

Publicis Media UK Limited (Formerly Ninah Consulting Limited)

Annual Report and Financial Statements

31 December 2019

Registered Number: 05358138

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COMPANIES HOUSE

Directors

G P Boyle
S Frogley
A Sayliss

Secretaries

P Muwanga	(appointed 16 June 2020)
J Munis	(resigned 16 June 2020)
N Raj	(resigned 15 February 2019)

Auditor

Mazars LLP
Tower Bridge House
St Katharine's Way
London
E1W 1DD

Registered Office

1st Floor
2 Television Centre
101 Wood Lane
London
W12 7FR

Strategic Report

Principal activity and review of the business

The principal activity of the Company continues to be the engagement in media co-ordination, consultancy, media planning and buying on behalf of its immediate parent company within the UK.

The Company's key financial and other performance indicators during the year were as follows:

	2019 £000	2018 £000	Change %
Operating loss	(1,491)	(381)	291%
Loss after tax	(1,246)	(312)	299%
Shareholder's deficit	(2,970)	(1,724)	72%
Current assets as a % of current liabilities	71%	92%	(22%)

Loss after tax has increased by 299% due to an investment to develop a new tool for the benefit of the company.

Current assets as a percentage of current liabilities has decreased by 22% due to an increased in unbilled media payables at the year end that cleared post year end.

The services offered by the Company have minimal environmental impact. However, the Board believes that good environmental practices support the Board's strategy by enhancing the reputation of the firm.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company are broadly grouped as competitive and financial instrument risk.

- Competitive risks

The Company operates in a highly competitive market place where margins are continually under pressure. However, the Company is well positioned to maintain its market share.

- Financial instrument risks

The Company has established a risk and financial management framework whose primary objectives are to protect the Company from events that hinder the achievement of the Company's performance objectives.

The objectives aim to limit undue counterparty exposure, ensure sufficient working capital exists and monitor the management of risk at a business unit level.

- Exposure to liquidity, cash flow and credit risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. We aim to mitigate liquidity risk by managing cash generation by our operations and applying cash collection targets.

Cash flow risk is the risk that inflows and outflows of cash and cash equivalents will not be sufficient to finance the day-to-day operations. We manage cash flow risk by careful negotiation of terms with customers and suppliers.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. Our policies are aimed at minimising such losses, and require that deferred terms are only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures.

Strategic Report (continued)

Principal risks and uncertainties (continued)

- Exposure to market risk

Foreign exchange risk is the risk arising from purchases and sales of goods or services denominated in foreign currencies. The majority of our commercial dealings are done in the local currencies of the countries in which they are transacted. As a result, exchange rate risk relating to such transactions is not very significant and is occasionally hedged through currency hedging agreements.

As regards intercompany loans/borrowings, these are subject to appropriate hedges if they present significant net exposures to exchange rate risk.

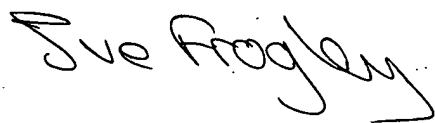
Derivatives used are generally forward currency contracts or currency swaps.

Uncertainties arising from Covid-19 and Brexit

We have looked at the uncertainties arising from Covid-19 and Brexit facing all businesses and challenged ourselves as to the impact on estimates made within these financial statements including on the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment which is plainly subjective.

The impact of Covid-19 is more difficult to estimate but we are confident that the impact on our trading activities is manageable. We specifically comment on the impact on our going concern assessment on page 5.

On behalf of the board



S Frogley
Director

29 September 2020

Directors' Report

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Results and dividends

The Company recorded a loss after tax for the financial year of £1,246,000 (2018: £312,000). No dividends were declared and paid during the year (2018: nil).

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters which are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report on pages 2 to 3. These matters relate to the principal activity and financial risks.

Future developments

The directors do not foresee any material changes in the continuing operations of the business.

Directors

The directors who served during the year and thereafter are as listed on page 1.

