fair value in accordance with IAS 39 Financial Instruments: Recognition and Measurement. The movement in the fair value is recognised as income or expense within revaluation of financial instruments in the consolidated income statement.

#### Derecognition of financial liabilities

In accordance with IAS 39 Financial Instruments: Recognition and Measurement, a financial liability of the Group is only released to the consolidated income statement when the underlying legal obligation is extinguished.

#### Debt

Interest-bearing debt is recorded at the proceeds received, net of direct issue costs.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**1 Accounting policies (continued)**

**Borrowing costs**

Finance costs of borrowing are recognised in the consolidated income statement over the term of those borrowings.

**Revenue recognition**

Revenue comprises commission and fees earned in respect of amounts billed. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media and data collection costs. Revenue is stated exclusive of VAT, sales taxes and trade discounts.

*Advertising and Media Investment Management*

Revenue is typically derived from commissions on media placements and fees for advertising services. Revenue may consist of various arrangements involving commissions, fees, incentive-based revenue, or a combination of the three, as agreed upon with each client.

Revenue is recognised when the service is performed, in accordance with the terms of the contractual arrangement. The amount of revenue recognised depends on whether we act as an agent or as a principal in an arrangement with a client. Where we act as an agent, the revenue recorded is the net amount retained when the fee or commission is earned. Although the Group may bear credit risk in respect of these activities, the arrangements with our clients are such that we consider that we are acting as an agent on their behalf. In such cases, costs incurred with external suppliers (such as media suppliers) are excluded from our revenue. Where the Group acts as a principal, the revenue recorded is the gross amount billed.

Incentive-based revenue typically comprises both quantitative and qualitative elements; on the element related to quantitative targets, revenue is recognised when the quantitative targets have been achieved; on the element related to qualitative targets, revenue is recognised when the incentive is received or receivable.

The Group receives volume rebates from certain suppliers for transactions entered into on behalf of clients that, based on the terms of the relevant contracts and local law, are either remitted to clients or retained by the Group. If amounts are passed on to clients they are recorded as liabilities until settled or, if retained by the Group, are recorded as revenue when earned.

*Data Investment Management*

Revenue recognised in proportion to the level of service performed for market research contracts is based on proportional performance. In assessing contract performance, both input and output criteria are reviewed. Costs incurred are used as an objective input measure of performance. The primary input of all work performed under these arrangements is labour. As a result of the relationship between labour and cost, there is normally a direct relationship between costs incurred and the proportion of the contract performed to date. Costs incurred as a proportion of expected total costs is used as an initial proportional performance measure. This indicative proportional performance measure is subsequently validated against other more subjective criteria (i.e. relevant output measures) such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract. In the event of divergence between the objective and more subjective measures, the more subjective measures take precedence since these are output measures.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Revenue recognition (continued)

##### *Data Investment Management (continued)*

While most of the studies provided in connection with the Group's market research contracts are undertaken in response to an individual client's or group of clients' specifications, in certain instances a study may be developed as an off-the-shelf product offering sold to a broad client base. For these transactions, revenue is recognised when the product is delivered. Where the terms of transaction provide for licensing the product on a subscription basis, revenue is recognised over the subscription period on a straight-line basis or, if applicable, based on usage.

Substantially all services are provided on a fixed price basis. Pricing may also include a provision for a surcharge where the actual labour hours incurred in completing a project are significantly above the labour hours quoted in the project proposal. In instances where this occurs, the surcharge will be included in the total revenue base on which to measure proportional performance when the actual threshold is reached provided that collectability is reasonably assured.

##### *Public Relations & Public Affairs and Brand Consulting, Health & Wellness and Specialist Communications*

Revenue is typically derived from retainer fees and services to be performed subject to specific agreement. Revenue is recognised when the service is performed, in accordance with the terms of the contractual arrangement. Revenue is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the consolidated income statement revenue and related costs as contract activity progresses.

#### **Taxation**

Corporate taxes are payable on taxable profits at current rates. The tax expense represents the sum of the tax currently payable and deferred tax.

The Group is subject to corporate taxes in a number of different jurisdictions and judgement is required in determining the appropriate provision for transactions where the ultimate tax determination is uncertain. In such circumstances, the Group recognises liabilities for anticipated taxes based on the best information available and where the anticipated liability is both probable and estimable, liabilities are classified as current. Any interest and penalties accrued are included in income taxes both in the consolidated income statement and balance sheet. Where the final outcome of such matters differs from the amount recorded, any differences may impact the income tax and deferred tax provisions in the period in which the final determination is made.

The tax laws that apply to the Group's subsidiaries may be amended by the relevant tax authorities. Such potential amendments are regularly monitored and adjustments are made to the Group's tax liabilities and deferred tax assets and liabilities where necessary.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Taxation (continued)

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences unless specifically excepted by IAS 12 Income Taxes. Deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited to other comprehensive income or directly to equity, in which case the deferred tax is also dealt with in other comprehensive income or equity. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or other assets and liabilities (other than in a business combination) in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on enacted or substantively enacted legislation. Deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited directly to equity or the consolidated statement of comprehensive income, in which case the deferred tax is also dealt with in equity or the consolidated statement of comprehensive income.

#### Retirement benefit costs

The Group accounts for retirement benefit costs in accordance with IAS 19: Employee Benefits.

For defined contribution plans, contributions are charged to the consolidated income statement as payable in respect of the accounting period.

For defined benefit plans the amounts charged to operating profit are the current service costs, past service costs, administrative expenses and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the consolidated income statement when the related plan amendment occurs. The interest cost on pension plan liabilities and expected return on plan assets reported in previous years have been replaced with a net interest amount which is shown within finance costs. The net interest is calculated by applying the discount rate to the recognised overall surplus or deficit in the plan.

Actuarial gains and losses are recognised immediately in the consolidated statement of comprehensive income.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### **1 Accounting policies (continued)**

#### **Retirement benefit costs (continued)**

Where defined benefit plans are funded, the assets of the plan are held separately from those of the Group, in separate independently managed funds. Pension plan assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high-quality corporate bond of equivalent currency and term to the plan liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

Recognition of a surplus in a defined benefit plan is limited based on the economic gain the Company is expected to benefit from in the future by means of a refund or reduction in future contributions to the plan, in accordance with IAS 19.

#### **Finance leases**

Assets held under finance leases are recognised as assets of the Group at the inception of the lease at the lower of their fair value and the present value of the minimum lease payments. Depreciation on leased assets is charged to the consolidated income statement on the same basis as owned assets. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the consolidated income statement as it is incurred.

#### **Operating leases**

Operating lease rentals are charged to the consolidated income statement on a straight-line basis over the lease term. Any premium or discount on the acquisition of a lease is spread over the life of the lease on a straight-line basis.

#### **Translation of foreign currencies**

Foreign currency transactions arising from normal trading activities are recorded at the rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are translated at the year-end exchange rate. Foreign currency gains and losses are credited or charged to the consolidated income statement as they arise.

The income statements of overseas subsidiary undertakings are translated into pounds sterling at average exchange rates and the year-end net assets of these companies are translated at year-end exchange rates.

Exchange differences arising from retranslation of the opening net assets and on foreign currency borrowings (to the extent that they hedge the Group's investment in such operations) are reported in the consolidated statement of comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Share-based payments

The Group issues equity-settled share-based payments (including share options) to certain employees and accounts for these awards in accordance with IFRS 2 Share-Based Payment. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. Details regarding the fair value of equity settled share-based transactions are set out in notes 22 and 26.

The fair value determined at the grant date is recognised in the consolidated income statement as an expense on a straight-line basis over the relevant vesting period, based on the Group's estimate of the number of shares that will ultimately vest and adjusted for the effect of non-market-based vesting conditions.

#### New IFRS accounting pronouncements

At the date of authorisation of these financial statements, the following Standards, which have not been applied in these financial statements, were in issue but not yet effective:

- IFRS 9: Financial Instruments;
- IFRS 15: Revenue from Contracts with Customers; and
- IFRS 16: Leases

IFRS 9 is effective from 1 January 2018. It contains requirements for the classification and measurement of financial assets and liabilities, impairment (introducing an expected loss method) and hedge accounting. The Group does not consider that it will have a significant impact on the financial statements of the Group, particularly given the short-term nature of the Groups' trade receivables, which are mainly due from large national or multinational companies. The principal impact will be for equity investments currently designated as 'available for sale', where the Group will elect to recognise the fair value movements of certain equity investments through other comprehensive income. Fair value movements of certain other equity investments will be recognised in profit or loss.

IFRS 15 is effective from 1 January 2018 and it will be applied retrospectively to each prior period presented, we do not expect the adoption of IFRS 15 to have a significant impact on the timing of the Group's revenue recognition nor on the Group's equity.

However, for certain contracts, the adoption of IFRS 15 will result in a change in our accounting for certain third-party costs. Third-party costs are included in revenue where the Group acts as principal with respect to the services provided to the client and is excluded where the Group acts as agent. Under IFRS 15, the principal versus agent assessment is based on whether we control the relevant services before they are transferred to the client. As a result of the adoption of IFRS 15, there will be an increase in third-party costs included in revenue and costs of services. In 2017, these third-party costs were approximately £500 million. This change will increase revenue and costs of services by the same amount and therefore have no impact on operating profit.

IFRS 16 is effective from 1 January 2019. The standard eliminates the classification of leases as either operating or finance leases and introduces a single accounting model. Lessees will be required to recognise a right-of-use asset and related lease liability for the majority of their operating leases and show depreciation of leased assets and interest on lease liabilities separately on the income statement. IFRS 16 will require the Group to recognise substantially all of its current operating lease commitments on the balance sheet and the financial impact of this, together with other implications of the standard, are currently being assessed.



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 1 Accounting policies (continued)

#### **Critical judgements in applying accounting policies**

Management is required to make key decisions and judgements whilst acknowledging there is estimation uncertainty in the process of applying the Group's accounting policies. These estimates and judgements are reviewed on an ongoing basis. Where judgement has been applied or estimation uncertainty exists, the key factors taken into consideration are disclosed in the accounting policies and the appropriate note in these financial statements.

The most significant areas of estimation uncertainty include:

- Goodwill (note 12): The discounted cash flow methodology employed by the Group when testing for goodwill impairment requires estimates regarding revenue growth, operating margins discount rates and working capital requirements.
- Payments due to vendors (earnout agreements) and liabilities in respect of put options Estimates are required regarding growth rates in deriving future financial performance and discount rates to be applied when measuring the liabilities for earnouts and put options. Further details are disclosed in note 25.
- Provision for post-employment benefits (note 23): Estimates are required in the accounting for defined benefit pension plans, including establishing discount rates, rates of increase in salaries and pensions in payment, inflation and mortality assumptions. These estimates are made by management based on the advice of qualified advisors.

The most significant areas of judgements include:

- Revenue recognition: Judgment is required regarding the timing of recognition, particularly in relation to media volume income with regards to whether it is required to be passed back to the client. Further details are set out in the accounting policy.
- Taxation (note 7): Judgement is required in relation to the level of provisions required and the amount of taxes that will be due, particularly given the many countries in which the Group operates.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 2 Segment information

The Group is a leading worldwide communications services organisation offering national and multinational clients a comprehensive range of communications services.

The Group is organised into four reportable segments – Advertising and Media Investment Management; Data Investment Management; Public Relations & Public Affairs; and Brand Consulting, Health & Wellness and Specialist Communications. This last reportable segment includes WPP Digital and direct, digital, & interactive.

IFRS 8 Operating Segments requires operating segments to be identified on the same basis as is used internally for the review of performance and allocation of resources by the Group chief executive. Provided certain quantitative and qualitative criteria are fulfilled, IFRS 8 permits the aggregation of these components into reportable segments for the purposes of disclosure in the Group's financial statements. In assessing the Group's reportable segments, the directors have had regard to the similar economic characteristics of certain operating segments, their shared client base, the similar nature of their products or services and their long-term margins, amongst other factors.

#### Operating sectors

Reported contributions were as follows:

	Revenue <sup>1</sup> £m	Headline <sup>2</sup> PBIT £m	Headline PBIT margin %
<b>2017</b>			
Advertising and Media Investment Management	7,180.3	1,102.5	15.4
Data Investment Management	2,690.9	347.8	12.9
Public Relations & Public Affairs	1,171.9	182.1	15.5
Brand Consulting, Health & Wellness and Specialist Communications	4,222.3	620.7	14.7
	<b>15,265.4</b>	<b>2,253.1</b>	<b>14.8</b>
	Revenue <sup>1</sup> £m	Headline <sup>2</sup> PBIT £m	Headline PBIT Margin %
<b>2016</b>			
Advertising and Media Investment Management	6,547.3	1,020.3	15.6
Data Investment Management	2,661.1	348.7	13.1
Public Relations & Public Affairs	1,101.3	178.7	16.2
Brand Consulting, Health & Wellness and Specialist Communications	4,079.2	597.5	14.6
	<b>14,388.9</b>	<b>2,145.2</b>	<b>14.9</b>

#### Notes

<sup>1</sup> Intersegment sales have not been separately disclosed as they are not material.

<sup>2</sup> A reconciliation from reported profit before interest and taxation to headline PBIT is provided below

# Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

## 2 Segment information (continued)

### Other information

	Share-based payments	Capital additions <sup>1</sup>	Depreciation and amortisation <sup>2</sup>	Goodwill impairment	Share of results of associates	Interests in associates and joint ventures
2017	£m	£m	£m	£m	£m	£m
Advertising and Media Investment Management	57.0	171.3	108.8	19.5	27.0	193.1
Data Investment Management	14.4	58.8	59.9	-	15.3	106.3
Public Relations & Public Affairs	8.6	10.6	12.2	7.6	6.3	34.2
Brand Consulting, Health & Wellness and Specialist Communications	25.0	85.5	86.1	-	64.9	731.6
	105.0	326.2	267.0	27.1	113.5	1,065.2
2016	£m	£m	£m	£m	£m	£m
Advertising and Media Investment Management	60.7	126.2	105.4	20.9	8.3	285.6
Data Investment Management	13.0	61.5	60.9	-	13.2	109.4
Public Relations & Public Affairs	7.5	10.3	11.6	-	3.2	108.1
Brand Consulting, Health & Wellness and Specialist Communications	25.3	87.1	81.5	6.1	25.1	566.3
	106.5	285.1	259.4	27.0	49.8	1,069.4

### Notes

<sup>1</sup> Capital additions include purchases of property, plant and equipment and other intangible assets (including capitalised computer software).

<sup>2</sup> Depreciation of property, plant and equipment and amortisation of other intangible assets.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 2 Segment information (continued)

Contributions by geographical area were as follows:

	Revenue <sup>1</sup> 2017 £m	Headline <sup>2</sup> PBIT 2017 £m	Headline PBIT margin 2017 %
North America	5,547.0	932.3	16.8
UK	1,985.9	278.2	14.0
Western Continental Europe	3,160.0	373.1	11.8
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	4,572.5	669.5	14.6
	<b>15,265.4</b>	<b>2,253.1</b>	<b>14.8</b>

	Revenue <sup>1</sup> 2016 £m	Headline <sup>2</sup> PBIT 2016 £m	Headline PBIT margin 2016 %
North America	5,280.8	889.9	16.9
UK	1,866.3	259.4	13.9
Western Continental Europe	2,943.2	348.6	11.8
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	4,298.6	647.3	15.1
	<b>14,388.9</b>	<b>2,145.2</b>	<b>14.9</b>

#### Notes:

<sup>1</sup> Intersegment sales have not been separately disclosed as they are not material.

<sup>2</sup> A reconciliation from reported profit before interest and taxation to headline PBIT is provided below

	2017 £m	2016 £m
<b>Non-current assets<sup>1</sup></b>		
North America	7,736.9	8,281.7
UK	3,482.5	2,171.1
Western Continental Europe	4,581.6	4,373.1
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	4,093.0	4,402.4
	<b>19,894.0</b>	<b>19,228.3</b>

#### Note

<sup>1</sup> Non-current assets excluding financial instruments and deferred tax

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 2 Segment information (continued)

#### Reconciliation to non-GAAP measures of performance

Management includes non-GAAP measures as they consider these measures to be both useful and necessary. They are used by management for internal performance analyses; the presentation of these measures facilitates comparability with other companies, although management's measures may not be calculated in the same way as similarly titled measures reported by other companies; and these measures are useful in connection with discussions with the investment community.

