

These accounts are being filed as part of the  
subsidiary package for Lakestar Media Limited,  
company number: 6413960

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# IPG Holdings (UK) Limited

**Directors' Report, Strategic Report  
and Consolidated Financial Statements**  
Year ended 31 December 2016

**Registered Number: 2353279**



# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2016

The directors present their strategic report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2016.

### Principal activities and review of business

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

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

CMGRP Holdings Limited  
Complete Medical Group Worldwide Limited  
Creation Communications Limited  
Engels (No.1) Limited  
Jack Morton Worldwide Limited  
Lowe International Limited  
Lowe Investments Limited (Mauritius)  
McCann-Erickson Advertising limited  
McCann-Erickson Central limited  
McCann-Erickson EMEA Limited  
McCann-Erickson Network limited  
McCann-Erickson UK Group Limited  
McCann Manchester Limited  
Mediabrand Belgium S.A.  
Mediabrand International limited  
Mediabrand Limited  
MullenLowe London Limited  
MullenLowe Group Limited  
Rapport Outdoor Limited

The Group's consolidated profit for the financial year was £6.6m (2015: loss of £0.7m). The consolidated profit for the financial year has been transferred to reserves. The directors consider that the result for the year is in line with expectations. The Group had net assets of £43.7m as at 31 December 2016 (2015: net assets of £67.5m).

On 6 January 2016 the Group acquired the entire issued share capital of Mubaloo Limited.

On 5 February 2016 the Group acquired the entire issued share capital of The Brooklyn Brothers Limited.

On 29 July 2016 the Group acquired the entire issued share capital of Stickyeyes Limited.

On 31 August 2016 the Group acquired the entire issued share capital of Wellset Repro Limited.

During the year, the Company received dividends to the value of £33m (2015: £77m) and paid a dividend of £26m (2015: £59m).

### Branches outside the UK

The Group has no trading branches outside the UK.

# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2016 (continued)

### Future developments, strategy and key performance indicators

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

The Group has two reportable segments, which are the Integrated Agency Networks ("IAN") and Constituency Management Group ("CMG"). IAN is comprised of McCann, MullenLowe, Mediabrands and FCB, our digital specialist agencies and our domestic integrated agencies. CMG and Other comprise of a number of our specialist marketing services offerings. Their results for the financial year ended 31 December 2016 and 31 December 2015 are shown below:

2016	CMG	MullenLowe	Mediabrands	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	177,755	130,756	636,350	45,780	398,996	108,543	1,498,180
Gross profit	82,431	61,351	96,941	25,238	164,329	46,469	476,759
Operating profit/(loss)	11,967	(5,247)	3,235	506	11,256	(10,028)	11,689
Operating margin	6.7%	(4.0%)	0.5%	1.1%	2.8%	(9.2%)	0.8%
Employee costs	50,266	37,796	54,916	16,907	116,554	29,494	305,933
Employee costs as % of revenue	61.0%	61.6%	56.6%	67.0%	70.9%	63.5%	64.0%
2015	CMG	MullenLowe	Mediabrands	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	132,158	165,647	570,162	48,596	384,459	122,315	1,423,337
Gross profit	65,713	66,493	75,904	26,706	151,893	42,652	429,361
Operating profit/(loss)	6,881	(2,668)	5,674	1,382	8,904	(7,092)	13,081
Operating margin	5.2%	(1.6%)	1.0%	2.8%	2.3%	(5.8%)	0.9%
Employee costs	43,896	35,531	44,069	16,489	105,775	22,830	268,590
Employee costs as % of revenue	66.8%	53.4%	58.1%	61.7%	69.6%	58.2%	63.1%

The companies which comprise the "Other" trading group are agencies independent of the five other major trading groups and are mainly involved in the advertising business in the USA.

# **IPG Holdings (UK) Limited**

## **Strategic Report for the year ended 31 December 2016 (continued)**

### **Exceptional items**

There were no exceptional items during the financial year.