Directors indemnity

The directors confirm that no qualifying third party indemnity provision in favour of any directors of the Company, as defined by Section 236 of the Companies Act 2006, either by the Company or by any other party, was in force at the time of the signing of the report, and that no such provision had been in force at any time in the financial year.

Events after the balance sheet date

In December 2019, several cases of pneumonia associated with the coronavirus disease (COVID-19) were reported in Wuhan, China. The spread of the virus has caused business disruption beginning in January 2020 and the World Health Organization has declared this virus to be a public health emergency on 31 January 2020.

While the business disruption is currently expected to be temporary, there is uncertainty around the duration of these disruptions or the possibility of other effects on the business.

This outbreak has no impact on the financial statements as of 31 December 2019 but it is difficult to reasonably estimate the evolution of advertising and marketing spend in 2020 at the time of this report. Management is focused on the safety and well-being of its people and has put in place all of the necessary measures to protect all its stakeholders' interests and to rigorously manage all costs, particularly during this period.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employees' involvement

The Company places considerable value on the involvement of its employees and has continued its previous practice of keeping them informed on matters affecting them as employees and in various factors affecting the performance of the Company through regular internal communications including emails and internal announcements. Employees are consulted regularly on a wide range of matters affecting their current and future interests.

Disclosure of information to the auditor

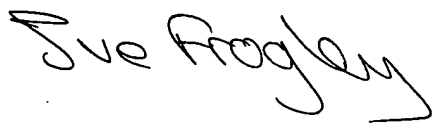
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Report (continued)

Going concern

The Company is in a net liability position at the year end, and has received confirmation from xxx Limited, an intermediary parent company, that it will provide the necessary funds to enable it to meet its liabilities as they fall due, for at least twelve months from the date of approval of the financial statements. We have performed a number of downside scenarios to consider the potential impact of Covid-19 on the Company's forecasts and we are satisfied that xxx Limited will be able to provide the support required, and that the going concern basis of preparation therefore remains appropriate.

On behalf of the board



S Frogley
Director

29 September 2020

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

Independent auditor's report to the member of Publicis Media UK Limited

Opinion

We have audited the financial statements of Publicis Media UK Limited (the 'company') for the year ended 31 December 2019 which comprise the Statement of Total Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 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.

Emphasis of matter – Impact of the outbreak of COVID-19 on the financial statements

In forming our opinion on the company financial statements, which is not modified, we draw your attention to the directors' view on the impact of the COVID-19 as disclosed on page 3, and the consideration in the going concern basis of preparation on page 13 and non- adjusting post balance sheet events on page 21.

Since the balance sheet date there has been a global pandemic from the outbreak of COVID-19, The potential impact of COVID-19 became significant in March 2020 and is causing widespread disruption to normal patterns of business activity across the world.

The full impact following the recent emergence of the COVID-19 is still unknown. It is therefore not currently possible to evaluate all the potential implications to the company's operations, customers, suppliers and the wider economy.

Independent auditor's report to the member of Publicis Media UK Limited (continued)

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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 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.

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 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 this regard.

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.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

Independent auditor's report to the member of Publicis Media UK Limited (continued)

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 6 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 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 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. This description forms part of our auditor's report.

Use of the audit 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.

David Herbinet (Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London E1W 1DD

___ September 2020

Statement of total comprehensive income

for the year ended 31 December 2019

	Notes	2019 £000	2018 £000
Revenue		-	-
Administrative expenses		(1,491)	(381)
Operating loss	2	(1,491)	(381)
Interest receivable and similar income	6	7	12
Interest payable and similar charges	7	(72)	(7)
Loss on ordinary activities before taxation		(1,556)	(376)
Tax	8	310	64
Loss for the financial year		(1,246)	(312)
Other comprehensive income		-	-
Total comprehensive loss for the year		(1,246)	(312)

The Company's revenue and operating loss all relate to continuing operations.