#### Reconciliation of profit before interest and taxation to headline PBIT:

	2017	2016
	£m	£m
<b>Profit before interest and taxation</b>	<b>2,007.7</b>	<b>2,097.8</b>
Amortisation and impairment of acquired intangible assets	195.1	168.4
Goodwill impairment	27.1	27.0
Gains on disposal of investments and subsidiaries	(129.0)	(44.3)
Losses/(gains) on re-measurement of equity interests arising from a change in scope of ownership	0.3	(232.4)
Investment write-downs	95.9	86.1
Restructuring costs	56.8	27.4
Share of exceptional (gains)/losses of associates	(0.8)	15.2
<b>Headline PBIT/Headline operating profit</b>	<b>2,253.1</b>	<b>2,145.2</b>

Headline PBIT is one of the metrics that management uses to assess the performance of the business.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**3 Costs of services and general and administrative costs**

	2017	2016
	£m	£m
Costs of services	12,090.2	11,348.1
General and administrative costs	1,281.0	992.8
	<u>13,371.2</u>	<u>12,340.9</u>

Costs of services and general and administrative costs include:

	Notes	2017	2016
		£m	£m
Staff costs	5	8,317.0	7,782.8
Establishment costs		888.6	836.5
Media pass-through costs		1,350.0	1,223.2
Data collection pass-through costs		633.7	661.0
Other costs of services and general and administrative costs		2,181.9	1,837.4
Total costs of services and general and administrative costs		<u>13,371.2</u>	<u>12,340.9</u>

Other costs of services and general and administrative costs include:

Goodwill impairment	12	27.1	27.0
Investment write-downs		95.9	86.1
Restructuring costs		56.8	27.4
Amortisation and impairment of acquired intangible assets	12	195.1	168.4
Amortisation of other intangible assets	12	36.3	38.6
Depreciation of property, plant and equipment		230.7	215.2
Losses on sale of property, plant and equipment		1.1	0.8
Gains on disposal of investments		(129.0)	(44.3)
Losses/(gains) on re-measurement of equity interests arising from a change in scope of ownership		0.3	(232.4)
Net foreign exchange losses/(gains)		12.9	(17.0)

**Note**

<sup>1</sup> Other costs of services and general and administrative costs include £142.1 million (2016: £106.9 million) of other pass-through costs.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**3 Costs of services and general and administrative costs (continued)**

**Operating lease rentals:**

	2017	2016
	£m	£m
Land and buildings	586.6	556.1
Sublease income	(17.9)	(11.6)
	<u>568.7</u>	<u>544.5</u>
Plant and machinery	11.9	10.6
	<u>580.6</u>	<u>555.1</u>

In 2017, operating profit includes credits totalling £44.8 million (2016: £26.3 million) relating to the release of excess provisions and other balances established in respect of acquisitions completed prior to 2016. Further details of the Group's approach to acquisition reserves, as required by IFRS 3 Business Combinations, are given in note 28.

Investment write-downs of £95.9 million (2016: £86.1 million) includes £53.1 million in relation to comScore Inc. In 2017, the market value of comScore Inc fell below the Group's carrying value. Other investment write-downs relate to certain non-core minority investments in the US where forecast financial performance and/or liquidity issues indicate a permanent decline in the recoverability of the Group's investment.

Gains on disposal of investments and subsidiaries of £129.0 million (2016: £44.3 million) include £92.3 million of gains arising on the sale of the Group's equity interest in Asatsu-DK Inc following its acquisition by Bain Capital.

In 2016, gains on remeasurement of equity interests arising from a change in scope of ownership of £232.4 million primarily comprise gains in relation to the reclassification of the Group's interest in the Imagina Group in Spain from other investments to interest in associates, resulting from WPP attaining significant influence in the period. In 2015, gains on remeasurement of equity interests arising from a change in scope of ownership of £165.0 million primarily comprise gains in relation to the acquisition of a majority stake in IBOPE in Latin America.

In 2017, restructuring costs of £56.8 million (2016: £27.4 million) predominantly comprise £33.7 million (2016: £nil) of severance costs arising from a structural assessment of certain of the Group's operations, primarily the mature markets; and £12.8 million (2016: £27.4 million) of costs resulting from the project to transform and rationalise the Group's IT services and infrastructure including costs related to the cyber attack in June 2017.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**3 Costs of services and general and administrative costs (continued)**

**Auditors' remuneration:**

	2017	2016
	£m	£m
The audit of the Company's subsidiaries pursuant to legislation	20.7	19.4
Other services pursuant to legislation	4.0	3.7
	<hr/>	<hr/>
Fees payable to the auditors pursuant to legislation	24.7	23.1
	<hr/>	<hr/>
Tax advisory services	0.1	1.6
Tax compliance services	0.1	1.3
Corporate finance services	-	0.1
Other services <sup>1</sup>	4.6	5.7
	<hr/>	<hr/>
Total non-audit fees	4.8	8.7
	<hr/>	<hr/>
Total fees	29.5	31.8
	<hr/>	<hr/>

**Note**

<sup>1</sup> Other services include audits for earnout purposes.

**Minimum committed annual rentals**

Amounts payable in 2018 under leases will be as follows:

	Plant and machinery			Land and buildings		
	2018	2017	2016	2018	2017	2016
	£m	£m	£m	£m	£m	£m
In respect of operating leases which expire:						
- within one year	5.1	4.0	4.3	88.6	85.1	57.6
- within two to five years	10.8	10.5	9.7	236.2	287.9	240.3
- after five years	0.1	-	0.3	207.8	187.0	163.1
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	16.0	14.5	14.3	532.6	560.0	461.0
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>



Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**3 Costs of services and general and administrative costs (continued)**

Future minimum annual amounts payable under all lease commitments in existence at 31 December 2017 are as follows:

Year ending 31 December	Plant and machinery £m	Less sub-let rentals £m	Net payment £m
2018	548.6	(18.6)	530.0
2019	469.0	(6.5)	462.5
2020	412.9	(4.2)	408.7
2021	349.1	(2.4)	346.7
2022	298.3	(2.1)	296.2
Later years	1,816.0	(2.6)	1,813.4
	<b>3,893.9</b>	<b>(36.4)</b>	<b>3,857.5</b>

**4 Share of results of associates**

Share of results of associates include:

	2017 £m	2016 £m
Share of profit before interest and taxation	145.1	97.1
Share of exceptional gains/(losses)	0.8	(15.2)
Share of interest and non-controlling interests	(7.8)	(4.7)
Share of taxation	(24.6)	(27.4)
	<b>113.5</b>	<b>49.8</b>

**5 Our people**

Our staff numbers averaged 134,428 for the year ended 31 December 2017 against 132,657 in 2016. Their geographical distribution was as follows:

	2017	2016
North America	27,399	27,246
UK	14,197	14,070
Western Continental Europe	25,700	24,996
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	67,132	66,345
	<b>134,428</b>	<b>132,657</b>

# Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

## 5 Our people (continued)

Their operating sector distribution was as follows:

	2017	2016
Advertising and Media Investment Management	56,789	55,120
Data Investment Management	28,629	29,279
Public Relations & Public Affairs	9,082	9,054
Brand Consulting, Health & Wellness and Specialist Communications	39,928	39,204
	<b>134,428</b>	<b>132,657</b>

At the end of 2017 staff numbers were 134,413 (2016: 134,341). Including all employees of associated undertakings, this figure was approximately 203,000 at 31 December 2017 (2016: 198,000).

Staff costs include:

	Notes	2017 £m	2016 £m
Wages and salaries		5,830.7	5,394.0
Cash-based incentive plans		219.0	260.2
Share-based incentive plans	22	105.0	106.5
Social security costs		720.3	658.1
Pension costs	23	192.0	178.1
Severance		39.5	34.5
Other staff costs <sup>1</sup>		1,210.5	1,151.4
Total staff costs		<b>8,317.0</b>	<b>7,782.8</b>

### Note

<sup>1</sup> Freelance and temporary staff costs are included in other staff costs.

Included above are charges of £12.3 million (2016: £15.5 million) for share-based incentive plans in respect of key management personnel (who comprise the directors of the WPP Group).

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 6 Remuneration of the directors

The directors received no remuneration during the year for services to the Company (2016: nil).

### 7 Finance income, finance costs and revaluation of financial instruments

Finance income includes:

	Notes	2017 £m	2016 £m
Income from available for sale investments		16.8	12.5
Interest income		153.5	131.3
		<u>170.3</u>	<u>143.8</u>

Finance costs include:

		2017 £m	2016 £m
Net interest on pension plan liabilities	23	6.3	6.7
Interest on other long-term employee benefits		3.9	2.7
Interest expense and similar charges <sup>1</sup>		235.5	200.8
		<u>245.7</u>	<u>210.2</u>

Revaluation of financial instruments<sup>2</sup> include:

	2017 £m	2016 £m
Movements in fair value of treasury instruments	0.5	(10.9)
Revaluation of put options over non-controlling interests	52.5	(17.2)
Revaluation of payments due to vendors	208.6	(11.6)
	<u>261.6</u>	<u>(39.7)</u>

#### Notes

<sup>1</sup> Interest expense and similar charges are payable on bank overdrafts, bonds and bank loans held at amortised cost.

<sup>2</sup> Financial instruments are held at fair value through profit and loss

The majority of the Group's long-term debt is represented by \$2,862 million of US dollar bonds at an average interest rate of 4.48%, €3,202 million of Eurobonds at an average interest rate of 1.71% and £600 million of Sterling bonds at an average interest rate of 4.04%.

Average borrowings under the US Dollar Revolving Credit Facilities (note 10) amounted to the equivalent of \$715 million at an average interest rate of 0.78% (2016: \$109 million at an average interest rate of 0.82%).

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 7 Finance income, finance costs and revaluation of financial instruments (continued)

Average borrowings under the Australian dollar Revolving Credit Facilities, amounted to A\$412 million at an average rate of 3.24% (2016: A\$336 million at an average rate of 3.69%).

Average borrowings under the US Commercial Paper Program for 2017 amounted to \$860 million at an average interest rate of 1.47% inclusive of margin (2016: \$293 million at an average interest rate of 0.75%).

### 8 Taxation

The tax rate on reported PBT was 9.0% (2016: 19.5%).

On 22 December 2017, The Tax Cuts and Jobs Act was enacted in the US which reduced the federal tax rate from 35% to 21% from 1 January 2018. This revised rate has been used to revalue deferred tax assets and liabilities, leading to a non-cash credit to the income statement of £234.1 million, partially offset by a one-time deemed repatriation tax charge related to unremitted foreign earnings of £28.1 million, payable over eight years. The impact of US tax reform has been excluded from the headline tax charge.

The tax charge comprises:

	2017 £m	2016 £m
<b>Corporation tax</b>		
Current year	523.4	569.4
Prior years	(98.6)	(80.3)
	<u>424.8</u>	<u>489.1</u>
<b>Deferred tax</b>		
Current year	(235.2)	(88.0)
Prior years	7.4	(12.2)
	<u>(227.8)</u>	<u>(100.2)</u>
<b>Tax charge</b>	<u>197.0</u>	<u>388.9</u>

The corporation tax credit for prior years in 2017, and also in 2016, mainly comprises the release of a number of provisions following the resolution of tax matters in various countries.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**8 Taxation (continued)**

The tax charge for the year can be reconciled to profit before taxation in the consolidated income statement as follows:

	2017 £m	2016 £m
Profit before taxation	2,193.9	1,991.7
Tax at the corporation tax rate of 19.25% <sup>1</sup>	422.3	398.3
Tax effect of share of results of associates	(21.8)	(10.0)
Irrecoverable withholding taxes	37.0	36.3
Items that are not deductible/(taxable) in determining taxable profit	(3.9)	9.4
Effect of different tax rates in subsidiaries operating in other jurisdictions	123.0	60.4
Group relief not paid for	8.7	-
US Transition Tax related to unremitted foreign earnings	28.1	-
Effect of change in US tax rate on deferred tax balances	(234.1)	-
Origination and reversal of unrecognised temporary differences	(17.2)	(6.7)
Tax losses not recognised or utilised in the year	24.8	34.4
Utilisation of tax losses not previously recognised	(10.4)	(11.3)
Recognition of temporary differences not previously recognised	(68.3)	(29.4)
Net release of prior year provisions in relation to acquired businesses	(15.0)	(23.3)
Other prior year adjustments	(76.2)	(69.2)
Tax charge	197.0	388.9
Effective tax rate on profit before tax	9.0%	19.5%

**Note**

<sup>1</sup> The parent company of the Group was tax resident in the UK. As such, the tax rate in the tax reconciliation for 2017 is the blended UK corporation tax rate of 19.25% (2016: 20.25%).

**Factors affecting the tax charge in future years**

Given the Group's geographic mix of profits and the changing international tax environment, the tax rate is expected to increase slightly over the next few years.

Factors that may affect the Group's future tax charge include the levels and mix of profits in the many countries in which we operate, the prevailing tax rates in each of those countries and also the foreign exchange rates that apply to those profits. The tax charge may also be affected by the impact of acquisitions, disposals and other corporate restructurings, the resolution of open tax issues, future planning, and the ability to use brought forward tax losses. Furthermore, changes in local or international tax rules, for example prompted by the OECD's Base Erosion and Profit Shifting project (a global initiative to improve the fairness and integrity of tax systems), or new challenges by tax or competition authorities, for example, the European Commission's state aid investigation into

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 8 Taxation (continued)

Group Financing Exemption in the UK CFC rules announced in October 2017, may expose us to additional tax liabilities or impact the carrying value of our deferred tax assets, which would affect the future tax charge.

The Group has a number of open tax returns and various ongoing tax audits worldwide but does not currently expect material additional tax exposures to arise, above the amounts provided, as and when the audits are concluded. Liabilities relating to these open and judgemental matters are based upon estimates of whether additional taxes will be due after taking into account external advice where appropriate. Where the final tax outcome of these matters is different from the amounts which were initially recorded then such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

### Tax risk management

We maintain constructive engagement with the tax authorities and relevant government representatives, as well as active engagement with a wide range of international companies and business organisations with similar issues. We engage advisors and legal counsel to obtain opinions on tax legislation and principles. We have a Tax Risk Management Strategy in place which sets out the controls established and our assessment procedures for decision-making and how we monitor tax risk. We monitor proposed changes in taxation legislation and ensure these are taken into account when we consider our future business plans. Our directors are informed by management of any tax law changes, the nature and status of any significant ongoing tax audits, and other developments that could materially affect the Group's tax position.

### 9 Ordinary dividends

No dividends were paid or declared in the periods presented for WPP Jubilee Limited.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 10 Sources of finance

The following table summarises the equity and debt financing of the Group, and changes during the year:

	Shares		Debt	
	2017 £m	2016 £m	2017 £m	2016 £m
<b>Analysis of changes in financing</b>				
Beginning of year	12,553.8	12,553.8	5,636.9	4,388.8
Net increase in drawings on bank loans and corporate bonds	-	-	999.6	369.6
Amortisation of financing costs included in net debt	-	-	8.0	8.7
Debt acquired	-	-	-	144.4
Other movements	-	-	(4.7)	(7.7)
Exchange adjustments	-	-	(152.9)	733.1
End of year	12,553.8	12,553.8	6,486.9	5,636.9

#### Note

The above table excludes bank overdrafts which fall within cash and cash equivalents for the purposes of the consolidated cash flow statement.

#### Shares

At 31 December 2017, the Company's share base was entirely composed of ordinary equity share capital of £0.1 million (2016: £0.1 million) and share premium of £12,553.7 million (2016: £12,553.7 million), further details of which are disclosed in note 26.

#### Debt

**US\$ bonds** The Group has in issue \$812 million of 4.75% bonds due November 2021, \$500 million of 3.625% bonds due September 2022, \$750 million of 3.75% bonds due September 2024, \$300 million of 5.125% bonds due September 2042 and \$500 million of 5.625% bonds due November 2043.

**Eurobonds** The Group has in issue €252 million of 0.43% bonds due March 2018, €600 million of 0.75% bonds due November 2019, €750 million of 3% bonds due November 2023, €750 million of 2.25% bonds due September 2026 and €600 million of 1.625% bonds due March 2030. In May 2017, the Group issued €250 million of Floating Rate Notes carrying a coupon of 3m EURIBOR + 0.32% due May 2020.

In March 2018, the Group issued €500 million of 1.375% bonds due March 2025 and €250 million of Floating Rate Notes carrying a coupon of 3m EURIBOR + 0.45% due March 2022.