### **Principal risks and uncertainties**

From the perspective of the Group, the principal risks and uncertainties are integrated with the principal risks of the IPG Group and are not managed separately. These risks are discussed in the IPG Group annual report for the year ended 31 December 2016, which does not form part of this report. Copies of IPG Group's consolidated financial statements can be obtained from:

The Interpublic Group of Companies, Inc.  
909 Third Avenue  
New York, NY 10022, U.S.A.

On behalf of the Board:



Warren Spencer Kay  
Director

19 September 2017

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2016

The directors present their report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the financial year ended 31 December 2016.

The Group's UK subsidiary companies are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A. A list of these UK companies can be found in note 27.

### Future developments

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

### Dividends

During the year, the Company paid a dividend of £26m (2015: £59m). The directors do not recommend the payment of a final dividend.

### Financial risk management objectives and policies

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

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

### Credit risk

The Group has implemented policies to monitor customer debt levels and to ensure that excessive credit is not extended to any particular customer. This provides the Group with visibility of balances and ensures that no further credit is extended in cases where this is not merited. The maximum exposure to principal credit risk at 31 December 2016 was mainly as follows: trade debtors £308,728,000, amounts owed by Group undertakings £58,067,000, other debtors £9,737,000 and prepayments and accrued income £51,350,000 (2015: £266,280,000, £63,259,000, £15,251,000 and £45,814,000 respectively).

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

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

### Liquidity risk

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

### Political donations

The Group made no political donations in 2016 (2015: nil).

### Disabled employees

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

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2016 (continued)

### Employee involvement

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

### Directors

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

	<b>Date of Appointment</b>
Warren Spencer Kay	5 May 2011
Derek John Coleman	29 May 2012
William Francis Cleary	22 May 2014

### Events post statement of financial position

- (a) On 7 July 2017 the Group acquired the entire issued share capital of Salt Limited, a company registered in the UK.  
(b) On 17 August 2017 the Group acquired the entire issued share capital of 101 Projects Limited, a company registered in the UK.

A meaningful estimate of the financial effect of the acquisition cannot be made until their full results for 2017 are available. There were no other material events post year end.

### Statement of directors' responsibilities

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

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

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

The directors are responsible for 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.

The directors 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.

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2016 (continued)

In the case of each director in office at the date the Directors' Report is approved:

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

### Independent auditors

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

On behalf of the Board

A handwritten signature in black ink, appearing to read 'W. Kay' with a stylized flourish extending from the end.

Warren Spencer Kay  
Director

19 September 2017

# **IPG Holdings (UK) Limited**

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

### **Report on the financial statements**

#### **Our opinion**

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

- give a true and fair view of the state of the Group's and company's affairs as at 31 December 2016 and of the group's profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **What we have audited**

The financial statements, included within the Annual Report, comprise:

- the Consolidated statement of financial position as at 31 December 2016 and the Company statement of financial position as at 31 December 2016;
- the Consolidated profit and loss account for the year ended 31 December 2016 and the Consolidated statement of comprehensive income for the year ended 31 December 2016 for the year then ended;
- the Consolidated statement of cash flows for the year ended 31 December 2016 for the year then ended;
- the Consolidated statement of changes in equity for the year ended 31 December 2016 and the Company statement of changes in equity for the year ended 31 December 2016; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **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 addition, in light of the knowledge and understanding of the Group, the Company and their environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.



# IPG Holdings (UK) Limited

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

### Other matters on which we are required to report by exception

#### Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- *adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or*
- the company financial statements are not in agreement with the accounting records and returns.