Balance sheet

at 31 December 2019

	Notes	2019 £000	2018 £000
Non-current assets			
Property, plant and equipment	9	3,650	-
Intangible assets	10	1,709	253
		<u>5,359</u>	<u>253</u>
Current assets			
Work in progress		105	116
Trade and other receivables	11	19,187	14,285
Derivatives	15	7	3
Corporation tax	8	26	-
		<u>19,325</u>	<u>14,404</u>
Current liabilities			
Trade and other payables	12	(26,865)	(15,384)
Derivatives	15	(15)	(4)
Corporation tax	8	-	(323)
		<u>(26,880)</u>	<u>(15,711)</u>
Net current liabilities		<u>(7,555)</u>	<u>(1,307)</u>
Total assets less current liabilities		<u>(2,196)</u>	<u>(1,054)</u>
Non-current liabilities			
Trade and other payables	13	(665)	(665)
Deferred tax	8	(109)	(5)
Net liabilities		<u>(2,970)</u>	<u>(1,724)</u>
Capital and reserves			
Called up share capital	14	-	-
Retained earnings		(2,970)	(1,724)
Total equity		<u>(2,970)</u>	<u>(1,724)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on the below date.



S Frogley
Director

29 September 2020

Statement of changes in equity

for the year ended 31 December 2019

	Called up share capital £000	Retained earnings £000	Total equity £000
At 1 January 2018	-	(1,412)	(1,412)
Loss for the financial year	-	(312)	(312)
Other comprehensive income	-	-	-
Total comprehensive activity for the year	-	(312)	(312)
At 31 December 2018	-	(1,724)	(1,724)
Loss for the financial year	-	(1,246)	(1,246)
Other comprehensive income	-	-	-
Total comprehensive activity for the year	-	(1,246)	(1,246)
At 31 December 2019	-	(2,970)	(2,970)

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies

1.1. Basis of preparation

Statement of compliance

Publicis Media UK Limited is a private Company limited by shares incorporated and domiciled in the United Kingdom and registered in England and Wales. These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101") and in accordance with the applicable provisions of the Companies Act 2006. Except for certain disclosure exemptions detailed below, the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (EU-adopted IFRSs) have been applied to these financial statements and, where necessary, amendments have been made in order to comply with the Companies Act 2006 and The Large and Medium-sized Companies and Groups Regulations 2008/410 ('Regulations').

Basis of measurement

The financial statements have been prepared under the historical cost convention except for certain financial instruments which are measured at fair value.

Consolidated financial statements

The Company is exempt from the requirement to prepare consolidated financial statements under Section 400 of the Companies Act 2006. Consolidated financial statements are prepared by Publicis Groupe S.A., the ultimate parent undertaking, incorporated in France and are available from the address set out in note 17. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

Going concern

The Company's business activities, together with the factors likely to affect its future development and financial position, including the impact of Covid-19, are set out in the post balance sheet event note.

The Company is reporting net liabilities in the current year and has received confirmation from its immediate parent company, Zenith UK (Media) Limited, that it will provide the necessary funds to enable it to meet its liabilities as they fall due, for at least twelve months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Disclosure exemptions applied

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 paragraph 8:

- (i) The requirements of IFRS 2 'Share-based Payment' paragraphs 45(b) and 46 to 52 relating to certain disclosure requirements on share-based payments;
- (ii) The requirement of IFRS 7 'Financial Instruments: Disclosures' relating to the disclosure of financial instruments and the nature and extent of risks arising from such instruments;
- (iii) The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 'Revenue from Contracts with Customers';
- (iv) The requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 'Leases';
- (v) The applicable requirements of IAS 1 'Presentation of Financial Statements' relating to the disclosure of comparative information in respect of the number of shares outstanding at the beginning and end of the year (IAS 1.79(a)(iv)), the reconciliation of the carrying amount of property, plant and equipment (IAS 16.73(e)) and the reconciliation of the carrying amount of intangible assets (IAS 38(118)(e));
- (vi) The requirements of IAS 1 'Presentation of Financial Statements' paragraph 16, the requirement to make an explicit and unreserved statement of compliance with IFRS;
- (vii) The requirements of IAS 1 'Presentation of Financial Statements' paragraphs 38A to 40D relating to disclosures of comparative information;