**Sterling bonds** The Group has in issue £200 million of 6.375% bonds due November 2020 and £400 million of 2.875% bonds due September 2046.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 10 Sources of finance (continued)

**Revolving Credit Facilities** The Group has a five-year Revolving Credit Facility of \$2.5 billion due July 2021. The Group's borrowing under these facilities, which are drawn down predominantly in US dollars and pounds sterling, averaged the equivalent of \$715 million in 2017. The Group has a A\$520 million Revolving Credit Facility due April 2019. The Group's borrowings under the Australian dollar facilities which were drawn down in Australian dollars and New Zealand dollars, averaged the equivalent of A\$412 million in 2017. The Group had available undrawn committed credit facilities of £1,163.8 million at December 2017 (2016: £2,122.3 million).

Borrowings under the \$2.5 billion Revolving Credit Facility are governed by certain financial covenants based on the results and financial position of the Group. Borrowings under the A\$520 million Revolving Credit Facility are governed by certain financial covenants based on the results and financial position of WPP AUNZ.

#### US Commercial Paper Program

The Group operates a commercial paper program using the Revolving Credit Facility as a backstop. The average commercial paper outstanding in 2017 was \$860.0 million. The US Commercial Paper outstanding at 31 December 2017 was \$1,069.0 million.

The following table is an analysis of future anticipated cash flows in relation to the Group's debt, on an undiscounted basis which, therefore, differs from the fair value and carrying value:

	2017 £m	2016 £m
Within one year	(397.3)	(174.9)
Between one and two years	(896.3)	(389.5)
Between two and three years	(584.3)	(893.0)
Between three and four years	(1,537.8)	(369.1)
Between four and five years	(487.9)	(812.9)
Over five years	(4,519.1)	(5,144.7)
<b>Debt financing under the Revolving Credit Facility and in relation to unsecured loan notes</b>	<b>(8,422.7)</b>	<b>(7,784.1)</b>
Short-term overdrafts – within one year	(393.2)	(520.6)
<b>Future anticipated cash flows</b>	<b>(8,815.9)</b>	<b>(8,304.7)</b>
Effect of discounting/financing rates	1,935.8	2,144.1
<b>Debt financing</b>	<b>(6,880.1)</b>	<b>(6,160.6)</b>
Cash and short-term deposits	5,019.1	3,648.2
<b>Net debt</b>	<b>(1,861.0)</b>	<b>(2,512.4)</b>



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 10 Sources of finance (continued)

Analysis of fixed and floating rate debt by currency including the effect of interest rate and cross-currency swaps:

2017		Fixed	Floating	Period
Currency	£m	rate <sup>1</sup>	basis	(months) <sup>1</sup>
\$ - fixed	1,146.1	4.62%	n/a	199
- floating	1,760.9	n/a	LIBOR	n/a
£ - fixed	600.0	4.04%	n/a	245
€ - fixed	2,623.9	1.85%	n/a	80
- floating	222.2	n/a	EURIBOR	n/a
Other	133.8	n/a	n/a	n/a
	<b>6,486.9</b>			
2016		Fixed	Floating	Period
Currency	£m	rate <sup>1</sup>	basis	(months) <sup>1</sup>
\$ - fixed	1,255.6	4.62%	n/a	212
- floating	1,063.1	n/a	LIBOR	n/a
£ - fixed	600.0	4.04%	n/a	257
€ - fixed	2,521.9	1.85%	n/a	93
Other	196.3	n/a	n/a	n/a
	<b>5,636.9</b>			

#### Note

<sup>1</sup> Weighted average. These rates do not include the effect of gains on interest rate swap terminations that are written to income over the life of the original instrument.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 10 Sources of finance (continued)

The following table is an analysis of future anticipated cash flows in relation to the Group's financial derivatives, which include interest rate and foreign exchange swaps, cash flow hedges and other foreign exchange swaps:

2017	Financial liabilities		Financial assets	
	Payable	Receivable	Payable	Receivable
	£m	£m	£m	£m
Within one year	97.8	96.7	123.7	128.8
Between one and two years	21.4	20.1	38.6	38.8
Between two and three years	20.5	18.8	39.5	38.6
Between three and four years	20.7	18.6	851.7	851.0
Between four and five years	523.5	521.1	-	-
Over five years	-	-	-	-
	<b>683.9</b>	<b>675.3</b>	<b>1,053.5</b>	<b>1,057.2</b>

2016	Financial liabilities		Financial assets	
	Payable	Receivable	Payable	Receivable
	£m	£m	£m	£m
Within one year	183.2	183.0	82.0	91.4
Between one and two years	19.2	20.6	51.7	55.4
Between two and three years	18.8	18.1	57.5	58.5
Between three and four years	20.0	18.1	61.2	60.5
Between four and five years	20.7	18.1	1,687.3	1,686.1
Over five years	521.3	518.1	-	-
	<b>783.2</b>	<b>776.0</b>	<b>1,939.7</b>	<b>1,951.9</b>

Included in these amounts are anticipated cash flows in relation to cash flow hedges

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**11 Analysis of cash flows**

<b>Net cash from operating activities:</b>	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
<b>Profit for the year</b>	<b>1,996.9</b>	<b>1,602.8</b>
Taxation	197.0	388.9
Revaluation of financial instruments	(261.6)	39.7
Finance costs	245.7	210.2
Finance income	(170.3)	(143.8)
Share of results of associates	(113.5)	(49.8)
<b>Operating profit</b>	<b>1,894.2</b>	<b>2,048.0</b>
Adjustments for:		
Non-cash share-based incentive plans (including share options)	105.0	106.5
Depreciation of property, plant and equipment	230.7	220.8
Impairment of goodwill	27.1	27.0
Amortisation and impairment of acquired intangible assets	195.1	168.4
Amortisation of other intangible assets	36.3	38.6
Investment write-downs	95.9	86.1
Gains on disposal of investments and subsidiaries	(129.0)	(44.3)
Losses/(gains) on re-measurement of equity interests arising from a change in scope of ownership on acquisition of controlling interest	0.3	(232.4)
Losses on sale of property, plant and equipment	1.1	0.8
<b>Operating cash flow before movements in working capital and provisions</b>	<b>2,456.7</b>	<b>2,419.5</b>
Increase in inventories and work in progress	(44.6)	(16.7)
Increase in trade receivables and accrued income	(136.4)	(53.2)
(Increase)/decrease in other receivables	(110.6)	77.4
(Decrease)/increase in trade payables and deferred income	(170.8)	188.7
Decrease in other payables – short term	(90.2)	(1,314.1)
Increase in other payables – long term	20.1	4.5
Decrease in provisions	(57.3)	(47.8)
Cash generated by operations	1,866.9	1,258.3
Corporation and overseas tax paid	(424.7)	(414.2)
Interest and similar charges paid	(207.3)	(180.2)
Interest received	76.8	73.9
Investment income	16.8	12.5
Dividends from associates	46.8	60.4
<b>Net cash inflow from operating activities</b>	<b>1,375.3</b>	<b>810.7</b>

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**11 Analysis of cash flows (continued)**

The following tables analyse the items included within the main cash flow headings on page 11:

**Acquisitions and disposals:**

	2017 £m	2016 £m
Initial cash consideration	(429.4)	(577.0)
Cash and cash equivalents acquired (net)	28.9	57.3
Earnout payments	(199.1)	(92.3)
Purchase of other investments (including associates)	(92.5)	(260.2)
Proceeds on disposal of investments	296.0	80.5
Acquisitions and disposals	(396.1)	(791.7)
Cash consideration for non-controlling interests	(47.3)	(58.3)
Net cash outflow	(443.4)	(850.0)

**Net increase in borrowings:**

	2017 £m	2016 £m
Proceeds from issue of €250 million bonds	214.0	-
Proceeds from issue of £400 million bonds	-	400.0
Increase/(decrease) in drawings on bank loans	785.6	(30.4)
Net cash inflow	999.6	369.6

**Cash and cash equivalents:**

	2017 £m	2016 £m
Cash at bank and in hand	4,677.3	3,467.5
Short-term bank deposits	341.8	180.7
Overdrafts <sup>1</sup>	(393.2)	(520.6)
Cash and cash equivalents at end of the year	4,625.9	3,127.6

**Note**

<sup>1</sup> Bank overdrafts are included in cash and cash equivalents because they form an integral part of the Group's cash management

The Group considers that the carrying amount of cash and cash equivalents approximates its fair value.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**12 Intangible assets**

**Goodwill**

The movements in 2017 and 2016 were as follows:

	£m
<b>Cost:</b>	
<b>1 January 2016</b>	11,294.2
Additions <sup>1</sup>	796.6
Revision of earnout estimates	28.4
Exchange adjustments	1,820.2
	<hr/>
<b>31 December 2016</b>	13,939.4
Additions <sup>1</sup>	301.0
Revision of earnout estimates	(60.7)
Exchange adjustments	(504.4)
	<hr/>
<b>31 December 2017</b>	<b>13,675.3</b>
	<hr/>
<b>Accumulated impairment losses and write-downs:</b>	
<b>1 January 2016</b>	623.6
Impairment losses for the year	20.0
Exchange adjustments	81.5
	<hr/>
<b>31 December 2016</b>	725.1
Impairment losses for the year	27.1
Exchange adjustments	(29.8)
	<hr/>
<b>31 December 2017</b>	<b>722.4</b>
	<hr/>
<b>Net book value:</b>	
<b>31 December 2017</b>	<b>12,952.9</b>
31 December 2016	13,214.3
1 January 2016	10,670.6
	<hr/>

**Note**

<sup>1</sup> Additions represent goodwill arising on the acquisition of subsidiary undertakings including the effect of any revisions to fair value adjustments that has been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations. The effect of such revisions was not material in the period presented. Goodwill arising on the acquisition of associate undertakings is shown within interests in associates and joint ventures in note 14.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**12 Intangible assets (continued)**

Cash-generating units with significant goodwill as at 31 December are:

	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
GroupM	<b>2,906.7</b>	2,966.2
Kantar	<b>2,518.2</b>	2,573.0
Wunderman	<b>1,514.5</b>	1,297.1
Y&R Advertising	<b>1,091.8</b>	1,140.3
Burson-Marsteller	<b>557.6</b>	590.3
Other	<b>4,364.1</b>	4,647.4
<b>Total goodwill</b>	<b>12,952.9</b>	13,214.3

Other goodwill represents goodwill on a large number of cash-generating units, none of which is individually significant in comparison to the total carrying value of goodwill.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 12 Intangible assets (continued)

#### Other intangible assets

The movements in 2017 and 2016 were as follows:

	Brands with an indefinite useful life £m	Acquired intangibles £m	Other £m	Total £m
<b>Cost:</b>				
<b>1 January 2016</b>	968.1	2,007.1	331.0	3,306.2
Additions	-	-	33.0	33.0
Disposals	-	(0.8)	(42.2)	(43.0)
New acquisitions	-	319.1	10.5	329.6
Other movements <sup>1</sup>	-	11.6	4.7	16.3
Exchange adjustments	173.2	198.5	67.1	438.8
<b>31 December 2016</b>	<b>1,141.3</b>	<b>2,535.5</b>	<b>404.1</b>	<b>4,080.9</b>
Additions	-	-	37.3	37.3
Disposals	-	-	(15.8)	(15.8)
New acquisitions	-	79.0	0.8	79.8
Other movements <sup>1</sup>	-	6.4	7.2	13.6
Exchange adjustments	(60.0)	(73.1)	(22.1)	(155.2)
<b>31 December 2017</b>	<b>1,081.3</b>	<b>2,547.8</b>	<b>411.5</b>	<b>4,040.6</b>
<b>Amortisation and impairment:</b>				
<b>1 January 2016</b>	-	1,339.5	251.3	1,590.8
Charge for the year	-	163.3	38.6	201.9
Disposals	-	(0.4)	(39.5)	(39.9)
Other movements	-	-	2.0	2.0
Exchange adjustments	-	60.6	48.2	108.8
<b>31 December 2016</b>	-	<b>1,563.0</b>	<b>300.6</b>	<b>1,863.6</b>
Charge for the year	-	189.4	36.3	225.7
Disposals	-	-	(14.9)	(14.9)
Other movements	-	-	2.5	2.5
Exchange adjustments	-	(33.7)	(21.0)	(54.7)
<b>31 December 2017</b>	-	<b>1,718.7</b>	<b>303.5</b>	<b>2,022.2</b>
<b>Net book value:</b>				
<b>31 December 2017</b>	<b>1,081.3</b>	<b>829.1</b>	<b>108.0</b>	<b>2,018.4</b>
<b>31 December 2016</b>	<b>1,141.3</b>	<b>972.5</b>	<b>103.5</b>	<b>2,217.3</b>

#### Note

<sup>1</sup> Other movements in acquired intangibles include revisions to fair value adjustments arising on the acquisition of subsidiary undertakings that had been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 12 Intangible assets (continued)

Brands with an indefinite life are carried at historical cost in accordance with the Group's accounting policy for intangible assets. The carrying values of the separately identifiable brands are not individually significant in comparison with the total carrying value of brands with an indefinite useful life.

Acquired intangible assets at net book value at 31 December 2017 include brand names of £445.6 million (2016: £486.2 million), customer-related intangibles of £360.9 million (2016: £448.9 million) and other assets (including proprietary tools) of £22.6 million (2016: £37.4 million).

The total amortisation and impairment of acquired intangible assets of £195.1 million (2016: £168.4 million) includes £5.7 million (2016: £5.1 million) in relation to associates.

In accordance with the Group's accounting policy, the carrying values of goodwill and intangible assets with indefinite useful lives are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

The impairment review is undertaken annually on 30 September. The review assessed whether the carrying value of goodwill and intangible assets with indefinite useful lives was supported by the net present value of future cash flows, using a pre-tax discount rate of 8.5% (2016: 8.5%) and management forecasts for a projection period of up to five years, followed by an assumed annual long-term growth rate of 3.0% (2016: 3.0%) and no assumed improvement in operating margin. Management have made the judgement that this long-term growth rate does not exceed the long-term average growth rate for the industry.

The goodwill impairment charge of £27.1 million (2016: £27.0 million) relates to a number of under-performing businesses in the Group, of which £nil million (2016: £7.0 million) is in relation to associates. In certain markets, the impact of local economic conditions and trading circumstances on these businesses was sufficiently severe to indicate impairment to the carrying value of goodwill.

Under IFRS, an impairment charge is required for both goodwill and other indefinite-lived assets when the carrying amount exceeds the 'recoverable amount', defined as the higher of fair value less costs to sell and value in use.

Our approach in determining the recoverable amount utilises a discounted cash flow methodology, which necessarily involves making numerous estimates and assumptions regarding revenue growth, operating margins, appropriate discount rates and working capital requirements. The key assumptions used for estimating cash flow projections in the Group's impairment testing are those relating to revenue growth and operating margin. The key assumptions take account of the businesses' expectations for the projection period. These expectations consider the macroeconomic environment, industry and market conditions, the unit's historical performance and any other circumstances particular to the unit, such as business strategy and client mix.



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 12 Intangible assets (continued)

These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material. In addition, judgements are applied in determining the level of cash-generating unit identified for impairment testing and the criteria used to determine which assets should be aggregated. A difference in testing levels could affect whether an impairment is recorded and the extent of impairment loss. Changes in our business activities or structure may also result in changes to the level of testing in future periods. Further, future events could cause the Group to conclude that impairment indicators exist and that the asset values associated with a given operation have become impaired. Any resulting impairment loss could have a material impact on the Group's financial condition and results of operations.

Historically our impairment losses have resulted from a specific event, condition or circumstance in one of our companies, such as the loss of a significant client. As a result, changes in the assumptions used in our impairment model have not had a significant effect on the impairment charges recognised. Burson-Marsteller is the only cash-generating unit with significant goodwill where a reasonably possible change in a key assumption on which the recoverable amount is based would cause the carrying amount to exceed its recoverable amount. The methodology above indicated an amount of £36.7 million as the excess of recoverable amount over carrying amount at 30 September 2017, with no further indicators of impairment by year-end. As announced in February 2018, Burson-Marsteller and Cohn & Wolfe were merged to create Burson Cohn & Wolfe, one of the world's largest, full-service, global communications agencies. In accordance with IAS 36, this Group reorganisation was not taken account of in the impairment testing at 30 September 2017. Going forward, the respective goodwill for these cash-generating units will be aggregated and tested for impairment on a combined basis, aligning with the way in which the Group will monitor goodwill internally following the reorganisation. If these units had been tested in combination as of 30 September 2017, with all other inputs held constant, a reasonably possible change in assumptions for the Burson Cohn & Wolfe cash-generating unit would not cause the carrying amount to exceed the recoverable amount.