*We have no exceptions to report arising from this responsibility.*

#### Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

#### What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the group's and the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

# IPG Holdings (UK) Limited

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

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Simon Friend (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

19 September 2017

# IPG Holdings (UK) Limited

## Consolidated profit and loss account for the year ended 31 December 2016

	Note	2016 £000's	2015 £000's
Turnover	5	1,498,180	1,423,337
Cost of sales		(1,021,421)	(993,976)
<b>Gross profit</b>		<b>476,759</b>	<b>429,361</b>
Administrative expenses	6	(465,767)	(416,469)
Distribution costs		(442)	(428)
Other operating income		1,139	617
<b>Operating profit</b>	6	<b>11,689</b>	<b>13,081</b>
Interest receivable and similar income	8	3,171	3,889
Interest payable and similar expenses	7	(7,211)	(8,286)
Exceptional loss on impairment of goodwill	13	-	(4,992)
<b>Profit before taxation</b>		<b>7,649</b>	<b>3,692</b>
Tax on profit	11	(972)	(4,341)
<b>Profit/(loss) on ordinary activities after taxation</b>		<b>6,677</b>	<b>(649)</b>
Non-controlling interests	20	(75)	(63)
<b>Profit/(loss) for the financial year</b>		<b>6,602</b>	<b>(712)</b>

All operations are continuing.

The accompanying notes from pages 18 to 53 form an integral part of these consolidated financial statements.

# IPG Holdings (UK) Limited

## Consolidated statement of comprehensive income for the year ended 31 December 2016

	Note	2016 £000's	2015 £000's
Profit/(Loss) for the financial year		6,677	(649)
Other comprehensive (loss)/income		(66)	209
<b>Total comprehensive income/(loss) for the year</b>		<b>6,611</b>	<b>(440)</b>
<b>Total comprehensive income/(loss) attributable to:</b>			
- owners of the parent		6,536	(491)
- non-controlling interests	20	75	51
		<b>6,611</b>	<b>(440)</b>

# IPG Holdings (UK) Limited

## Consolidated statement of financial position As at 31 December 2016

		2016 £000's	2015 £000's
	Note		
<b>Fixed assets</b>			
Intangible assets	13	285,189	256,593
Tangible assets	12	37,254	32,105
Investments	14	5,628	5,628
Interest in associate	14	33	25
Debtors: amounts falling due after more than one year	15	207	513
		<b>328,311</b>	<b>294,864</b>
<b>Current assets</b>			
Work in progress		35,583	28,448
Debtors: amounts falling due within one year	15	442,904	401,363
Cash at bank and in hand		216,267	211,508
		<b>694,754</b>	<b>641,319</b>
Creditors: amounts falling due within one year	16	(881,596)	(799,447)
<b>Net current liabilities</b>		<b>(186,842)</b>	<b>(158,128)</b>
<b>Total assets less current liabilities</b>		<b>141,469</b>	<b>136,736</b>
Creditors: amounts falling due after more than one year	17	(85,178)	(54,337)
Provisions for liabilities	18	(12,569)	(14,884)
<b>Net assets</b>		<b>43,722</b>	<b>67,515</b>
<b>Capital and reserves</b>			
Called up share capital	19	757	757
Share premium account		1,591	1,591
Capital redemption reserve		100	100
Currency translation reserve		(3,228)	-
Retained earnings		42,543	62,090
<b>Total equity attributable to owners of the parent</b>		<b>41,763</b>	<b>64,538</b>
Non-controlling interests	20	1,959	2,977
<b>Total equity</b>		<b>43,722</b>	<b>67,515</b>

The consolidated and Company financial statements on pages 11 to 53 were approved by the board of directors on 19 September 2017 and signed on its behalf by:



Warren Spencer Kay  
Director  
IPG Holdings (UK) Limited

# IPG Holdings (UK) Limited

## Company statement of financial position as at 31 December 2016

	Note	2016 £000's	2015 £000's
<b>Fixed assets</b>			
Investments	14	290,703	286,567
<b>Current assets</b>			
Debtors: amounts falling due within one year	15	4,801	12,414
Cash at bank and in hand		15,704	-
		20,505	12,414
Creditors: amounts falling due within one year	16	(243,454)	(231,161)
<b>Net current liabilities</b>		(222,949)	(218,747)
<b>Total assets less current liabilities</b>		67,754	67,820
Creditors: amounts falling due after more than one year	17	(33,264)	(33,264)
<b>Net assets</b>		34,490	34,556
<b>Capital and reserves</b>			
Called-up share capital	19	757	757
Share premium account		1,591	1,591
Capital redemption reserve		100	100
Retained earnings		32,042	32,108
<b>Total equity</b>		34,490	34,556