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies (continued)

1.1. Basis of preparation (continued)

Disclosure exemptions applied (continued)

- (viii) The requirement of IAS 1 'Presentation of Financial Statements' paragraphs 134 to 136 relating to the disclosure of capital management policies and objectives;
- (ix) The requirements of IAS 7 'Statement of Cash Flows' and IAS 1 'Presentation of Financial Statements' paragraph 10(d) and 111 relating to the presentation of a Cash Flow Statement;
- (x) The requirements of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' paragraphs 30 and 31 relating to the disclosure of standards, amendments and interpretations in issue but not yet effective;
- (xi) The requirements of IAS 24 'Related Party Disclosures' paragraph 17 and 18(A) relating to the disclosure of key management personnel compensation and the requirements relating to the disclosure of related party transactions entered into between the Company and other wholly-owned subsidiaries of the group; and
- (xii) The requirements of IAS 36 'Impairment of Assets' paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) relating to certain disclosure requirements of impairment testing;

For the disclosure exemptions listed in points (i) to (ii) and (x), the equivalent disclosures are included in the consolidated financial statements of the group, Publicis Groupe S.A. which the Company is consolidated into.

Use of estimates and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainties and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in the relevant notes highlighted below:

- none noted.

1.2. Accounting principles

Revenue recognition

The Company recognises revenue when (or as) the control of the promised goods or services (identified as performance obligations) is transferred to the client, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company receives compensation from clients in the form of fees, commission, performance-based bonuses, and reimbursement of third-party costs incurred on behalf of clients. Fees are usually calculated on the basis of an hourly rate plus overheads and a margin. Commission-based contracts are calculated on the basis of a percentage of the total sum of costs paid to third parties to carry out the contract. Commission-based contracts mainly relate to media space bought on behalf of the clients and supervision of production carried out by third parties. Contracts are short-term, generally under one year, and the Company typically has right to payment to the end of the contract or as a minimum for the work performed to date.

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies (continued)

1.2. Accounting principles (continued)

Revenue recognition (continued)

Performance obligations

In media services, the transaction price generally covers strategic media planning services as well as media buying. In these contracts, we consider that these two groups of services are separate performance obligations and the transaction price is allocated on the basis of the employees assigned to these services.

Some contracts include incentives that are subject to qualitative or quantitative performance criteria. These variable components are only included in the transaction price when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

The Company also receives volume rebates from suppliers on transactions carried out on behalf of clients. These rebates are either remitted to clients based on contractual terms or local laws, or retained by the Company. The portion paid back to clients is recognised under liabilities and the portion retained is typically recognised under revenue when the media is broadcast, if a contract exists with the media vendor and we anticipate exceeding volume criteria.

Revenue recognition

Almost all the Company's revenue is recognised over time because the client simultaneously receives and consumes the benefit of the services or an asset is generated with no alternative use and for which the Company is entitled to payment for the work done to date.

- Fixed fee projects - revenue is recognised over time based on internal measurement which best describes the level of effort spent on the project, usually calculated on the basis of hours worked and direct external costs incurred on the project. For retainer arrangements with a dedicated team, the Company considers that its performance obligation is to be ready at all times to make resources available to the client. In this instance, revenue is recognised on a straight-line basis over the term of the contract.
- Commission based media contracts – revenue is recognised when the media is broadcast.
- Fees based on performance criteria - revenue is recognised when the performance criteria have been met and the client has confirmed its agreement.

"Agent" vs. "Principal" Considerations:

When third party suppliers are involved in providing services to clients, the Company considers that it is acting as "Principal" if at least one of the following criteria is satisfied:

- The Company obtains control of the asset or service before transferring it to the client;
- The Company has the ability to direct the supplier(s);
- The Company incorporates or combines the work of suppliers to deliver the promised goods or services to the client.