The carrying value of goodwill and other intangible assets will continue to be reviewed at least annually for impairment and adjusted down to the recoverable amount if required.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 13 Property, plant and equipment

The movements in 2017 and 2016 were as follows:

	Land £m	Freehold buildings £m	Leasehold buildings £m	Fixtures, fittings and equipment £m	Computer equipment £m	Total £m
<b>Cost:</b>						
<b>1 January 2016</b>	37.1	102.2	837.4	338.3	602.9	1,917.9
Additions	-	1.3	107.9	55.9	87.0	252.1
New acquisitions	-	-	7.9	6.5	6.2	20.6
Disposals	-	(0.3)	(83.2)	(46.1)	(106.4)	(236.0)
Exchange adjustments	-	23.2	142.5	48.0	153.7	367.4
<b>31 December 2016</b>	37.1	126.4	1,012.5	402.6	743.4	2,322.0
Additions	-	4.3	165.0	31.7	87.9	288.9
New acquisitions	-	-	2.0	2.4	1.1	5.5
Disposals	-	(1.2)	(46.1)	(40.7)	(54.6)	(142.6)
Exchange adjustments	-	(10.7)	(51.6)	(18.8)	(74.8)	(155.9)
<b>31 December 2017</b>	<b>37.1</b>	<b>118.8</b>	<b>1,081.8</b>	<b>377.2</b>	<b>703.0</b>	<b>2,317.9</b>
<b>Depreciation:</b>						
<b>1 January 2016</b>	-	19.2	423.2	208.9	468.9	1,120.2
Charge for the year	-	4.3	81.1	45.7	89.7	220.8
Disposals	-	(0.6)	(77.8)	(49.2)	(101.4)	(229.0)
Exchange Adjustments	-	2.3	83.3	34.6	121.1	241.3
<b>31 December 2016</b>	-	25.2	509.8	240.0	578.3	1,353.3
Charge for the year	-	6.9	86.7	47.0	90.1	230.7
Disposals	-	(1.9)	(42.6)	(35.9)	(54.4)	(134.8)
Exchange Adjustments	-	(1.7)	(27.8)	(14.2)	(67.1)	(110.8)
<b>31 December 2017</b>	-	<b>28.5</b>	<b>526.1</b>	<b>236.9</b>	<b>546.9</b>	<b>1,338.4</b>
<b>Net book value:</b>						
<b>31 December 2017</b>	<b>37.1</b>	<b>90.3</b>	<b>555.7</b>	<b>140.3</b>	<b>156.1</b>	<b>979.5</b>
31 December 2016	37.1	101.2	502.7	162.6	165.1	968.7

At the end of the year, capital commitments contracted, but not provided for in respect of property, plant and equipment were £137.2 million (2016: £22.1 million). The increase is due to a number of significant property developments in North America.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 14 Interests in associates, joint ventures and other investments

The movements in 2017 and 2016 were as follows:

	Net assets of associates and joint ventures £m	Goodwill and other intangibles of associates and joint ventures £m	Total associates and joint ventures £m	Other investments £m
<b>1 January 2016</b>	<b>334.1</b>	<b>424.5</b>	<b>758.6</b>	<b>1,426.8</b>
Additions	(1.3)	-	(1.3)	386.4
Goodwill arising on acquisition of new associates	-	292.2	292.2	-
Share of results of associate undertakings (note 4)	49.8	-	49.8	-
Dividends	(60.4)	-	(60.4)	-
Other movements	(45.3)	52.4	7.1	-
Reclassification from other investments to associates	43.6	30.7	74.3	(74.3)
Exchange adjustments	61.6	50.1	111.7	170.4
Disposals	(12.7)	-	(12.7)	(184.5)
Reclassification to subsidiaries	(44.2)	(88.8)	(133.0)	(0.2)
Revaluation of other investments	-	-	-	(81.3)
Amortisation of other intangible assets	-	(5.1)	(5.1)	-
Goodwill impairment	-	(7.0)	(7.0)	-
Write-downs	(4.8)	-	(4.8)	(81.3)
<b>31 December 2016</b>	<b>320.4</b>	<b>749.0</b>	<b>1,069.4</b>	<b>1,562.0</b>
Additions	34.1	-	34.1	282.3
Goodwill arising on acquisition of new associates	-	0.4	0.4	-
Share of results of associate undertakings (note 4)	113.5	-	113.5	-
Dividends	(46.8)	-	(46.8)	-
Other movements	4.7	(1.3)	3.4	-
Reclassification from other investments to associates	57.1	-	57.1	(57.1)
Exchange adjustments	(7.3)	(3.3)	(10.6)	(106.1)
Disposals	(59.2)	(79.9)	(139.1)	(184.6)
Reclassification to subsidiaries	(3.4)	(2.9)	(6.3)	-
Revaluation of other investments	-	-	-	(60.4)
Amortisation of other intangible assets	-	(5.7)	(5.7)	-
Write-downs	(4.2)	-	(4.2)	(91.7)
<b>31 December 2017</b>	<b>408.9</b>	<b>656.3</b>	<b>1,065.2</b>	<b>1,344.4</b>

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 14 Interests in associates, joint ventures and other investments (continued)

The investments included above as 'other investments' represent investments in equity securities that present the Group with opportunity for return through dividend income and trading gains. They have no fixed maturity or coupon rate. The fair values of the listed securities are based on quoted market prices. For unlisted securities, where market value is not available, the Group has estimated relevant fair values on the basis of publicly available information from outside sources.

The carrying values of the Group's associates and joint ventures are reviewed for impairment in accordance with the Group's accounting policies.

Also included in 'other investments' are the Group's holdings in WPP plc shares purchased by the Employee Share Ownership Plan ('ESOP') trusts for the purpose of funding certain of the Group's long-term incentive plans in WPP plc, details of which are disclosed in the Compensation Committee report on pages 81 to 105 of the Annual Report of WPP plc.

The Group's principal associates and joint ventures at 31 December 2017 included:

2017	% owned	Country of incorporation
Barrows Design and Manufacturing (Pty) Limited	35.0	South Africa
Bruin Sports Capital LLC	38.2	USA
Chime Communications Ltd	24.9	UK
CVSC Sofres Media Co Limited	40.0	China
GIIR, Inc	30.0	Korea
Globant S.A. <sup>1</sup>	19.2	Argentina
Haworth Marketing & Media Company	49.0	USA
High Co SA	34.1	France
Imagina	23.5	Spain
Marktest Investimentos SGPS S.A.	43.1	Portugal
Richard Attias and Associates	49.0	USA
Smollan Holdings (Pty) Ltd	24.8	South Africa

#### Note

<sup>1</sup> Although the Group holds less than 20% of Globant S.A, it is considered to be an associate as the Group exercises significant influence over the entity. On 21 June 2018 it was announced that WPP Luxembourg Gamma Three S.à r.l, a wholly owned subsidiary of WPP Jubilee has made a secondary offering of its interest in Globant. Upon completion the sale is expected to generate a material gain on disposal.

The market value of the Group's shares in its principal listed associate undertakings at 31 December 2017 was as follows: GIIR Inc: £35.4 million, Globant SA: £229.7 million and High Co SA: £33.3 million (2016: GIIR Inc: £26.9 million, Globant SA: £180.7 million and High Co SA: £21.0 million).

The carrying value (including goodwill and other intangibles) of these equity interests in the Group's consolidated balance sheet at 31 December 2017 was as follows: GIIR Inc: £41.6 million, Globant SA: £76.4 million and High Co SA: £34.5 million (2016: GIIR Inc: £37.9 million, Globant SA: £78.5 million and High Co SA: £31.4 million).

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 14 Interests in associates, joint ventures and other investments (continued)

Where the market value of the Group's listed associates is less than the carrying value, an impairment review is performed utilising the discounted cash flow methodology discussed in note 12.

The Group's investments in its principal associate undertakings are represented by ordinary shares.

#### Summarised financial information

The following tables present a summary of the aggregate financial performance and net asset position of the Group's associate undertakings and joint ventures. These have been estimated and converted, where appropriate, to an IFRS presentation based on information provided by the relevant companies at 31 December 2017.

	2017 £m	2016 £m
<b>Income statement</b>		
Revenue	3,800.8	2,254.5
Operating profit	440.4	308.3
Profit before taxation	381.9	237.2
Profit for the year	312.5	156.7
	<hr/>	<hr/>
	2017 £m	2016 £m
<b>Balance sheet</b>		
Assets	3,192.9	4,223.1
Liabilities	(1,633.7)	(1,900.0)
Net assets	1,559.2	2,323.1
	<hr/>	<hr/>

The application of equity accounting is ordinarily discontinued when the investment is reduced to zero and additional losses are not provided for unless the investor has guaranteed obligations of the investee or is otherwise committed to provide further financial support for the investee.

At the end of the year, capital commitments contracted, but not provided for in respect of interests in associates and other investments were £54.2 million (2016: £89.2 million).

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**15 Deferred tax**

The Group's deferred tax assets and liabilities are measured at the end of each period in accordance with IAS 12. The recognition of deferred tax assets is determined by reference to the Group's estimate of recoverability, using models where appropriate to forecast future taxable profits.

Deferred tax assets have only been recognised for territories where the Group considers that it is probable there would be sufficient taxable profits for the future deductions to be utilised.

Based on available evidence, both positive and negative, we determine whether it is probable that all or a portion of the deferred tax asset will be realised. The main factors that we consider include:

- The future earnings potential determined through the use of internal forecasts;
- The cumulative losses in recent years;
- The various jurisdictions in which the potential deferred assets arise;
- The history of losses carried forward and other tax assets expiring;
- The timing of future reversal of taxable temporary differences;
- The expiry period associated with the deferred tax assets; and
- The nature of the income that can be used to realise the deferred tax asset.

If it is probable that some portion of these assets will not be realised, then no asset is recognised in relation to that portion.

If market conditions improve and future results of operations exceed our current expectations, our existing recognised deferred tax asset may be adjusted, resulting in future tax benefits. Alternatively, if market conditions deteriorate further or future results of operations are less than expected, future assessments may result in a determination that some or all of the deferred tax assets are not realisable. As a result, all or a portion of the deferred tax asset may need to be reversed

Certain deferred tax assets and liabilities have been offset as they relate to the same tax group. The following is the analysis of the deferred tax balances for financial reporting purposes:

	Gross 2017	Offset	As reported	Gross 2016	Offset	As reported
	2017	2017	2017	2016	2016	2016
	£m	£m	£m	£m	£m	£m
Deferred tax assets	411.8	(251.5)	<b>160.3</b>	598.0	(457.6)	<b>140.4</b>
Deferred tax liabilities	(765.2)	251.5	<b>(513.7)</b>	(1,150.0)	457.6	<b>(692.4)</b>
	<b>(353.4)</b>	-	<b>(353.4)</b>	<b>(552.0)</b>	-	<b>(552.0)</b>

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**15 Deferred tax (continued)**

The following are the major gross deferred tax assets recognised by the Group and movements thereon in 2017 and 2016:

	Deferred compensati on	Accounting provisions & accruals	Retirement benefit obligations	Property, plant & equipment	Tax Losses & credits	Share- based payments	Restructuri ng provisions	Other temporary differences	Total
	£m	£m	£m	£m	£m	£m	£m	£m	£m
<b>1 January 2016</b>	41.9	49.5	91.0	44.7	71.3	78.8	16.9	16.6	410.7
Acquisition of subsidiaries	-	7.1	-	-	-	0.2	-	15.0	22.3
Credit/(charge) to income	39.5	8.5	28.3	19.2	6.2	(1.8)	(11.7)	7.7	95.9
Charge to other comprehensive income	-	-	1.8	-	-	-	-	-	1.8
Change to equity	-	-	-	-	-	(15.0)	-	-	(15.0)
Exchange differences	14.2	15.5	20.3	6.9	12.2	13.6	0.7	(1.1)	82.3
<b>31 December 2016</b>	95.6	80.6	141.4	70.8	89.7	75.8	5.9	38.2	598.0
Acquisition of subsidiaries	-	-	-	-	-	-	-	2.6	2.6
(Charge)/credit to income	(5.5)	6.6	(10.2)	6.9	(34.4)	(0.4)	(1.5)	(21.7)	(60.2)
Impact of US tax reform	(30.8)	(8.1)	(29.1)	(6.8)	23.1	(10.9)	1.6	(1.1)	(62.1)
Charge to other comprehensive income	-	-	(20.9)	-	-	-	-	-	(20.9)
Change to equity	-	-	-	-	-	(27.3)	-	-	(27.3)
Exchange differences	(5.8)	5.8	(5.6)	(2.5)	(5.7)	(4.2)	(0.2)	(0.1)	(18.3)
<b>31 December 2017</b>	<b>53.5</b>	<b>84.9</b>	<b>75.6</b>	<b>68.4</b>	<b>72.7</b>	<b>33.0</b>	<b>5.8</b>	<b>17.9</b>	<b>411.8</b>

Other temporary differences comprise a number of items including tax deductible goodwill, none of which is individually significant to the Group's consolidated balance sheet. At 31 December 2017 the balance related to temporary differences in relation to revenue adjustments, tax deductible goodwill, fair value adjustments, and other temporary differences.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 15 Deferred tax (continued)

In addition the Group has recognised the following gross deferred tax liabilities and movements thereon in 2017 and 2016:

	Brands and other intangibles	Associate earnings	Goodwill	Property, plant & equipment	Financial instruments	Other temporary differences	Total
	£m	£m	£m	£m	£m	£m	£m
<b>1 January 2016</b>	577.1	22.5	176.7	30.9	50.7	11.0	868.9
Acquisition of subsidiaries	114.8	—	—	—	—	—	114.8
(Credit)/charge to income	(51.3)	3.1	23.5	(0.4)	3.5	17.3	(4.3)
Charge to other comprehensive income	—	—	—	—	—	2.2	2.2
Exchange differences	115.3	2.7	32.3	5.7	9.8	2.6	168.4
<b>31 December 2016</b>	755.9	28.3	232.5	36.2	64.0	33.1	1,150.0
Acquisition of subsidiaries	21.4	—	—	—	—	—	21.4
(Credit)/charge to income	(49.9)	(6.0)	0.7	(0.5)	(3.3)	5.1	(53.9)
Impact of US tax reform	(203.8)	—	(76.3)	(11.9)	(22.2)	18.0	(296.2)
Charge to other comprehensive income	—	—	—	—	—	3.7	3.7
Exchange differences	(34.4)	(0.7)	(16.5)	(2.6)	(2.3)	(3.3)	(59.8)
<b>31 December 2017</b>	<b>489.2</b>	<b>21.6</b>	<b>140.4</b>	<b>21.2</b>	<b>36.2</b>	<b>56.6</b>	<b>765.2</b>

At the balance sheet date, the Group has gross tax losses and other temporary differences of £4,669.3 million (2016: £5,064.8 million) available for offset against future profits. Deferred tax assets have been recognised in respect of the tax benefit of £1,539.3 million (2016: £1,104.4 million) of such tax losses and other temporary differences. No deferred tax asset has been recognised in respect of the remaining £3,129.9 million (2016: £3,316.1 million) of losses and other temporary differences as the Group considers that there will not be enough taxable profits in the entities concerned such that any additional asset could be considered recoverable. Included in the total unrecognised temporary differences are losses of £33.4 million that will expire within 1–10 years, and £2,905.3 million of losses that may be carried forward indefinitely.

At the balance sheet date, the aggregate amount of the temporary differences in relation to the investment in subsidiaries for which deferred tax liabilities have not been recognised was £3,898.0 million (2016: £3,270.8 million). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and the Group considers that it is probable that such differences will not reverse in the foreseeable future.



# Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

## 16 Inventory and work in progress

The following are included in the net book value of inventory and work in progress:

	2017	2016
	£m	£m
Work in progress	401.1	383.1
Inventory	23.2	17.3
	<u>424.3</u>	<u>400.4</u>

## 17 Trade and other receivables

The following are included in trade and other receivables:

Amounts falling due within one year:

	2017	2016
	£m	£m
Trade receivables (net of bad debt provision)	7,889.6	8,054.2
VAT and sales taxes recoverable	202.3	157.2
Prepayments	298.1	300.5
Accrued income	3,211.7	3,353.8
Fair value of derivatives	1.0	4.4
Amounts due from parent company	2,808.3	2,659.2
Other debtors	509.3	492.7
	<u>14,920.3</u>	<u>15,022.0</u>

The ageing of trade receivables and other financial assets is as follows:

			Past due but not impaired				
	Carrying amount at 31 December 2017 £m	Neither past due nor impaired £m	0 – 30 days £m	31 – 90 days £m	91 – 180 days £m	181 days – 1 year £m	Greater than 1 year £m
Trade receivables	7,889.6	5,466.5	1,629.6	577.0	143.0	48.8	24.7
Due from parent company	4,167.8	4,167.8	-	-	-	-	-
Other financial assets	500.4	331.2	107.0	6.6	4.7	10.3	40.6
	12,557.8	9,965.6	1,736.6	583.6	147.7	59.1	65.3

			Past due but not impaired				
	Carrying amount at 31 December 2016 £m	Neither past due nor impaired £m	0 – 30 days £m	31 – 90 days £m	91 – 180 days £m	181 days – 1 year £m	Greater than 1 year £m
Trade receivables	8,054.2	5,545.6	1,611.0	683.6	156.6	37.2	20.2
Due from parent company	4,022.6	4,022.6	-	-	-	-	-
Other financial assets	512.8	343.3	91.3	16.3	6.7	11.9	43.3
	12,589.6	9,911.5	1,702.3	699.9	163.3	49.1	63.5

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 17 Trade and other receivables (continued)

Other financial assets are included in other debtors.

Past due amounts are not impaired where collection is still considered likely.

#### Amounts falling due after more than one year:

	2017	2016
	£m	£m
Prepayments	3.6	3.7
Accrued income	20.5	9.5
Fair value of derivatives	2.1	8.3
Amounts due from parent company	1,359.5	1,363.4
Other debtors	150.0	183.4
	<u>1,535.7</u>	<u>1,568.3</u>

#### Bad debt provisions:

	2017	2016
	£m	£m
Balance at beginning of year	93.8	85.4
New acquisitions	1.2	1.8
Charged to operating costs	27.4	15.5
Exchange adjustments	(4.1)	13.7
Utilisations and other movements	(27.0)	(22.6)
Balance at end of year	<u>91.3</u>	<u>93.8</u>

The allowance for bad and doubtful debts is equivalent to 1.1% (2016: 1.2%) of gross trade accounts receivable.

The Group considers that the carrying amount of trade and other receivables approximates their fair value.

### 18 Trade and other payables: amounts falling due within one year

The following are included in trade and other payables falling due within one year:

	2017	2016
	£m	£m
Trade payables	9,893.0	10,308.3
Payments due to vendors (earnout agreements)	180.7	277.5
Liabilities in respect of put option agreements with vendors	38.6	51.0
Deferred income	1,212.1	1,312.7
Fair value of derivatives	3.5	4.1
Amounts due to parent company	1,661.4	1,628.7
Other creditors and accruals	2,921.4	3,061.1
	<u>15,910.7</u>	<u>16,643.4</u>

The Group considers that the carrying amount of trade and other payables approximates their fair value.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 19 Trade and other payables: amounts falling due after more than one year

The following are included in trade and other payables falling due after more than one year:

	2017	2016
	£m	£m
Payments due to vendors (earnout agreements)	450.0	699.0
Liabilities in respect of put option agreements with vendors	219.5	246.0
Fair value of derivatives	3.3	1.8
Other creditors and accruals	320.0	327.0
	<u>992.8</u>	<u>1,273.8</u>

The Group considers that the carrying amount of trade and other payables approximates their fair value.

The following tables sets out payments due to vendors, comprising deferred consideration and the directors' best estimates of future earnout-related obligations:

	2017	2016
	£m	£m
Within one year	180.7	277.5
Between one and two years	128.3	220.1
Between two and three years	144.1	170.2
Between three and four years	58.3	176.6
Between four and five years	103.1	122.4
Over five years	16.2	9.7
	<u>630.7</u>	<u>976.5</u>

	2017	2016
	£m	£m
At the beginning of the year	976.5	581.3
Earnouts paid (note 11)	(199.1)	(92.3)
New acquisitions	163.7	359.5
Revision of estimates taken to goodwill (note 12)	(60.7)	28.4
Revaluation of payments due to vendors (note 6)	(208.6)	11.6
Exchange adjustments	(41.1)	88.0
At the end of the year	<u>630.7</u>	<u>976.5</u>

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 19 Trade and other payables: amounts falling due after more than one year (continued)

As of 31 December 2017, the potential undiscounted amount of future payments that could be required under the earnout agreements for acquisitions completed in the current year and for all earnout agreements range from £nil to £228 million (2016: £nil to £453 million) and £nil to £1,910 million (2016: £nil to £2,108 million), respectively. The decrease in the maximum potential undiscounted amount of future payments for all earnout agreements is due to earnout arrangements that have completed and payments made on active arrangements during the year and exchange adjustments, partially offset by earnout arrangements related to new acquisitions.

### 20 Bank overdrafts, bonds and bank loans

Amounts falling due within one year:

	2017	2016
	£m	£m
Bank overdrafts	393.2	520.6
Corporate bonds and bank loans	236.5	65.2
	<u>629.7</u>	<u>585.8</u>

The Group considers that the carrying amount of overdrafts and short-term borrowings approximates their fair value.

Amounts falling due after more than one year:

	2017	2016
	£m	£m
Corporate bonds and bank loans	<u>6,250.4</u>	<u>5,571.7</u>

The Group estimates that the fair value of corporate bonds is £5,816.5 million at 31 December 2017 (2016: £6,101.4 million). The fair values of the corporate bonds are based on quoted market prices. The Group considers that the carrying amount of bank loans of £993.4 million (2016: £272.1 million) approximates their fair value.

The corporate bonds, bank loans and overdrafts included within creditors fall due for repayment as follows:

	2017	2016
	£m	£m
Within one year	629.7	585.8
Between one and two years	727.6	214.8
Between two and three years	421.0	717.2
Between three and four years	1,384.2	195.7
Between four and five years	356.6	660.9
Over five years	3,361.0	3,783.1
	<u>6,880.1</u>	<u>6,157.5</u>

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 21 Provisions for liabilities and charges

The movements in 2017 and 2016 were as follows:

	Property £m	Other £m	Total £m
<b>1 January 2016</b>	52.7	130.9	183.6
Charged to the income statement	5.8	14.5	20.3
Acquisitions <sup>1</sup>	11.1	3.9	15.0
Utilised	(14.7)	(18.1)	(32.8)
Released to the income statement	(2.9)	(3.7)	(6.6)
Transfers	(1.6)	14.6	13.0
Exchange adjustments	8.1	27.3	35.4
<b>31 December 2016</b>	58.5	169.4	227.9
Charged to the income statement	4.1	16.9	21.0
Acquisitions <sup>1</sup>	4.0	22.8	26.8
Utilised	(6.0)	(21.4)	(27.4)
Released to the income statement	(5.5)	(5.9)	(11.4)
Transfers	0.1	7.1	7.2
Exchange adjustments	(2.6)	(12.5)	(15.1)
<b>31 December 2017</b>	<b>52.6</b>	<b>176.4</b>	<b>229.0</b>

#### Note

<sup>1</sup> Acquisitions include £21.9 million (2016: £3.4 million) of provisions arising from revisions to fair value adjustments related to the acquisition of subsidiary undertakings that had been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations.

Provisions comprise liabilities where there is uncertainty about the timing of settlement, but where a reliable estimate can be made of the amount. These include provisions for vacant space, sub-let losses and other property-related liabilities. Also included are other provisions, such as certain long-term employee benefits and legal claims, where the likelihood of settlement is considered probable.

The Company and several of its subsidiaries are, from time to time, parties to legal proceedings and claims which arise in the ordinary course of business. The directors do not anticipate that the outcome of these proceedings and claims will have a material adverse effect on the Group's financial position or on the results of its operations.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 22 Share-based payments

Charges for share-based incentive plans over continuing operations were as follows:

	2017	2016
	£m	£m
Share-based payments	105.0	106.5

Share-based payments comprise charges for stock options and restricted stock awards to employees of the Group. All share options are over the share capital of WPP plc.

As at 31 December 2017, there was £156.0 million (2016: £175.9 million) of total unrecognised compensation cost related to the Group's restricted stock plans. That cost is expected to be recognised over a period of one to two years.

Further information on stock options is provided in note 26.

#### Restricted stock plans

The Group operates a number of equity-settled share incentive schemes, in most cases satisfied by the delivery of stock from one of the Group's ESOP Trusts. The most significant current schemes are as follows:

##### Leadership Equity Acquisition Plan III (LEAP III)

Under LEAP III, the most senior executives of the Group, including certain executive directors, commit WPP shares ('investment shares') in order to have the opportunity to earn additional WPP shares ('matching shares'). The number of matching shares which a participant can receive at the end of the fixed performance period of five years is dependent on the performance (based on the Total Shareholder Return (TSR)) of the Company over that period against a comparator group of other listed communications services companies. The 2012 LEAP III plan vested in March 2017 at a match of 5.0 shares for each investment share, the maximum match possible. The last LEAP III award was granted in 2012 and no further awards will be made following the introduction of the EPSP.

##### Executive Performance Share Plan (EPSP)

The first grant of restricted stock under the EPSP was made in 2013. This scheme is intended to reward and incentivise the most senior executives of the Group and has effectively replaced LEAP III. The performance period is five complete financial years, commencing with the financial year in which the award is granted. The vest date will usually be in the March following the end of the five-year performance period. Vesting is conditional on continued employment throughout the vesting period.

There are three performance criteria, each constituting one-third of the vesting value, and each measured over this five-year period:

(i) TSR against a comparator group of companies. Threshold performance (equating to ranking in the 50th percentile of the comparator group) will result in 20% vesting of the part of the award dependent on TSR. The maximum vest of 100% will arise if performance ranks in the 90th percentile, with a sliding scale of vesting for performance between threshold and maximum.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 22 Share-based payments (continued)

(ii) Headline diluted earnings per share. Threshold performance (7% compound annual growth) will again result in a 20% vest. Maximum performance of 14% compound annual growth will give rise to a 100% vest, with a sliding vesting scale for performance between threshold and maximum.

(iii) Return on equity (ROE). Average annual ROE defined as headline diluted EPS divided by the balance sheet value per share of share owners' equity. Threshold performance ranges between 10-14% average annual ROE and maximum performance ranges between 14-18% with a sliding scale in between. Threshold again gives rise to a 20% vest, 100% for maximum, with a sliding scale in between.

#### Performance Share Awards (PSA)

Grants of restricted stock under PSA are dependent upon annual performance targets, typically based on one or more of: operating profit, profit before taxation and operating margin. Grants are made in the year following the year of performance measurement, and vest two years after grant date provided the individual concerned is continually employed by the Group throughout this time.

#### Leaders, Partners and High Potential Group

This scheme provides annual grants of restricted stock to 1,800 key executives of the Group. Vesting is conditional on continued employment over the three-year vesting period.

#### Valuation methodology

For all of these schemes, the valuation methodology is based upon fair value on grant date, which is determined by the market price on that date or the application of a Black-Scholes model, depending upon the characteristics of the scheme concerned. The assumptions underlying the Black-Scholes model are detailed in note 26, including details of assumed dividend yields. Market price on any given day is obtained from external, publicly available sources.

#### Market/non-market conditions

Most share-based plans are subject to non-market performance conditions, such as margin or growth targets, as well as continued employment. LEAP III and EPSP schemes are subject to a number of performance conditions, including TSR, a market-based condition.

For schemes without market-based performance conditions, the valuation methodology above is applied and, at each year end, the relevant accrual for each grant is revised, if appropriate, to take account of any changes in estimate of the likely number of shares expected to vest.

For schemes with market-based performance conditions, the probability of satisfying these conditions is assessed at grant date through a statistical model (such as the Monte Carlo Model) and applied to the fair value. This initial valuation remains fixed throughout the life of the relevant plan, irrespective of the actual outcome in terms of performance. Where a lapse occurs due to cessation of employment, the cumulative charge taken to date is reversed.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 22 Share-based payments (continued)

Movement on ordinary shares granted for significant restricted stock plans:

	Non-vested 1 January 2017 number	Granted number	Lapsed number	Vested number	Non-vested 31 December 2017 number
	(m)	(m)	(m)	(m)	(m)
LEAP III <sup>1</sup>	0.8	4.0	-	(4.8)	-
Executive Performance Share Plan (EPSP)	8.0	2.0	(0.9)	-	9.1
Performance Share Awards (PSA)	1.2	1.2	(0.2)	(0.3)	1.9
Leaders, Partners and High Potential Group	6.4	3.1	(0.7)	(2.0)	6.8
<b>Weighted average fair value (pence per share):</b>					
LEAP III <sup>1</sup>	860p	860p	-	860p	-
Executive Performance Share Plan (EPSP)	1,373p	1,309p	1,286p	-	1,368p
Performance Share Awards (PSA)	1,596p	1,681p	1,648p	1,504p	1,659p
Leaders, Partners and High Potential Group	1,534p	1,250p	1,518p	1,214p	1,502p

#### Note

<sup>1</sup> The number of shares granted represents the matched shares awarded on vest date for the 2011 LEAP III plan which vested in March 2016. The actual number of shares that vest for each LEAP III plan is dependent on the extent to which the relevant performance criteria are satisfied.

The total fair value of shares vested for all the Group's restricted stock plans during the year ended 31 December 2017 was £114.8 million (2016: £116.8 million).

### 23 Provision for post-employment benefits

Companies within the Group operate a large number of pension plans, the forms and benefits of which vary with conditions and practices in the countries concerned. The Group's pension costs are analysed as follows:

	2017	2016
	£m	£m
Defined contribution plans	175.9	153.5
Defined benefit plans charge to operating profit	16.1	24.6
Pension costs (note 5)	192.0	178.1
Net interest expense on pension plan liabilities (note 7)	6.3	6.7
	198.3	184.8



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 23 Provision for post-employment benefits (continued)

#### Defined benefit plans

The pension costs are assessed in accordance with the advice of local independent qualified actuaries. The latest full actuarial valuations for the various pension plans were carried out at various dates in the last three years. These valuations have been updated by the local actuaries to 31 December 2017.

The Group's policy is to close existing defined benefit plans to new members. This has been implemented across a significant number of the pension plans.

Contributions to funded plans are determined in line with local conditions and practices. Contributions in respect of unfunded plans are paid as they fall due. The total contributions (for funded plans) and benefit payments (for unfunded plans) paid for 2017 amounted to £68.2 million (2016: £43.7 million). Employer contributions and benefit payments in 2018 are expected to be approximately £70 million.

#### (a) Assumptions

There are a number of areas in pension accounting that involve estimates made by management based on advice of qualified advisors. These include establishing the discount rates, rates of increase in salaries and pensions in payment, inflation, and mortality assumptions. The main weighted average assumptions used for the actuarial valuations at 31 December are shown in the following table:

	2017 % pa	2016 % pa
<b>UK</b>		
Discount rate <sup>1</sup>	2.4	2.5
Rate of increase in salaries <sup>2</sup>	n/a	3.5
Rate of increase in pensions in payment	4.1	4.1
Inflation	2.7	2.8
<b>North America</b>		
Discount rate <sup>1</sup>	3.5	3.8
Rate of increase in salaries	3.1	3.1
Inflation	4.0	4.0
<b>Western Continental Europe</b>		
Discount rate <sup>1</sup>	1.9	1.7
Rate of increase in salaries	1.9	2.0
Rate of increase in pensions in payment	1.2	1.3
Inflation	1.7	1.7
<b>Asia Pacific, Latin America, Africa &amp; Middle East and Central &amp; Eastern Europe</b>		
Discount rate <sup>1</sup>	4.2	4.2
Rate of increase in salaries	5.5	5.9
Inflation	4.0	4.0

#### Note

<sup>1</sup> Discount rates are based on high-quality corporate bond yields. In countries where there is no deep market in corporate bonds, the discount rate assumption has been set with regard to the yield on long-term government bonds

<sup>2</sup> The salary assumptions are no longer applicable to the UK plans as the plans were frozen in 2017. Active participants will not accrue additional benefits for future services under these plans.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**23 Provision for post-employment benefits (continued)**  
**(a) Assumptions (continued)**

For the Group's pension plans, the plans' assets are invested with the objective of being able to meet current and future benefit payment needs, while controlling balance sheet volatility and future contributions. Pension plan assets are invested with a number of investment managers, and assets are diversified among equities, bonds, insured annuities, property and cash or other liquid investments. The primary use of bonds as an investment class is to match the anticipated cash flows from the plans to pay pensions. The Group is invested in high-quality corporate and government bonds which share similar risk characteristics and are of equivalent currency and term to the plan liabilities. Various insurance policies have also been bought historically to provide a more exact match for the cash flows, including a match for the actual mortality of specific plan members. These insurance policies effectively provide protection against both investment fluctuations and longevity risks. The strategic target allocation varies among the individual plans.