The consolidated and Company financial statements on pages 11 to 53 were approved by the board of directors on 19 September 2017 and signed on its behalf by:



Warren Spencer Kay  
Director  
IPG Holdings (UK) Limited

# IPG Holdings (UK) Limited

## Consolidated statement of changes in equity for the year ended 31 December 2016

	Called up share capital	Share premium account	Capital redemption reserve	Currency Translation Reserve	Retained earnings	Amounts due to owners of the parent	Non- controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2015	757	1,591	100	-	121,645	124,093	2,926	127,019
(Loss) for the financial year	-	-	-	-	(712)	(712)	63	(649)
Other comprehensive income / loss	-	-	-	-	221	221	(12)	209
Total comprehensive (loss) / income for the year	-	-	-	-	(491)	(491)	51	(440)
Acquisition of non- controlling interests	-	-	-	-	-	-	-	-
Dividends paid (note 19)	-	-	-	-	(59,064)	(59,064)	-	(59,064)
Total transactions with owners, recognised directly in equity	-	-	-	-	(59,064)	(59,064)	-	(59,064)
At 31 December 2015 and 1 January 2016	757	1,591	100	-	62,090	64,538	2,977	67,515
Profit for the financial year	-	-	-	-	6,602	6,602	74	6,676
Other comprehensive (loss) / income	-	-	-	(3,228)	(67)	(3,295)	1	(3,294)
Total comprehensive income for the year	-	-	-	(3,228)	6,535	3,307	75	3,382
Acquisition of non- controlling interests (note 20)	-	-	-	-	-	-	(1,093)	(1,093)
Dividends paid (note 19)	-	-	-	-	(26,082)	(26,082)	-	(26,082)
Total transactions with owners, recognised directly in equity	-	-	-	-	(26,082)	(26,082)	(1,093)	(27,175)
At 31 December 2016	757	1,591	100	(3,228)	42,543	41,763	1,959	43,722

# IPG Holdings (UK) Limited

## Company statement of changes in equity for the year ended 31 December 2016

	Called up share capital	Share premium account	Capital redemption reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
At 1 January 2015	757	1,591	100	17,647	20,095
Profit for the financial year and total comprehensive income	-	-	-	73,461	73,461
Dividend paid (note 19)	-	-	-	(59,000)	(59,000)
Total transactions with owners, recognised directly in equity	-	-	-	(59,000)	(59,000)
At 31 December 2015 and 1 January 2016	757	1,591	100	32,108	34,556
Profit for the financial year and total comprehensive income	-	-	-	25,934	25,934
Dividend paid (note 19)	-	-	-	(26,000)	(26,000)
Total transactions with owners, recognised directly in equity	-	-	-	(26,000)	(26,000)
At 31 December 2016	757	1,591	100	32,042	34,490