When the Company acts as "Principal", the revenue is recognised for the gross amount invoiced to the client. When the Company acts as "Agent", revenue is recognised net of the pass through costs to clients, which means that revenue recorded is solely comprised of fees or commission. In any case, out of pocket expenses reimbursed by clients (transport, hotels, meals, etc.) are always recognised in revenue.

Contract modifications:

On occasion, the client may ask for changes to the scope of the services in the course of the contract. These changes are generally negotiated as new contracts encompassing the additional needs with the related compensation.

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies (continued)

1.2. Accounting principles (continued)

Effect of foreign currency

Transactions denominated in foreign currencies are translated into sterling at the actual exchange rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is reported as an exchange gain or loss in the income statement. The Company uses derivatives such as foreign currency hedges to hedge its current or future positions against foreign exchange rate risks. These derivatives are measured at fair value, determined by reference to observable market prices at the reporting date.

Income Tax

UK corporation tax payable is provided on taxable profits at the current rate.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Property, plant and equipment

Property, plant and equipment are stated net of accumulated depreciation and accumulated impairment losses.

An item of property, plant and equipment that qualifies for recognition as an asset is measured at its cost. Cost of an item of property, plant and equipment comprises the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and an initial estimate of the cost of dismantling and removing the asset and restoring the site on which it is located.

After recognition, all property, plant and equipment are carried at costs less any accumulated depreciation and any accumulated impairment losses.

Depreciation is provided at rates calculated to write off the cost of the asset on a straight line basis over their estimated useful lives as follows:

Office equipment and furniture	–	5-10 years
Computer equipment	–	4 years

Residual value is calculated on prices prevailing at the date of acquisition, and reviewed annually. The carrying values of the property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying value of the asset and are recognised in profit or loss.

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies (continued)

1.2. Accounting principles (continued)

Intangible assets

Capitalized softwares include in-house applications as well as commercial packages. They are measured either at their acquisition cost (if purchased externally) or at their production cost (if developed internally). They are amortised over their useful life between 3 to 8 years.

Other intangible assets that are recorded in the balance sheet are not amortised but instead subject to impairment tests on at least an annual basis. Impairment tests are performed for the cash-generating unit(s) by comparing the recoverable value and the carrying amount of the cash-generating unit(s). The Company considers each agency or group of agencies to be a cash-generating unit.

The recoverable value of a cash-generating unit is the greater of its fair value (generally its market value), net of disposal costs, and its value in use. Value in use is determined on the basis of discounted future cash flows. Calculations are based on five-year cash flow forecasts, a terminal growth rate for subsequent cash flows and the application of a discount rate to all future flows. The discounted rate used reflects current market assessments of the time value of money and the specific risks to which the cash-generating unit is exposed.

If the carrying amount of a cash-generating unit is higher than its recoverable value, the assets of the cash-generating unit are written down to their recoverable value. Impairment losses are recognised through the statement of comprehensive income and against the investment.

Interest income and expense

Interest income arises from cash and cash equivalents and balances with group undertakings. Interest expense arises from financing activities. Interest income and expense are recognised in the profit and loss account using the effective interest method.

Work in progress

This mainly includes work in progress linked to the advertising business, i.e. the technical work involved in the creation and production of advertisements for print, TV, radio, publishing, etc. for which the client is ultimately liable but has not yet been invoiced. They are recognised on the basis of costs incurred and a provision is recorded when their net realisable amount is lower than cost. Un-billable work or costs incurred relating to new client development activities are not recognised as assets, except for tendering expenses which may be re-invoiced to the client under the terms of the contract. In order to assess the net realisable amount work in progress is reviewed on a case-by-case basis and written down, if appropriate, on the basis of criteria such as the existence of commercial disputes with the client.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Trade and other receivables

Trade receivables are recognised at the initial amount of the invoice, except for longer-term debtors explained below. Trade receivables presenting a risk of non-recovery are subject to impairment. Such allowances are determined, on a case-by-case basis, using various criteria such as difficulties in recovering the receivables, the existence of any disputes and claims, or the financial position of the debtor. Due to the nature of the Company's activities, trade receivables are of a short-term nature and are measured at amortised cost using the effective interest method. Nevertheless, any trade and other receivables of a longer-term nature will be recognised at their discounted value.