Management considers the types of investment classes in which the pension plan assets are invested. The types of investment classes are determined by economic and market conditions and in consideration of specific asset class risk.

Management periodically commissions detailed asset and liability studies performed by third-party professional investment advisors and actuaries that generate probability-adjusted expected future returns on those assets. These studies also project the estimated future pension payments and evaluate the efficiency of the allocation of the pension plan assets into various investment categories.

At 31 December 2017, the life expectancies underlying the value of the accrued liabilities for the main defined benefit pension plans operated by the Group were as follows:

	All plans	North America	Western Continental UK	Europe	Other <sup>1</sup>
Years life expectancy after age 65					
– current pensioners (at age 65) – male	22.4	22.1	23.4	20.8	19.6
– current pensioners (at age 65) – female	24.0	23.6	24.4	24.0	24.8
– future pensioners (current age 45) – male	23.8	23.7	25.0	23.1	19.6
– future pensioners (current age 45) – female	25.7	25.2	26.2	26.2	24.8

**Note**

<sup>1</sup> Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

The life expectancies after age 65 at 31 December 2016 were 22.8 years and 24.5 years for male and female current pensioners (at age 65) respectively, and 24.7 years and 26.5 years for male and female future pensioners (current age 45), respectively.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 23 Provision for post-employment benefits (continued)

#### (a) Assumptions (continued)

In the determination of mortality assumptions, management uses the most up-to-date mortality tables available in each country.

The following table provides information on the weighted average duration of the defined benefit pension obligations and the distribution of the timing of benefit payments for the next 10 years. The duration corresponds to the weighted average length of the underlying cash flows.

	All plans	North America	UK	Western Continental Europe	Other <sup>1</sup>
<b>Weighted average duration of the defined benefit obligation (years)</b>	<b>12.5</b>	<b>9.2</b>	<b>14.5</b>	<b>15.7</b>	<b>8.7</b>
<b>Expected benefit payments over the next 10 years</b>					
Benefits expected to be paid within 12 months	65.2	35.9	17.8	8.8	2.7
Benefits expected to be paid in 2019	61.8	33.4	17.4	8.5	2.5
Benefits expected to be paid in 2020	61.2	32.5	17.8	8.5	2.4
Benefits expected to be paid in 2021	62.3	32.0	18.4	8.9	3.0
Benefits expected to be paid in 2022	61.3	31.0	18.4	9.1	2.8
Benefits expected to be paid in the next five years	302.2	132.8	96.3	51.7	21.4

#### Note

<sup>1</sup> Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

The following table presents a sensitivity analysis for each significant actuarial assumption showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumption that were reasonably possible at the balance sheet date. This sensitivity analysis applies to the defined benefit obligation only and not to the net defined benefit pension liability in its entirety, the measurement of which is driven by a number of factors including, in addition to the assumptions below, the fair value of plan assets.

The sensitivity analyses are based on a change in one assumption while holding all other assumptions constant so that interdependencies between the assumptions are excluded. The methodology applied is consistent with that used to determine the recognised defined benefit obligation. The sensitivity analysis for inflation is not shown as it is an underlying assumption to build the pension and salary increase assumptions. Changing the inflation assumption on its own without changing the salary or pension assumptions will not result in a significant change in pension liabilities.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**23 Provision for post-employment benefits (continued)**

**(a) Assumptions (continued)**

	Increase/(decrease) in benefit obligation	
<b>Sensitivity analysis of significant actuarial assumptions</b>	<b>2017 £m</b>	<b>2016 £m</b>
<b>Discount rate</b>		
Increase by 25 basis points		
UK	(13.1)	(13.3)
North America	(9.9)	(10.9)
Western Continental Europe	(9.2)	(10.1)
Other <sup>1</sup>	(0.6)	(0.6)
Decrease by 25 basis points		
UK	13.8	14.1
North America	10.2	11.2
Western Continental Europe	9.8	10.6
Other <sup>1</sup>	0.6	0.6
<b>Rate of increase in salaries</b>		
Increase by 25 basis points		
UK	–	0.2
North America	0.1	–
Western Continental Europe	1.5	1.4
Other <sup>1</sup>	0.6	0.6
Decrease by 25 basis points		
UK	–	(0.2)
North America	(0.1)	–
Western Continental Europe	(1.5)	(1.4)
Other <sup>1</sup>	(0.6)	(0.6)
<b>Rate of increase in pensions in payment</b>		
Increase by 25 basis points		
UK	2.4	2.3
Western Continental Europe	6.2	6.8
Decrease by 25 basis points		
UK	(1.9)	(2.3)
Western Continental Europe	(5.8)	(6.4)
<b>Life expectancy</b>		
Increase in longevity by one additional year		
UK	16.9	17.7
North America	6.0	6.2
Western Continental Europe	7.0	7.4
Other <sup>1</sup>	–	–

**Note**

<sup>1</sup> Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 23 Provision for post-employment benefits (continued)

#### (b) Assets and liabilities

At 31 December, the fair value of the assets in the pension plans, and the assessed present value of the liabilities in the pension plans are shown in the following table:

	2017		2016	
	£m	%	£m	%
Equities	124.6	13.4	161.9	17.3
Bonds	520.0	55.9	566.0	60.6
Insured annuities	178.5	19.2	63.5	6.8
Property	1.3	0.1	1.6	0.2
Cash	9.9	1.1	44.9	4.8
Other	95.7	10.3	96.3	10.3
	<hr/>		<hr/>	
Total fair value of assets	930.0	100.0	934.2	100.0
Present value of liabilities	(1,135.4)		(1,209.8)	
	<hr/>		<hr/>	
Deficit in the plans	(205.4)		(275.6)	
Irrecoverable surplus	(0.9)		(0.9)	
	<hr/>		<hr/>	
Net liability <sup>1</sup>	(206.3)		(276.5)	
Plans in surplus	43.9		28.0	
Plans in deficit	(250.2)		(304.5)	
	<hr/>		<hr/>	

#### Note

<sup>1</sup> The related deferred tax asset is discussed in note 15.

All plan assets have quoted prices in active markets with the exception of insured annuities and other assets.

#### Surplus/(deficit) in plans by region

	2017	2016
	£m	£m
UK	31.5	20.0
North America	(89.2)	(133.8)
Western Continental Europe	(107.7)	(116.9)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	(40.0)	(44.9)
	<hr/>	<hr/>
Deficit in the plans	(205.4)	(275.6)
	<hr/>	<hr/>

Some of the Group's defined benefit plans are unfunded (or largely unfunded) by common custom and practice in certain jurisdictions. In the case of these unfunded plans, the benefit payments are made as and when they fall due. Pre-funding of these plans would not be typical business practice.

# Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

## 23 Provision for post-employment benefits (continued)

### (b) Assets and liabilities

The following table shows the split of the deficit at 31 December 2017 between funded and unfunded pension plans.

	2017 Surplus/ (deficit) £m	2017 Present value of liabilities £m	2016 Surplus/ (deficit) £m	2016 Present value of liabilities £m
<b>Funded plans by region</b>				
UK	31.5	(387.5)	20.0	(406.4)
North America	(21.4)	(385.4)	(56.0)	(420.4)
Western Continental Europe	(37.9)	(173.3)	(48.9)	(180.9)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	(4.2)	(15.8)	(5.8)	(17.2)
<b>Deficit/liabilities in the funded plans</b>	<b>(32.0)</b>	<b>(962.0)</b>	<b>(90.7)</b>	<b>(1,024.9)</b>
<b>Unfunded plans by region</b>				
UK	-	-	-	-
North America	(67.8)	(67.8)	(77.8)	(77.8)
Western Continental Europe	(69.8)	(69.8)	(68.0)	(68.0)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	(35.8)	(35.8)	(39.1)	(39.1)
<b>Deficit/liabilities in the unfunded plans</b>	<b>(173.4)</b>	<b>(173.4)</b>	<b>(184.9)</b>	<b>(184.9)</b>
<b>Deficit/liabilities in the plans</b>	<b>(205.4)</b>	<b>(1,135.4)</b>	<b>(275.6)</b>	<b>(1,209.8)</b>

In accordance with IAS 19 (amended), plans that are wholly or partially funded are considered funded plans.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 23 Provision for post-employment benefits (continued)

#### (c) Pension expense

The following table shows the breakdown of the pension expense between amounts charged to operating profit, amounts charged to finance costs and amounts recognised in the statement of comprehensive income (OCI):

	2017 £m	2016 £m
Service cost <sup>1</sup>	13.0	22.4
Administrative expenses	3.1	2.2
<b>Charge to operating profit</b>	<b>16.1</b>	<b>24.6</b>
Net interest expense on pension plans	6.3	6.7
<b>Charge to profit before taxation for defined benefit plans</b>	<b>22.4</b>	<b>31.3</b>
Return on plan assets (excluding interest income)	13.4	66.3
Changes in demographic assumptions underlying the present value of the plan liabilities	12.7	6.7
Changes in financial assumptions underlying the present value of the plan liabilities	(17.0)	(92.6)
Experience gain/(loss) arising on the plan liabilities	7.9	1.0
Change in irrecoverable surplus	-	2.7
<b>Actuarial gain/(loss) recognised in OCI</b>	<b>17.0</b>	<b>(15.9)</b>

#### Note

<sup>1</sup> Includes current service cost, past service costs related to plan amendments and (gain)/loss on settlements and curtailments.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**23 Provision for post-employment benefits (continued)**

**(d) Movement in plan liabilities**

The following table shows an analysis of the movement in the pension plan liabilities for each accounting period:

	2017 £m	2016 £m
<b>Plan liabilities at the beginning of the year</b>	<b>1,209.8</b>	<b>1,039.9</b>
Service cost <sup>1</sup>	13.0	22.4
Interest cost	32.9	37.2
Actuarial (gain)/loss		
Effect of changes in demographic assumptions	(12.7)	(6.7)
Effect of changes in financial assumptions	17.0	92.6
Effect of experience adjustments	(7.9)	(1.0)
Benefits paid	(79.7)	(92.4)
(Gain)/Loss due to exchange rate movements	(36.4)	124.2
Settlements payments	(1.2)	(4.8)
Other <sup>1,2</sup>	0.6	(1.6)
<b>Plan liabilities at end of year</b>	<b>1,135.4</b>	<b>1,209.8</b>

**Notes**

<sup>1</sup> Includes current service cost, past service costs related to plan amendments and (gain)/loss on settlements and curtailments.

<sup>2</sup> Other includes acquisitions, disposals, plan participants' contributions and reclassifications. The reclassifications represent certain of the Group's defined benefit plans which are included in this note for the first time in the periods presented.



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 23 Provision for post-employment benefits (continued)

#### (e) Movement in plan assets

The following table shows an analysis of the movement in the pension plan assets for each accounting period:

	2017	2016
	£m	£m
<b>Fair value of plan assets at beginning of the year</b>	<b>934.2</b>	<b>814.2</b>
Interest income on plan assets	26.6	30.5
Return on plan assets (excluding interest income) <sup>1</sup>	13.4	66.3
Employer contributions	68.2	43.7
Benefits paid	(79.7)	(92.4)
(Loss)/gain due to exchange rate movements	(28.7)	78.8
Settlement payments	(1.2)	(4.8)
Administrative expenses	(3.1)	(2.2)
Other <sup>1</sup>	0.3	0.1
<b>Fair value of plan assets at end of year</b>	<b>930.0</b>	<b>934.2</b>
<b>Actual return on plan assets</b>	<b>40.0</b>	<b>96.8</b>

#### Notes

<sup>1</sup>Other includes acquisitions, disposals, plan participants' contributions and reclassifications. The reclassifications represent certain of the Group's defined benefit plans which are included in this note for the first time in the periods presented.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 24 Risk management policies

#### Foreign currency risk

The Group's results in pounds sterling are subject to fluctuation as a result of exchange rate movements. The Group does not hedge this translation exposure to its earnings but does hedge the currency element of its net assets using foreign currency borrowings, cross-currency swaps and forward foreign exchange contracts.

The Group effects these currency net asset hedges by borrowing in the same currencies as the operating (or 'functional') currencies of its main operating units. The majority of the Group's debt is therefore denominated in US dollars, pounds sterling and euros. The Group's borrowings at 31 December 2017 were primarily made up of \$3,931 million, £600 million and €3,202 million (2016: \$2,862 million, £600 million and €2,952 million). The Group's average gross debt during the course of 2017 was \$3,741 million, £1,242 million and €3,108 million (2016: \$3,182 million, £381 million and €2,952 million).

The Group's operations conduct the majority of their activities in their own local currency and consequently the Group has no significant transactional foreign exchange exposures arising from its operations. Any significant cross-border trading exposures are hedged by the use of forward foreign-exchange contracts. No speculative foreign exchange trading is undertaken.

#### Interest rate risk

The Group is exposed to interest rate risk on both interest-bearing assets and interest-bearing liabilities. The Group has a policy of actively managing its interest rate risk exposure while recognising that fixing rates on all its debt eliminates the possibility of benefiting from rate reductions and similarly, having all its debt at floating rates unduly exposes the Group to increases in rates.

Including the effect of interest rate and cross-currency swaps, 39.4% of the year-end US dollar debt is at fixed rates averaging 4.62% for an average period of 199 months; 60.6% of the year end US dollar debt is at floating rates averaging 3.19% for an average period of 29 months; 100% of the sterling debt is at a fixed rate of 4.04% for an average period of 245 months; 92.2% of the euro debt is at fixed rates averaging 1.85% for an average period of 80 months and 7.8% of the euro debt is at floating rates averaging 0% for an average period of 29 months.

#### Going concern and liquidity risk

In considering going concern and liquidity risk, the directors have reviewed the Group's future cash requirements and earnings projections. The directors believe these forecasts have been prepared on a prudent basis and have also considered the impact of a range of potential changes to trading performance. The directors have concluded that the Group should be able to operate within its current facilities and comply with its banking covenants for the foreseeable future and therefore believe it is appropriate to prepare the financial statements of the Group on a going concern basis.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 24 Risk management policies (continued)

At 31 December 2017, the Group has access to £7.7 billion of committed bank facilities with maturity dates spread over the years 2018 to 2046 as illustrated below:

	£m	Maturity by year				
		2018	2019	2020	2021	2022+
	£m	£m	£m	£m	£m	£m
£ bonds £400m (2.875% '46)	400.0					400.0
US bond \$500m (5.625% '43)	369.7					369.7
US bond \$300m (5.125% '42)	221.8					221.8
Eurobonds €600m (1.625% '30)	533.3					533.3
Eurobonds €750m (2.25% '26)	666.7					666.7
US bond \$750m (3.75% '24)	554.6					554.6
Eurobonds €750m (3.0% '23)	666.7					666.7
US bond \$500m (3.625% '22)	369.7					369.7
US bond \$812m (4.75% '21)	600.7				600.7	
Bank revolver (\$2,500m)	1,848.6				1,848.6	
£ bonds £200m (6.375% '20)	200.0			200.0		
Eurobonds €250m (3m EURIBOR +0.32% '20)	222.2			222.2		
Eurobonds €600m (0.75% '19)	533.3		533.3			
Bank revolver (A\$520m)	300.4		300.4			
Eurobonds €252m (0.43% '18)	224.0	224.0				
<b>Total committed facilities available</b>	<b>7,711.7</b>	<b>224.0</b>	<b>833.7</b>	<b>422.2</b>	<b>2,449.3</b>	<b>3,782.5</b>
<b>Drawn down facilities</b>	<b>6,547.9</b>	<b>224.0</b>	<b>729.1</b>	<b>422.2</b>	<b>1,390.1</b>	<b>3,782.5</b>
<b>Undrawn committed credit facilities</b>	<b>1,163.8</b>					
<b>Drawn down facilities</b>	<b>6,547.9</b>					
<b>Cash and cash equivalents (note 11)</b>	<b>(4,625.9)</b>					
<b>Other adjustments</b>	<b>(61.0)</b>					
<b>Net debt</b>	<b>1,861.0</b>					

Given the strong cash generation of the business, its debt maturity profile and available facilities, the directors believe the Group has sufficient liquidity to match its requirements for the foreseeable future.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 24 Risk management policies (continued)

#### Treasury activities

Treasury activity is managed centrally from London, New York and Hong Kong, and is principally concerned with the monitoring of working capital, managing external and internal funding requirements and the monitoring and management of financial market risks, in particular interest rate and foreign exchange exposures.