# IPG Holdings (UK) Limited

## Consolidated statement of cash flows for the year ended 31 December 2016

	Note	2016 £'000	2015 £'000
<b>Cash flow from operating activities</b>			
<b>Profit/(Loss) for the financial year after tax</b>		<b>6,602</b>	<b>(712)</b>
<i>Adjustments for:</i>			
Tax on profit		972	4,341
Net interest expense	7 & 8	4,040	4,409
Non-controlling interests	20	75	51
Exceptional loss on impairment of consolidation goodwill		-	4,992
<b>Operating profit</b>		<b>11,689</b>	<b>13,081</b>
Amortisation of intangible assets	13	28,211	21,994
Depreciation of tangible assets	12	7,528	7,145
Loss on disposal of tangible assets	6	448	45
(Increase)/Decrease in provisions		(2,315)	1,867
Bad debt provision		11,763	253
Foreign exchange (loss)/gain on overseas investments		(67)	218
<b>Working capital movements:</b>			
(Increase) in work in progress		(7,135)	(3,536)
(Increase)/Decrease in debtors		(56,097)	24,960
Increase/(Decrease) in payables		66,145	(20,180)
<b>Net cash generated from operations</b>		<b>60,170</b>	<b>45,848</b>
UK taxation paid	11	(2,500)	(1,000)
<b>Net cash generated from operating activities</b>		<b>57,670</b>	<b>44,848</b>
<b>Cash flows from investing activities</b>			
Cash acquired from acquisitions	26	8,392	3,805
Purchase of tangible assets	12	(13,792)	(9,495)
Proceeds from disposal of tangible assets		669	103
Interest in associated undertakings		(10)	36
Cash paid on existing acquisition obligations		(7,399)	(3,604)
Cash paid for new acquisitions in the year		(30,496)	(11,120)
Payment to acquire non-controlling interest	20	(2,188)	-
<b>Net cash (used in) investing activities</b>		<b>(44,824)</b>	<b>(20,275)</b>
<b>Cash flows from financing activities</b>			
Dividends paid	19	(26,082)	(59,064)
Interest paid	7	(7,211)	(8,286)
Interest received	8	3,171	3,889
<b>Net cash (used in) financing activities</b>		<b>(30,122)</b>	<b>(63,461)</b>
Exchange gains on cash and cash equivalents		1,624	1,506
<b>Net (decrease) in cash and cash equivalents</b>		<b>(15,652)</b>	<b>(37,382)</b>
<b>Cash and equivalents at beginning of year consist of:</b>			
Cash at bank and in hand		211,508	262,352
Bank loans and overdrafts		(439,109)	(452,571)
<b>Cash and equivalents</b>		<b>(227,601)</b>	<b>(190,219)</b>
<b>Cash and equivalents at end of year consist of:</b>			
Cash at bank and in hand		216,267	211,508
Bank loans and overdrafts		(459,520)	(439,109)
<b>Cash and equivalents</b>		<b>(243,253)</b>	<b>(227,601)</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016

### 1 General information

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

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is 3 Grosvenor Gardens, London, SW1W 0BD.

### 2 Statement of compliance

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

### 3 Summary of significant accounting policies

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

The Company has presented both the consolidated and Company statements of financial position and changes in equity and has not presented the Company's profit and loss account as permitted by section 408 of the Companies Act 2006.

#### a) Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

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

#### b) Going concern

The Company statement of financial position set out on page 14 shows that the Company has net assets of £34,490,000 (2015: £34,556,000). The Interpublic Group of Companies, Inc., the ultimate holding company of the Company, has confirmed its present intention to continue to provide financial support to the Company so as to enable it to meet its liabilities as and when they fall due and to carry on its business without any significant curtailment of operations for the foreseeable future and for not less than 12 months from the date of approval of the statutory financial statements of the Company for the year ended 31 December 2016.

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### c) Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiaries *undertakings made up to 31 December 2016*.

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

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

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

Where control of a subsidiary is achieved in stages, the initial acquisition that gave the Group control is accounted for as a business combination (note 26). Thereafter, when the Group increases its controlling interest in a subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are *made to the carrying value of assets, liabilities or provisions for contingent liabilities*.

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

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

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

#### d) Revenue recognition

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

Client contracts are complex arrangements that may include provisions for incentive compensation and vendor rebates and credits. The Group's largest clients are multinational entities and, as such, the Group provide services to these clients out of multiple offices and across many of our agencies within the Group or with related companies. In arranging for such services, it is possible that the Group enters into global, regional and local agreements. *Agreements of this*

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### d) Revenue recognition (continued)