Contract assets

Contract assets consist of revenue recorded when a performance obligation has been satisfied but not yet invoiced. Contract assets are transferred to Trade receivables when the right to consideration becomes unconditional and the service is invoiced to the client in accordance with the terms of the contract.

Notes to the financial statements

for the year ended 31 December 2019

1. Accounting policies (continued)

1.2. Accounting principles (continued)

Trade and other payables

This line item includes all operating payables (including notes payable and accrued supplier invoices) related to the purchase of goods and services including those related to media buying where the Company acts as agent. These payables are generally due within less than one year. Financial liabilities are measured at amortised cost using the effective interest method.

Liabilities on contracts

Liabilities on contracts correspond to deferred income. These are considerations received or invoiced to clients for which the Group has an obligation to provide goods or services.

Contract liabilities do not include client advances for external costs incurred on behalf of clients and that are directly pass-through to the clients when the Group acts as "Agent". Such advances are recorded under Trade payables.

Financial liabilities carried at fair value

Derivative financial instruments, including hedge accounting

The Group holds derivative financial instruments to hedge its foreign exchange risk exposures.

On initial designation of the hedge, the Group formally documents the relationship between the hedging instrument and hedged item, including the risk management objectives and strategy in undertaking the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be "highly effective" in offsetting the changes in the cash flows of the respective hedged items during the period for which the hedge is designated.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss as incurred. The fair value includes an allowance for debit/credit value adjustment in respect of both the Company and the derivative counterparty. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described in note 15.

Equity and reserves

Called-up share capital represents the nominal value of shares that have been issued.

Retained earnings include all current and prior period retained profits.

Adoption of new and revised standards

The following standards and interpretations have been adopted in the financial statements as they are mandatory for the year ended 31 December 2019:

	EU effective date Periods beginning on or after
IFRIC 23 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
Annual Improvements to IFRS Standards 2015-2017 Cycle	1 January 2019

The adoption of the standards and interpretations above has not had a material impact on the Company's financial statements.

Notes to the financial statements

for the year ended 31 December 2019

2. Operating loss

The operating loss is stated after charging/(crediting):

	2019 £000	2018 £000
Loss/(gain) on transactions denominated in foreign currency	62	(30)
Depreciation of property, plant and equipment (see note 9)	8	-
Amortisation of intangibles (see note 10)	512	23
Staff costs (see note 4)	-	-
Auditor's remuneration (see note 3)	5	5

3. Auditor's remuneration

The remuneration of the auditor is further analysed as follows:

	2019 £000	2018 £000
Audit of the financial statements	5	5

4. Staff Costs

	2019 £000	2018 £000
Wages and salaries	-	-
Social security costs	-	-

Included in total staff costs is £nil (2018: £nil) in respect of directors' remuneration (see note 5) and a total expense for share-based payments of £nil (2018: £nil) arising from transactions accounted for as equity-settled share-based payment transactions.

The average monthly number of persons employed by the Company during the year was:

	2019 No.	2018 No.
Other operational	-	-

5. Directors' emoluments

No directors of Publicis Media UK Limited are paid out of Publicis Media UK Limited (2018: nil). The directors do not believe that it is practicable to apportion the remuneration between remuneration as directors of the Company and their remuneration as directors of the fellow subsidiary companies due to the immaterial nature of the services provided to the Company.

