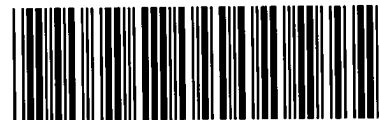


Company Registration No. 06391505 (England and Wales)

Comet Solutions Holdings Limited
Annual report and financial statements
for the period ended 31 December 2017

WEDNESDAY



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COMPANIES HOUSE

Comet Solutions Holdings Limited

Company information

Directors	D. Williams B. Isenberg M. Komasinski	(Appointed 18 September 2017) (Appointed 18 September 2017)
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Secretary	A Moberly
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Company number	06391505
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Registered office	10 Triton Street Regent's Place London United Kingdom NW1 3BF
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Auditor	KPMG L.L.P. 15 Canada Square London E14 5GL
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Comet Solutions Holdings Limited

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Comet Solutions Holdings Limited

Strategic report

for the period ended 31 December 2017

Strategic report

The directors present their strategic report for the year ended 31 December 2017.

Fair review of the business

Comet Solutions Holding Limited ("the Company") has operated as an intermediate holding company during the year.

As set out on page 6, the loss for the Company for the financial year were £7,884 (2016 profit: £41,061).

The Balance Sheet on page 7 shows the Company's financial position.

The Company's immediate parent is Merkle Marketing Limited. The first lowest Company at which consolidated accounts are prepared is Dentsu Aegis Network. The ultimate parent company is Dentsu Inc.

Given the straightforward nature of the business, the directors are of the opinion that analysis of key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Future developments

Looking forward, Comet Solutions Holding Limited as being part of the Dentsu Group, will continue to invest to drive organic and acquisitive growth in its chosen markets. From a geographic perspective, this growth will come from expanding presence within all regions but in particular EMEA (Europe, the Middle East and Africa).

The investment in the new markets and different companies will enable the Merkle Group to offer a wider integral service; these services will lead to deepen the relationships with new and current customers.

Principal risks and uncertainties

From the perspective of the company, principal risks and uncertainties are integrated with the principal risks and uncertainties of the subsidiaries that the Company holds shares, are discussed in the subsidiaries annual reports and financial statements which do not form part of this report.

Additionally, as a holding company, it has the risk of impairment regarding the investments. The directors of the company mitigate this risk, by controlling the results of each subsidiaries and analysing periodically the value of them

On behalf of the board
Brett Isenberg



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Date: 28 September 2018

Comet Solutions Holdings Limited

Directors' report

for the period ended 31 December 2017

The directors present their annual report and financial statements for the year ended 31 December 2017.

Principal activities

The principal activity of the company continued to be that of a holding company.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

S Shanks (Resigned 18 September 2017)
D Williams
B Isenberg (Appointed 18 September 2017)
M Komasiński (Appointed 18 September 2017)

Political contributions

The Company made no political donations or incurred any political expenditure during the year.

Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report on page 1.

Auditor

Pursuant to Section 487 of the Companies Act 2006, Henderson Loggie LLP resigned as auditor on 30 July 2018, and KPMG LLP was subsequently appointed. KPMG LLP has indicated a willingness to continue in office, and a resolution for their reappointment as auditor will be proposed to the sole Member of the Company on the date of signing of these accounts.

On behalf of the board
Brett Isenberg



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Date: 28 September 2018

Comet Solutions Holdings Limited

Statement of directors' responsibilities

to the members of Comet Solutions Holdings Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Comet Solutions Holdings Limited

Independent auditor's report

to the members of Comet Solutions Holdings Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMET SOLUTIONS HOLDINGS LIMITED

Opinion

We have audited the financial statements of Comet Solutions Holdings Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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

Comet Solutions Holdings Limited

Independent auditor's report

to the members of Comet Solutions Holdings Limited

- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Sarah Styant (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

28 September 2018

Comet Solutions Holdings Limited

Profit and Loss Account and Other Comprehensive Income

for the period ended 31 December 2017

		Seventeen month period ended 31 December 2017 £	Seven month period ended 31 July 2016 £
	Note		
Administrative expenses		(8,013)	(13,850)
Other operating income		129	-
Operating loss		(7,884)	(13,850)
Interest receivable and similar income	5	-	54,911
(Loss)/profit before taxation		(7,884)	41,061
Tax on (loss)/profit		-	-
(Loss)/profit for the financial period		(7,884)	41,061
Other comprehensive income		-	-
Total Comprehensive Income/(Loss) for the year		(7,884)	41,061

Comet Solutions Holdings Limited

Balance Sheet

as at 31 December 2017

	Notes	2017 £	£	2016 £	£
Fixed assets					
Investments	2		2,658		2,658
Current assets					
Debtors	6	934,796		937,630	
Creditors: amounts falling due within one year	7	<u>(15,000)</u>		<u>(9,950)</u>	
Net current assets			<u>919,796</u>		<u>927,680</u>
Total assets less current liabilities			<u>922,454</u>		<u>930,338</u>
Capital and reserves					
Called up share capital	8		9		9
Profit and loss reserves			<u>922,445</u>		<u>930,329</u>
Total equity			<u>922,454</u>		<u>930,338</u>

The financial statements were approved by the board of directors and authorised for issue on 28 September 2018 and are signed on its behalf by:

Brett Isenberg



Director

Company Registration No. 06391505

Comet Solutions Holdings Limited**Statement of changes in equity****for the period ended 31 December 2017**

	Share capital £	Profit and Loss Reserves £	Total £
Balance at 1 January 2016	9	944,179	944,188
7 months ended 31 July 2016:			
Profit and total comprehensive income for the year	-	41,061	41,061
Dividend paid	-	(54,911)	(54,911)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2016	9	930,329	930,338
Year ended 31 December 2017			
Loss and total comprehensive income for the year	-	(7,884)	(7,884)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2017	9	922,445	922,454
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Comet Solutions Holdings Limited

Notes to the financial statements

for the period ended 31 December 2017

1 Accounting policies

Company information

Comet Solutions Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is 10 Triton Street, Regent's Place, London, United Kingdom, NW1 3BF.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company's parent undertaking, Dentsu Inc., includes the Company in its consolidated financial statements. The consolidated financial statements of Dentsu Inc., are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from www.dentsu.com. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel

Comet Solutions Holdings Limited

Notes to the financial statements

for the period ended 31 December 2017

1 Accounting policies (continued)

1.1 Accounting convention (continued)

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group. Dentsu Inc., a company incorporated in Japan, is the company's ultimate parent undertaking and controlling party. The largest group of undertakings for which group financial statements are prepared and which include the results of the company, are the consolidated financial statements of Dentsu Inc.. The smallest group of undertakings for which group financial statements are prepared and which include the results of the company, are the consolidated statements of Dentsu Aegis Network Ltd, a company incorporated in the UK. Copies of these financial statements can be obtained from Companies House.

1.2 Reporting period

The current financial period runs from 1st August 2016 to 31st December 2017, being 17 months. The reason for using a longer period is to realign the year end with the group requirements. The comparative period presented in the financial statements is a 7 month period.

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.4 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Comet Solutions Holdings Limited

Notes to the financial statements (continued)

for the period ended 31 December 2017

1 Accounting policies (continued)

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Comet Solutions Holdings Limited

Notes to the financial statements (continued)

for the period ended 31 December 2017

1 Accounting policies (continued)

1.5 Financial instruments (continued)

Basic financial liabilities (continued)

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Fixed asset investments

	2017 £	2016 £
Investments in subsidiaries	2,658	2,658

Details of the company's subsidiaries:

Name	Nature of Business	Registered Office	Class of share held	2017 Direct	2017 Indirect	2016 Direct	2016 Indirect
Merkle S.L.	IT Consultancy Services	A	Ordinary	99.97%	0.03%	99.97%	0.03%
Comet Solutions Informatica S.L.	IT Consultancy Services	B	Ordinary	-	-	-	100%
Merkle UK Two Limited	IT Consultancy Services	C	Ordinary	100%	-	100%	-

Registered offices:

A	Av. Diagonal 177, 7a planta, 08018, Barcelona, Spain
B	Av. Diagonal 177, 7a planta, 08018, Barcelona, Spain
C	10 Triton Street, Regents Place, London, NW1 3BF

Comet Solutions Holdings Limited

Notes to the financial statements (continued)

for the period ended 31 December 2017

3 Employees and directors

The average number of persons (excluding directors) employed by the company during the year was nil (2016: Nil). Directors' remuneration is £Nil for the period ended 31 December 2017 because the directors were employed and remunerated by other companies within the Merkle Group.

4 Taxation

	2017 £	2016 £
Current tax		
UK corporation tax on profits for the current period	-	-

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

(Loss)/profit before taxation	(7,884)	41,061
Expected tax charge based on standard rate of corporation tax of 19.25% (2016: 20%)	(1,518)	8,212
Tax effect of expenses not deductible in determining taxable profit	-	912
Non-taxable income	(25)	(10,982)
Group relief	1,544	(1,858)
Utilisation of tax losses	(1)	-
	-	-

5 Interest receivable and similar income

	2017 £	2016 £
Interest receivable and similar income includes the following:		
Income from shares in group undertakings	-	54,911

6 Debtors

	2017 £	2016 £
Amounts falling due within one year:		
Amounts owed by group undertakings	934,796	937,630

Comet Solutions Holdings Limited

Notes to the financial statements (continued)

for the period ended 31 December 2017

7 Creditors: amounts falling due within one year

	2017	2016
	£	£
Other creditors	15,000	9,950

8 Called up share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and fully paid		
33 A Ordinary of 9p each	3	3
33 B Ordinary of 9p each	3	3
22 C Ordinary of 9p each	2	2
12 D Ordinary of 9p each	1	1
	9	9

9 Ultimate parent company and parent company of larger group

The immediate parent undertaking is Merkle Marketing Limited, a company incorporated in the UK.

The ultimate parent undertaking is Dentsu Inc, a company incorporated in Japan.

The smallest group that prepares publically available accounts in which the company is consolidated is Dentsu Aegis Network Limited. Copies of the group financial statements are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The largest group that prepares publically available accounts in which the company is consolidated is Dentsu Inc. Copies of the group financial statements are available from its head office 1-8-1 Higashi-shimbashi, Minato-ku, Tokyo 105-7001, Japan.