The treasury operation is not a profit centre and its activities are carried out in accordance with policies approved by the Board of Directors and subject to regular review and audit.

The Group manages liquidity risk by ensuring continuity and flexibility of funding even in difficult market conditions. Undrawn committed borrowing facilities are maintained in excess of peak net-borrowing levels and debt maturities are closely monitored. Targets for average net debt are set on an annual basis and, to assist in meeting this, working capital targets are set for all the Group's major operations.

#### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 10, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity and in notes 26 and 27.

#### Credit risk

The Group's principal financial assets are cash and short-term deposits, trade and other receivables and investments, the carrying values of which represent the Group's maximum exposure to credit risk in relation to financial assets, as shown in note 25.

The Group's credit risk is primarily attributable to its trade receivables. The majority of the Group's trade receivables are due from large national or multinational companies where the risk of default is considered low. The amounts presented in the consolidated balance sheet are net of allowances for doubtful receivables, estimated by the Group's management based on prior experience and their assessment of the current economic environment. A relatively small number of clients make up a significant percentage of the Group's debtors, but no single client represents more than 5% of total trade receivables as at 31 December 2017.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or banks that have been financed by their government.

A relatively small number of clients contribute a significant percentage of the Group's consolidated revenues. The Group's clients generally are able to reduce advertising and marketing spending or cancel projects at any time for any reason. There can be no assurance that any of the Group's clients will continue to utilise the Group's services to the same extent, or at all, in the future.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 24 Risk management policies (continued)

#### Credit risk (continued)

A significant reduction in advertising and marketing spending by, or the loss of one or more of, the Group's largest clients, if not replaced by new client accounts or an increase in business from existing clients, would adversely affect the Group's prospects, business, financial condition and results of operations.

#### Sensitivity analysis

The following sensitivity analysis addresses the effect of currency and interest rate risks on the Group's financial instruments. The analysis assumes that all hedges are highly effective.

##### *Currency risk*

At 31 December 2017 and 31 December 2016, the Group's major foreign currency dominated borrowings are held in individual entities with the same financial reporting currencies as borrowings. Therefore a weakening or strengthening of sterling against the Group's major currencies would not result in any gains or losses being posted directly to equity and there would be no profit before tax impact.

##### *Interest rate risk*

A one percentage point increase in market interest rates for all currencies in which the Group had cash and borrowings at 31 December 2017 would increase profit before tax by approximately £0.2 million (2016: £18.9 million). A one percentage decrease in market interest rates would have an equal and opposite effect. This has been calculated by applying the interest rate change to the Group's variable rate cash and borrowings.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 25 Financial instruments

#### Currency derivatives

The Group utilises currency derivatives to hedge significant future transactions and cash flows and the exchange risk arising on translation of the Group's investments in foreign operations. The Group is a party to a variety of foreign currency derivatives in the management of its exchange rate exposures. The instruments purchased are primarily denominated in the currencies of the Group's principal markets.

The Group currently designates its foreign currency-denominated debt and cross-currency swaps as hedging instruments against the currency risk associated with the translation of its foreign operations.

During 2017, the Group held no currency derivatives designated as hedges.

At the balance sheet date, the total nominal amount of outstanding forward foreign exchange contracts not designated as hedges was £177.7 million (2016: £122.0 million). The Group estimates the fair value of these contracts to be a net liability of £2.5 million (2016: net asset of £0.1 million).

These arrangements are designed to address significant exchange exposure and are renewed on a revolving basis as required.

#### Interest rate swaps

The Group uses interest rate swaps as hedging instruments in fair value hedges to manage its exposure to interest rate movements on its borrowings. Contracts with a nominal value of \$500 million have fixed interest receipts of 3.63% until September 2022 and have floating rate payments averaging LIBOR plus 1 52%. Contracts with a nominal value of \$812 million have fixed interest receipts of 4.75% until November 2021 and have floating rate payments averaging LIBOR plus 2.34%.

The fair value of interest rate swaps entered into at 31 December 2017 is estimated to be a net liability of approximately £1.2 million (2016: net asset of £17.0 million). These amounts are based on market values of equivalent instruments at the balance sheet date, comprising £2.1 million (2016: £20.0 million) assets included in trade and other receivables and £3.3 million (2016: £3.0 million) liabilities included in trade and other payables.

Changes in the fair value relating to the ineffective portion of interest rate swaps amounted to a gain of £2.8 million (2016: loss of £5.2 million) which is included in the revaluation of financial instruments for the year. This gain resulted from a £9.9 million loss on hedging instruments and a £12.7 million gain on hedged items.

# Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

## 25 Financial instruments (continued)

An analysis of the Group's financial assets and liabilities by accounting classification is set out below:

	Derivatives in designated hedge relationships	Held for trading	Loans & receivables	Available for sale	Amortised cost	Carrying value
	£m	£m	£m	£m	£m	£m
<b>2017</b>						
Other investments	–	–	–	1,344.4	–	1,344.4
Cash and short-term deposits	–	–	5,019.1	–	–	5,019.1
Bank overdrafts, bonds and bank loans	–	–	–	–	(629.7)	(629.7)
Bonds and bank loans	–	–	–	–	(6,250.4)	(6,250.4)
Trade and other receivables: amounts falling due within one year	–	–	11,136.7	–	–	11,136.7
Trade and other receivables: amounts falling due after more than one year	–	–	1,421.1	–	–	1,421.1
Trade and other payables: amounts falling due within one year	–	–	–	–	(11,631.9)	(11,631.9)
Trade and other payables: amounts falling due after more than one year	–	–	–	–	(8.5)	(8.5)
Derivative assets	2.1	1.0	–	–	–	3.1
Derivative liabilities	(3.3)	(3.5)	–	–	–	(6.8)
Payments due to vendors (earnout agreements) (note 19)	–	(630.7)	–	–	–	(630.7)
Liabilities in respect of put options	–	(258.1)	–	–	–	(258.1)
	<b>(1.2)</b>	<b>(891.3)</b>	<b>17,576.9</b>	<b>1,344.4</b>	<b>(18,520.5)</b>	<b>(491.7)</b>

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

25 Financial instruments (continued)

	Derivatives in designated hedge relationships	Held for trading	Loans & receivables	Available for sale	Amortised cost	Carrying value
	£m	£m	£m	£m	£m	£m
<b>2016</b>						
Other investments	–	–	–	1,562.0	–	1,562.0
Cash and short-term deposits	–	–	3,648.2	–	–	3,648.2
Bank overdrafts, bonds and bank loans	–	–	–	–	(585.8)	(585.8)
Bonds and bank loans	–	–	–	–	(5,571.7)	(5,571.7)
Trade and other receivables: amounts falling due within one year	–	–	11,136.3	–	–	11,136.3
Trade and other receivables: amounts falling due after more than one year	–	–	1,453.3	–	–	1,453.3
Trade and other payables: amounts falling due within one year	–	–	–	–	(12,027.6)	(12,027.6)
Trade and other payables: amounts falling due after more than one year	–	–	–	–	(8.4)	(8.4)
Derivative assets	9.7	3.0	–	–	–	12.7
Derivative liabilities	(3.0)	(2.9)	–	–	–	(5.9)
Payments due to vendors (earnout agreements)	–	(976.5)	–	–	–	(976.5)
Liabilities in respect of put options	–	(297.0)	–	–	–	(297.0)
	6.7	(1,273.4)	16,237.8	1,562.0	(18,193.5)	(1,660.4)



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 25 Financial instruments (continued)

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 £m	Level 2 £m	Level 3 £m
<b>2017</b>			
<b>Derivatives in designated hedge relationships</b>			
Derivative assets	-	2.1	-
Derivative liabilities	-	(3.3)	-
<b>Held for trading</b>			
Derivative assets	-	1.0	-
Derivative liabilities	-	(3.5)	-
Payments due to vendors (earnout agreements) (note 19)	-	-	(630.7)
Liabilities in respect of put options	-	-	(258.1)
<b>Available for sale</b>			
Other investments	524.1	-	820.3

	Level 1 £m	Level 2 £m	Level 3 £m
<b>2016</b>			
<b>Derivatives in designated hedge relationships</b>			
Derivative assets	-	9.7	-
Derivative liabilities	-	(3.0)	-
<b>Held for trading</b>			
Derivative assets	-	3.0	-
Derivative liabilities	-	(2.9)	-
Payments due to vendors (earnout agreements) (note 19)	-	-	(976.5)
Liabilities in respect of put options	-	-	(297.0)
<b>Available for sale</b>			
Other investments	681.0	-	881.0

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 25 Financial instruments (continued)

Reconciliation of level 3 fair value measurements<sup>1</sup>:

	Liabilities in respect of put options £m	Other investments £m
<b>1 January 2016</b>	(234.4)	847.3
Losses recognised in the income statement	(17.2)	(1.6)
Losses recognised in other comprehensive income	-	(105.6)
Exchange adjustments	(47.4)	112.9
Additions	(42.9)	105.7
Disposals	-	(3.4)
Reclassifications from other investments to interests in associates	-	(74.3)
Settlements	44.9	-
<b>31 December 2016</b>	(297.0)	881.0
Gains/(losses) recognised in the income statement	52.5	(13.8)
Gains recognised in other comprehensive income	-	15.1
Exchange adjustments	7.5	(70.9)
Additions	(40.5)	67.7
Disposals	-	(1.7)
Cancellations	2.9	-
Reclassifications from other investments to interests in associates	-	(57.1)
Settlements	16.5	-
<b>31 December 2017</b>	<b>(258.1)</b>	<b>820.3</b>

#### Note

<sup>1</sup>The reconciliation of payments due to vendors (earnout agreements) is presented in note 19.

The fair values of financial assets and liabilities are based on quoted market prices where available. Where the market value is not available, the Group has estimated relevant fair values on the basis of publicly available information from outside sources.

#### Payments due to vendors and liabilities in respect of put options

Future anticipated payments due to vendors in respect of contingent consideration (earnout agreements) are recorded at fair value, which is the present value of the expected cash outflows of the obligations. Liabilities in respect of put option agreements are initially recorded at the present value of the redemption amount in accordance with IAS 32 and subsequently measured at fair value in accordance with IAS 39. Both types of obligations are dependent on the future financial performance of the entity and it is assumed that future profits are in line with directors' estimates. The directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition. At 31 December 2017, the weighted average growth rate in estimating future financial performance was 25.0% (2016: 20.3%), which reflects the prevalence of

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**25 Financial instruments (continued)**

**Payments due to vendors and liabilities in respect of put options (continued)**

recent acquisitions in the faster-growing markets and new media sectors. The risk adjusted discount rate applied to these obligations at 31 December 2017 was 1.8% (2016: 1.5%).

A one percentage point increase or decrease in the growth rate in estimated future financial performance would increase or decrease the combined liabilities due to earnout agreements and put options by approximately £8.9 million (2016: £13.4 million) and £9.3 million (2016: £17.9 million), respectively. A 0.5 percentage point increase or decrease in the risk adjusted discount rate would decrease or increase the combined liabilities by approximately £11.2 million (2016: £16.0 million) and £11.4 million (2016: £16.4 million), respectively. An increase in the liability would result in a loss in the revaluation of financial instruments, while a decrease would result in a gain.

**Other investments**

The fair value of other investments included in level 1 are based on quoted market prices. Other investments included in level 3 are unlisted securities, where market value is not readily available. The Group has estimated relevant fair values on the basis of publicly available information from outside sources. The sensitivity to changes in unobservable inputs is specific to each individual investment.

**26 Authorised and issued share capital**

	Equity ordinary shares of £1 each	Nominal value £m
<b>Issued and fully paid</b>		
<b>At 31 December 2016 and 2017</b>	<b>100,001</b>	<b>0.1</b>

**Share options**

All share options are over the share capital of WPP plc.

**WPP Executive Share Option Scheme**

As at 31 December 2017, unexercised options over ordinary shares of 6,741 have been granted under the WPP Executive Share Option Scheme as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
3,696	8.333	2015-2022
3,045	10.595	2016-2023

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 26 Authorised and issued share capital (continued)

#### WPP Worldwide Share Ownership Program

As at 31 December 2017, unexercised options over ordinary shares of 3,603,430 and unexercised options over ADRs of 554,464 have been granted under the WPP Worldwide Share Ownership Program as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
2,125	4.819	2011-2018
35,550	5.483	2012-2019
20,500	5.483	2013-2019
1,125	5.608	2012-2019
500	5.917	2011-2018
15,275	6.028	2011-2018
6,125	6.268	2014-2018
116,525	6.268	2014-2021
48,250	6.268	2015-2021
74,500	7.113	2013-2020
32,500	7.113	2014-2020
3,000	7.543	2014-2020
272,579	8.458	2015-2022
67,625	13.145	2017-2021
2,178,454	13.145	2017-2024
5,125	13.145	2018-2024
703,172	13.505	2016-2023
20,500	13.505	2017-2023
Number of ADRs under option	Exercise price per ADR (\$)	Exercise dates
14,850	44.560	2012-2019
34,705	49.230	2014-2021
22,840	56.560	2013-2020
6,550	59.500	2011-2018
53,719	67.490	2015-2022
229,842	102.670	2017-2024
191,958	110.760	2016-2023

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**26 Authorised and issued share capital (continued)**

**WPP Share Option Plan 2015**

As at 31 December 2017, unexercised options over ordinary shares of 9,394,600 and unexercised options over ADRs of 1,041,670 have been granted under the WPP Share Option Plan 2015 as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
20,500	13.085	2020-2024
3,767,125	13.085	2020-2027
93,250	15.150	2018-2022
2,489,900	15.150	2018-2025
6,500	15.150	2019-2025
17,250	17.055	2019-2023
3,000,075	17.055	2019-2026

Number of ADRs under option	Exercise price per ADR (\$)	Exercise dates
430,760	88.260	2020-2027
343,560	105.490	2020-2026
267,350	115.940	2018-2025

The aggregate status of the WPP Share Option Plans during 2017 were as follows:

Movements on options granted (represented in ordinary shares)					Outstanding	Exercisable
	1 January 2017	Granted	Exercised	Lapsed	31 December 2017	31 December 2017
WPP	8,851	-	(2,110)	-	6,741	6,741
WWOP	7,809,917	-	(620,387)	(813,780)	6,375,750	6,370,625
WSOP	10,273,450	5,960,775	(8,325)	(1,622,950)	14,602,950	-
	18,092,218	5,960,775	(630,822)	(2,436,730)	20,985,441	6,377,366

Weighted-average exercise price for options over:					Outstanding	Exercisable
	1 January 2017	Granted	Exercised	Lapsed	31 December 2017	31 December 2017
<b>Ordinary shares (£)</b>						
WPP	9.355	-	-	-	9.355	9.355
WWOP	12.059	-	10.428	12.592	12.195	12.194
WSOP	16.192	13.085	-	16.244	14.929	-
<b>ADRs \$</b>						
WPP	59.170	-	59.170	-	-	-
WWOP	93.131	-	57.808	98.281	94.752	94.752
WSOP	109.998	88.260	-	109.612	101.047	-

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**26 Authorised and issued share capital (continued)**

**Options over ordinary shares**

Outstanding	Range of exercise prices £	Weighted average exercise price £	Weighted average contractual life Months
	4.819 – 17.055	14.169	99

**Options over ADRs**

Outstanding	Range of exercise prices £	Weighted average exercise price £	Weighted average contractual life Months
	44.560 – 115.940	98.860	96

As at 31 December 2017 there was £9.0 million (2016: £9.9 million) of total unrecognised compensation cost related to share options. That cost is expected to be recognised over a weighted average period of 20 months (2016: 20 months).

Share options are satisfied out of newly issued shares.

The weighted average fair value of options granted in the year calculated using the Black-Scholes model was as follows:

	2017	2016
Fair value of UK options (shares)	112.0p	135.0p
Fair value of US options (ADRs)	\$9.40	\$9.94
Weighted average assumptions:		
UK Risk-free interest rate	0.57%	0.44%
US Risk-free interest rate	2.05%	1.60%
Expected life (months)	48	48
Expected volatility	17%	16%
Dividend yield	2.9%	2.8%

Options are issued at an exercise price equal to market value on the date of grant.

The weighted average share price of the Group for the year ended 31 December 2017 was £15.86 (2016: £16.45) and the weighted average ADR price for the same period was \$101.86 (2016: \$111.20).

Expected volatility is sourced from external market data and represents the historic volatility in the Group's share price over a period equivalent to the expected option life.