Notes to the financial statements

for the year ended 31 December 2019

6. Interest receivable and similar income

	2019 £000	2018 £000
Intercompany interest receivable	<u>7</u>	<u>12</u>

7. Interest payable and similar charges

	2019 £000	2018 £000
Intercompany interest payable	<u>72</u>	<u>7</u>

8. Taxation

(a) Analysis of charge for year

	2019 £000	2018 £000
Current tax:		
Corporation tax	(414)	(73)
Adjustment in respect of previous periods	-	4
Total current tax	<u>(414)</u>	<u>(69)</u>
Deferred tax:		
Origination and reversal of timing differences	123	5
Prior year adjustment	(6)	-
Rate change	<u>(13)</u>	<u>-</u>
Total deferred tax	<u>104</u>	<u>5</u>
Tax on loss on ordinary activities (see note 8(b))	<u>(310)</u>	<u>(64)</u>

(b) Factors affecting tax charge for the year

The tax assessed on the loss on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%). The differences are reconciled below:

	2019 £000	2018 £000
Loss on ordinary activities before tax	<u>(1,556)</u>	<u>(376)</u>
Loss on ordinary activities multiplied by standard rate		
Corporation tax in the UK of 19.00% (2018: 19.00%)	(296)	(71)
Expenses not deductible for tax purposes	5	3
Effects of changes in tax rates	(13)	-
Adjustment in respect of previous periods	<u>(6)</u>	<u>4</u>
Total tax (see note 8(a))	<u>(310)</u>	<u>(64)</u>

Notes to the financial statements

for the year ended 31 December 2019

8. Taxation (continued)

(c) Deferred taxation

	Accelerated tax depreciation £000	Total £000
As at December 2018	(5)	(5)
Credit to profit or loss	(123)	(123)
Deferred tax in respect of prior year	6	6
Rate change	13	13
As at December 2019	<u>(109)</u>	<u>(109)</u>

Analysis of deferred tax balances for financial reporting purposes:

	2019 £000	2018 £000
Deferred tax liabilities	<u>(109)</u>	<u>(5)</u>

(d) Factors that may affect future tax charges

The UK corporation tax rate is currently at 19%. The deferred tax balance has been calculated at this rate.

9. Property, plant and equipment

	Computer equipment £000	Furniture and equipment £000	Total £000
Cost:			
At 1 January 2019	4	3	7
Additions	-	3,658	3,658
At 31 December 2019	<u>4</u>	<u>3,661</u>	<u>3,665</u>
Depreciation:			
At 1 January 2019	4	3	7
Charge for the year	-	8	8
At 31 December 2019	<u>4</u>	<u>11</u>	<u>15</u>
Net book value:			
At 31 December 2019	<u>-</u>	<u>3,650</u>	<u>3,650</u>
At 31 December 2018	<u>-</u>	<u>-</u>	<u>-</u>

Notes to the financial statements

for the year ended 31 December 2019

10. Intangible assets

	Software £000	Total £000
Cost:		
At 1 January 2019	276	276
Additions	2,085	2,085
Disposals	(125)	(125)
At 31 December 2019	<u>2,236</u>	<u>2,236</u>
Amortisation:		
At 1 January 2019	23	23
Charge for the year	512	512
Disposals	(8)	(8)
At 31 December 2019	<u>527</u>	<u>527</u>
Net book value:		
At 31 December 2019	<u>1,709</u>	<u>1,709</u>
At 31 December 2018	<u>253</u>	<u>253</u>

11. Trade and other receivables

	2019 £000	2018 £000
Trade receivables	11,857	4,962
Amounts owed by group undertakings	4,218	8,605
Prepayments and accrued income	<u>3,112</u>	<u>718</u>
	<u>19,187</u>	<u>14,285</u>

12. Trade and other payables - current

	2019 £000	2018 £000
Payments on account	539	788
Trade payables	1,538	1,630
Amounts owed to group undertakings	17,144	4,487
Other taxation and social security costs	23	976
Accruals and deferred income	5,484	7,489
Other payables	<u>2,137</u>	<u>14</u>
	<u>26,865</u>	<u>15,384</u>

Notes to the financial statements

for the year ended 31 December 2019

13. Trade and other payables – Non current

	2019 £000	2018 £000
Redeemable preference shares:		
<i>Allotted, called up and fully paid</i>		
665,000 redeemable ordinary shares of £1 each	<u>665</u>	<u>665</u>

Each redeemable preference share is convertible at the option of the Company or the holder at any time with one month's notice.

The redeemable non-equity shares rank equally with the ordinary shares on a winding-up of the Company.

14. Allotted and issued share capital

	2019 £	2018 £
<i>Allotted, called up and fully paid</i>		
10,000 ordinary shares of £0.01 each	<u>100</u>	<u>100</u>

15. Financial instruments

The derivatives, which have a three month life, are valued based on a discounted cash flow, using quoted forward rates (an observable input) and discounted at a rate that takes in to account credit risk.

Categories of financial instruments held at fair value

	2019 £000	2018 £000
Financial assets at fair value through profit and loss		
Derivative instruments – Assets	<u>7</u>	<u>3</u>
Total	<u>7</u>	<u>3</u>
Financial liabilities at fair value through profit and loss		
Derivative instruments – Liabilities	<u>15</u>	<u>4</u>
Total	<u>15</u>	<u>4</u>

Fair value hierarchy

The table below breaks down financial instruments recognised at fair value according to the measurement method used. The different levels of fair value have been defined as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities;
- Level 2: Observable data other than quoted prices for identical assets or liabilities in active markets;
- Level 3: Unobservable data.

Notes to the financial statements

for the year ended 31 December 2019

15. Financial instruments (continued)

Derivative financial instruments valued using level 2 valuation techniques.

Changes in the value of financial instruments at fair value

Profit for the year has been arrived after charging/(crediting)

	2019 £000	2018 £000
Financial assets at fair value through profit and loss		
Derivative instruments – Assets	22	14
	<u>22</u>	<u>14</u>
Financial liabilities at fair value through profit and loss		
Derivative instruments – Liabilities	11	12
	<u>11</u>	<u>12</u>

16. Related party transactions

The Company has taken advantage of the exemption under IAS 24, “Related Party Disclosures”, not to disclose transactions with group undertakings as it is a subsidiary undertaking which is 100% controlled by the ultimate parent undertaking.

For the year ended 31 December 2019 the Company had the following transactions with other subsidiaries of Publicis Groupe S.A that are not 100% owned.

Related Party	Payables		Receivables		Services		Billings	
	2019 £000	2018 £000	2019 £000	2018 £000	2019 £000	2018 £000	2019 £000	2018 £000
Spark Foundry Limited		(25)	-	-	-	-	-	-

17. Post balance sheet event

In December 2019, several cases of pneumonia associated with the coronavirus disease (COVID-19) were reported in Wuhan, China. The spread of the virus has caused business disruption beginning in January 2020 and the World Health Organization has declared this virus to be a public health emergency on 31 January 2020.

While the business disruption is currently expected to be temporary, there is uncertainty around the duration of these disruptions or the possibility of other effects on the business.

This outbreak has no impact on the financial statements as of 31 December 2019 and is treated as a non-adjusting post balances sheet event. It is difficult to reasonably estimate the evolution of advertising and marketing spend in 2020 at the time of this report. Management is focused on the safety and well-being of its people and has put in place all of the necessary measures to protect all its stakeholders’ interests and to rigorously manage all costs, particularly during this period

18. Ultimate parent undertaking and controlling party

The Company is 100% owned by Zenith UK (Media) Limited which is registered in England and Wales

The ultimate parent undertaking, controlling party and the parent undertaking of the largest and smallest group to include the Company in its group financial statements is Publicis Groupe S.A., incorporated in France. Copies of its consolidated financial statements are available from 133 Avenue des Champs Elysees, 75008 Paris, France.