Expected life is based on a review of historic exercise behaviour in the context of the contractual terms of the options, as described in more detail below.

Notes to the consolidated financial statements (continued)  
For the year ended 31 December 2017

**26 Authorised and issued share capital (continued)**

**Terms of share option plans**

In 2015, the Group introduced the Share Option Plan 2015 to replace both the 'all-employee' Worldwide Share Ownership Plan and the discretionary Executive Stock Option Plan. Two kinds of options over ordinary shares can be granted, both with a market value exercise price. Firstly, options can be granted to employees who have worked at a company owned by WPP plc for at least two years which are not subject to performance conditions. Secondly, options may be granted on a discretionary basis subject to the satisfaction of performance conditions.

The Worldwide Share Ownership Program was open for participation to employees with at least two years' employment in the Group. It was not available to those participating in other share-based incentive programs or to executive directors. The vesting period for each grant is three years and there are no performance conditions other than continued employment with the Group.

The Executive Stock Option Plan has historically been open for participation to WPP Group Leaders, Partners and High Potential Group. It is not currently offered to parent company executive directors. The vesting period is three years and performance conditions include achievement of various TSR (Total Shareholder Return) and EPS (Earnings Per Share) objectives, as well as continued employment. The terms of these stock options with performance conditions are such that if, after nine years and eight months, the performance conditions have not been met, then the stock option will vest automatically.

The Group grants stock options with a life of 10 years, including the vesting period.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 27 Other reserves

Other reserves comprise the following:

	Equity reserve £m	Revaluation reserve £m	Translation reserve £m	Total other reserves £m
<b>Balance at 1 January 2016</b>	(190.4)	404.6	(155.2)	59.0
Exchange adjustments on foreign currency net investments	-	-	1,309.0	1,309.0
Revaluation of other investments	-	(81.3)	-	(81.3)
Recognition and re-measurement of financial instruments	(21.9)	-	-	(21.9)
<b>Balance at 31 December 2016</b>	(212.3)	323.3	1,153.8	1,264.8
Exchange adjustments on foreign currency net investments	-	-	(443.9)	(443.9)
Revaluation of other investments	-	(60.4)	-	(60.4)
Recognition and re-measurement of financial instruments	(10.1)	-	-	(10.1)
<b>Balance at 31 December 2017</b>	<b>(222.4)</b>	<b>262.9</b>	<b>709.9</b>	<b>750.4</b>

### 28 Acquisitions

The Group accounts for acquisitions in accordance with IFRS 3 Business Combinations. IFRS 3 requires the acquiree's identifiable assets, liabilities and contingent liabilities (other than non-current assets or disposal groups held for sale) to be recognised at fair value at acquisition date. In assessing fair value at acquisition date, management make their best estimate of the likely outcome where the fair value of an asset or liability may be contingent on a future event. In certain instances, the underlying transaction giving rise to an estimate may not be resolved until some years after the acquisition date. IFRS 3 requires the release to profit of any acquisition reserves which subsequently become excess in the same way as any excess costs over those provided at acquisition date are charged to profit. At each period end management assess provisions and other balances established in respect of acquisitions for their continued probability of occurrence and amend the relevant value accordingly through the consolidated income statement or as an adjustment to goodwill as appropriate under IFRS 3.



## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 28 Acquisitions (continued)

The Group acquired a number of subsidiaries in the year. The following table sets out the book values of the identifiable assets and liabilities acquired and their fair value to the Group. The fair value adjustments for certain acquisitions have been determined provisionally at the balance sheet date.

	Book value at acquisition	Fair value adjustments	Fair value to Group
	£m	£m	£m
Intangible assets	0.8	79.0	79.8
Property, plant and equipment	5.5	–	5.5
Cash	28.9	–	28.9
Trade receivables due within one year	74.4	–	74.4
Other current assets	20.1	–	20.1
<b>Total assets</b>	<b>129.7</b>	<b>79.0</b>	<b>208.7</b>
Current liabilities	(76.0)	–	(76.0)
Trade and other payables due after one year	(10.2)	(20.5)	(30.7)
Deferred tax liabilities	–	(16.8)	(16.8)
Provisions	(0.1)	(4.8)	(4.9)
<b>Total liabilities</b>	<b>(86.3)</b>	<b>(42.1)</b>	<b>(128.4)</b>
<b>Net assets</b>	<b>43.4</b>	<b>36.9</b>	<b>80.3</b>
Non-controlling interests			(13.9)
Fair value of equity stake in associate undertakings before acquisition of controlling interest			(5.7)
Goodwill			314.3
Consideration			375.0
Considered satisfied by:			
Cash			213.7
Payments due to vendors			161.3

Goodwill arising from acquisitions represents the value of synergies with our existing portfolio of businesses and skilled staff to deliver services to our clients. Goodwill expected to be deductible for tax purposes is £63.9 million.

Non-controlling interests in acquired companies are measured at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The contribution to revenue and operating profit of acquisitions completed in the year was not material. There were no material acquisitions completed between 31 December 2017 and the date the financial statements have been authorised for issue.

## Notes to the consolidated financial statements (continued)

For the year ended 31 December 2017

### 29 Principal subsidiary undertakings

The principal subsidiary undertakings of the Group are:

	Country of Incorporation
Grey Global Group LLC	US
J. Walter Thompson Company LLC	US
GroupM Worldwide LLC	US
The Ogilvy Group LLC	US
Young & Rubicam LLC	US
TNS Group Holdings Ltd	UK

All of these subsidiaries are operating companies and are 100% owned by the Group.

### 30 Related party transactions

From time to time, the Group enters into transactions with its associate undertakings. These transactions were not material for the year presented.

Company profit and loss account  
For the year ended 31 December 2017

	Notes	2017 £m	2016 £m
Turnover		-	-
Operating income/(costs)	32	178.4	(705.8)
<b>Operating profit/(loss)</b>		<b>178.4</b>	<b>(705.8)</b>
Income from shares in group undertakings		2.4	1.7
Impairment of investments		(343.4)	-
Interest receivable and similar income	33	22.6	25.6
Interest payable and similar charges	34	(199.4)	(187.4)
Revaluation of financial instruments	35	1.0	-
<b>Loss on ordinary activities before taxation</b>		<b>(338.4)</b>	<b>(865.9)</b>
Taxation on loss on ordinary activities	36	(0.1)	-
<b>Loss for the year</b>		<b>(338.5)</b>	<b>(865.9)</b>

**Note**

The accompanying notes form an integral part of this income statement.

All results are derived from continuing activities.

There are no recognised gains or losses in either year, other than those shown above, and accordingly no statement of comprehensive income has been prepared.

Company balance sheet  
As at 31 December 2017

	Notes	2017 £m	2016 £m
<b>Fixed assets</b>			
Investments	37	<u>22,001.1</u>	<u>20,011.1</u>
<b>Current assets</b>			
Debtors			
– due within one year	38	2,058.0	1,864.8
– due after one year	39	203.3	195.4
Cash at bank and in hand		<u>0.7</u>	<u>0.1</u>
		2,262.0	2,060.3
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	40	<u>(6,801.1)</u>	<u>(4,194.3)</u>
<b>Net current liabilities</b>		<u>(4,539.1)</u>	<u>(2,134.0)</u>
<b>Total assets less current liabilities</b>		<u>17,462.0</u>	<u>17,877.1</u>
Creditors: amounts falling due after more than one year	41	<u>(7,724.1)</u>	<u>(7,800.7)</u>
<b>Net assets</b>		<u>9,737.9</u>	<u>10,076.4</u>
<b>Capital and reserves</b>			
Called-up share capital	42	0.1	0.1
Share premium account		12,553.7	12,553.7
Profit and loss account		<u>(2,815.9)</u>	<u>(2,477.4)</u>
<b>Equity share owners' funds</b>		<u>9,737.9</u>	<u>10,076.4</u>

Note

The accompanying notes form an integral part of this balance sheet.

The financial statements were approved by the Board of Directors and authorised for issue on 27 June 2018.



S. Winters

Registered Company Number: 08286875

# Company statement of changes in equity

For the year ended 31 December 2017

For the year ended 31 December 2017

	Ordinary share capital	Share premium	Profit and loss account	Total equity share owners' funds
	£m	£m	£m	£m
<b>Balance at January 2016</b>	0.1	12,553.7	(1,611.5)	10,942.3
Net loss for the year	-	-	(865.9)	(865.9)
<b>Balance at December 2016</b>	0.1	12,553.7	(2,477.4)	10,076.4
Net loss for the year	-	-	(338.5)	(338.5)
<b>Balance at December 2017</b>	0.1	12,553.7	(2,815.9)	9,737.9

Notes to the company income statement and balance sheet  
For the year ended 31 December 2017

**31 Accounting policies**

The principal accounting policies of WPP Jubilee Limited (the Company) are summarised below. These accounting policies have all been applied consistently throughout the year and preceding year.

**a) Basis of accounting**

The financial statements of WPP Jubilee Limited have been prepared under the historical cost convention in accordance with UK accounting standards and the Companies Act 2006. The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

The financial statements of WPP Jubilee Limited have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payment, financial instruments, capital management, presentation of a cash-flow statement and certain related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements. The financial statements are prepared on a going concern basis, further details of which are in the Directors' report on pages 5 to 7.

**b) Translation of foreign currency**

Foreign currency transactions arising from operating activities are translated from local currency into pounds sterling at the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are translated at the year-end exchange rate. Foreign currency gains or losses are credited or charged to the profit and loss account as they arise.

**c) Investments**

Investments in subsidiaries are stated at cost less provision for impairment.

**d) Other assets and liabilities**

Unless otherwise indicated all assets and liabilities are stated at nominal value.

**32 Operating costs**

Operating costs include:

	2017	2016
	£m	£m
Net foreign exchange losses	178.4	705.8

Notes to the company income statement and balance sheet (continued)  
For the year ended 31 December 2017

**33 Interest receivable and similar income**

	2017	2016
	£m	£m
Interest receivable from subsidiary undertakings	22.6	24.5
Bank and other interest receivable	-	1.1
	<u>22.6</u>	<u>25.6</u>

**34 Interest payable and similar charges**

	2017	2016
	£m	£m
Interest payable to subsidiary undertakings	176.7	169.9
Bank and other interest payable	22.7	17.5
	<u>199.4</u>	<u>187.4</u>

**35 Revaluation of financial instruments**

	2017	2016
	£m	£m
Revaluation of payments due to vendors (earnout agreements)	1.0	-
	<u>1.0</u>	<u>-</u>

**36 Taxation on loss on ordinary activities**

The tax assessed for the year differs from that resulting from applying the rate of corporation tax in the UK of 19.25% (2016: 20%). The differences are explained below:

	2017	2016
	£m	£m
Loss on ordinary activities before tax	(338.4)	(865.9)
Tax at the rate of 19.25% thereon	65.1	173.2
Factors affecting tax charge for the year:		
Expenses not deductible	(66.1)	-
Group relief for nil consideration	1.0	-
Unrecognised losses carried forward	-	(173.2)
Irrecoverable withholding tax	(0.1)	-
	<u>(0.1)</u>	<u>-</u>
Tax charge for the year	<u>(0.1)</u>	<u>-</u>

Notes to the company income statement and balance sheet (continued)  
For the year ended 31 December 2017

**37 Fixed asset investments**

The following are included in the net book value of fixed assets investments:

	Subsidiary undertakings
Cost	£m
At 1 January 2017	20,011.1
Additions	2,333.4
Impairment	(343.4)
<b>31 December 2017</b>	<b>22,001.1</b>

In accordance with the company's accounting policy, the company annually tests the carrying value of investments for impairment. The 2017 impairment review was undertaken as at 31 December 2017. The review assessed whether the carrying value of investments was supported by the net present value of future cash flows derived from the assets. An annual growth rate of 3.0% and a pre-tax discount rate of 8.14% has been assumed.

WPP Jubilee Limited has guaranteed the liabilities of the subsidiaries listed below under section 479A and C of the Companies Act 2006 (as amended). As such, these subsidiaries will take advantage of the audit exemption set out within section 479A for the year ended 31 December 2017.

Company	Company Number
Cordiant Group Limited	00063031
WPP BrandZ	04032667
WPP Enterprise Ltd	06128665
WPP Insight Ltd	06296696
Enduring Organisation	04150380
Enduring Organisation Two	04331338
Flexible Organisation	04128560
WPP Jargon Ltd	06296691
Lighthouse Holdings (UK) Limited	03719632
WPP Ottawa Ltd	06452897
WPP Direct Ltd	06128693
WPP Flame	06258613
WPP Sigma Limited	07840267
Cordiant Property Holdings Limited	02263916
WPP AMC Holdings	04090277
WPP GUSA UK	04090278
WPP Finance 2015 Limited	09624550
WPP UK Torre	10778185



Notes to the company income statement and balance sheet (continued)  
For the year ended 31 December 2017

**37 Fixed asset investments (continued)**

<b>Company</b>	<b>Company Number</b>
WPP Kenneth Square Unlimited	09916484
DA - UK Limited (fka Sonic Sun Limited, Wavemaker Limited)	04350720
Precis (567) Limited	02068804
Quisma UK (fka WPP Dotcom Holdings (Twenty))	03994882
WPP Dotcom Holdings (Nineteen)	04090281
WPP 2318 Limited	04214568
WPP Dotcom Holdings (Six)	03974567
WPP Dotcom Holdings (Ten)	03994900
WPP Dotcom Holdings (Three)	03974530
WPP Dotcom Holdings (Eight)	03994882
Stickleback Limited	03449562
Readysquare Limited	03065587
Line Exchange Limited	03861779
WPP Consulting Limited	03596410

A full list of investments at 31 December 2017 is disclosed in Appendix 1.

**38 Debtors: amounts falling due within one year**

The following are included in debtors falling due within one year:

	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
Amounts owed by subsidiary companies	<b>1,665.6</b>	1,550.6
Other debtors	<b>392.4</b>	314.2
	<b><u>2,058.0</u></b>	<b><u>1,864.8</u></b>

**39 Debtors: amounts falling due after one year**

The following are included in debtors falling due after more than one year:

	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
Amounts owed to subsidiary companies	<b>203.3</b>	195.4
	<b><u>203.3</u></b>	<b><u>195.4</u></b>

## Notes to the company income statement and balance sheet (continued)

For the year ended 31 December 2017

### 40 Creditors: amounts falling due within one year

The following are included in creditors falling due within one year:

	2017	2016
	£m	£m
Bank overdraft	1,303.8	1,312.8
Amounts owed to subsidiary companies	5,492.5	2,879.8
Payments due to vendors (earnout agreements)	2.9	-
Other creditors	1.9	1.7
	<u>6,801.1</u>	<u>4,194.3</u>

### 41 Creditors: amounts falling due after more than one year

The following are included in creditors falling due after more than one year:

	2017	2016
	£m	£m
Amounts owed to subsidiary companies	7,693.5	7,800.7
Payments due to vendors (earnout agreements)	30.6	-
	<u>7,724.1</u>	<u>7,800.7</u>

### 42 Called-up share capital

	2017	2016
	£m	£m
Authorised, allotted, called-up and fully-paid 100,001 (2016: 100,001 of £1 each) ordinary shares of £1 each	0.1	0.1
	<u>0.1</u>	<u>0.1</u>

### 43 Ultimate parent and controlling party

The directors regard WPP plc, a company incorporated in Jersey, as the immediate and ultimate parent company and the ultimate controlling party.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is WPP plc, incorporated in Jersey. Copies of the financial statements of WPP plc are available at [www.wpp.com](http://www.wpp.com). Copies of the financial statements of WPP plc can be obtained from 27 Farm Street, London, W1J 5RJ.

## Independent auditor's report

As at 31 December 2017

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WPP JUBILEE LIMITED

#### Report on the audit of the financial statements

##### Opinion

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2017 and of the Group's profit and the Parent Company's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of WPP Jubilee Limited (the 'parent company') and its subsidiaries (the 'group') which comprise:

- the consolidated and parent company income statements;
- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 43.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

##### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

##### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial

## Independent auditors' report (continued)

As at 31 December 2017

statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

### Auditor's 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 auditor's 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### Use of our report

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

### Report on other legal and regulatory requirements

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

## Independent auditors' report (continued)

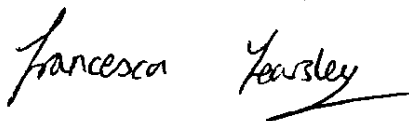
As at 31 December 2017

### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.



Francesca Yearsley (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
London, United Kingdom

2 June 2018