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

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

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

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

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

The majority of our revenue is recorded as the net amount of our gross billings less pass-through expenses charged to a client which are included as costs of sales. In most cases, the amount that is billed to clients significantly exceeds the amount of revenue that is earned and reflected in our consolidated financial statements because of various pass-through expenses, such as production and media costs. We assess whether our agency or the third-party supplier is the primary obligor, and we evaluate the terms of our client agreements as part of this assessment. In addition, we give appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the supplier. Because we operate broadly as an advertising agency, based on our primary lines of business and given the industry practice to generally record revenue on a net versus gross basis, we believe that there must be strong evidence in place to overcome the presumption of net revenue accounting. Accordingly, we generally record revenue net of pass-through charges as we believe the key indicators of the business suggest we generally act as an agent on behalf of our clients in our primary lines of business. In those businesses where the key indicators suggest we act as a principal (primarily sales promotion and event, sports and entertainment marketing), we record the gross amount billed to the client as revenue and the related incremental direct costs incurred as office and general expenses. In general, we also report revenue net of taxes assessed by governmental authorities that are directly imposed on our revenue-producing transactions.

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### d) Revenue recognition (continued)

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

#### (e) Interest income

Interest income is recognised using the effective interest rate method.

#### (f) Dividend income

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

#### g) Employee benefits

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

##### i) Short term benefits

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

##### ii) Pension costs

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

Certain companies within the Group operate a defined contribution pension scheme. The assets of the scheme are held separately from those companies in an independently administered fund. The pension cost charge disclosed in note 6 represents contributions payable by those companies to the fund.

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

##### iii) Annual bonus plan

Certain companies within the Group operate an annual bonus plan for some employees. An expense is recognised in the profit and loss account when the company within the Group has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### g) Employee benefits (continued)

##### iv) Incentive compensation plans

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

The movement in cumulative expense since the previous statement of financial position date is recognised in the profit and loss account, with a corresponding entry in creditors.

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

#### h) Foreign currencies

The Group's functional and presentation currency is pound sterling. Assets and liabilities in foreign currencies, including those of its non-United Kingdom subsidiaries whose functional and presentation currency is not pound sterling, are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences arising from the revaluation of foreign currency assets and liabilities are taken to the profit and loss account during the year.

#### i) Borrowing costs

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

#### j) Leases

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

#### k) Lease incentives

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

#### l) Exceptional items

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### (m) Taxation

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

Current and deferred taxation assets and liabilities are not discounted.

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

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

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

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

#### (n) Intangible assets

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

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

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

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

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 4 Summary of significant accounting policies (continued)

#### o) Tangible fixed assets

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

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

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

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

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

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

#### p) Investments

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

#### q) Impairment of non-financial assets

At each statement of financial position date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit). If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation.

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



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### r) Work in progress

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

#### s) Financial instruments

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

##### (i) Financial assets

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

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

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

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

##### (ii) Financial liabilities

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

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

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

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 3 Summary of significant accounting policies (continued)

#### t) Cash and cash equivalents

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

#### u) Deferred income

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

#### v) Provisions

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

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provision is not made for future operating losses.

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

#### w) Called up share capital

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

#### x) Distributions to equity holders

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

#### y) Related party disclosures

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

#### z) Netting off policy

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

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 4 Critical accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group and the Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

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

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 12 for the carrying amount of the tangible assets, and note 3(o) for the useful economic lives for each class of assets.

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

The annual amortisation charge for goodwill is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually. The useful economic life of the assets are amended when necessary to reflect current estimates, based on historic and expected future performance of the asset. See note 13 for the carrying amount of the goodwill.

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

The companies within the Group make an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors, including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the net carrying amount of the debtors and associated impairment provision.

(iv) Carrying value of investments (note 14)

The Company makes an estimate of the recoverable value of its investments in subsidiaries. When assessing the potential impairment of investments, management considers factors including whether there has been a triggering event that requires an impairment test to be carried out. If the reasons for the impairment provision cease to apply, the directors will consider reversing the impairment to restore the investment to its recoverable amount. Discounted cash flow model based on forecasted financial performance will be used to calculate the recoverable amount. See note 14 for the carrying value of investments.

(v) Impairment of amounts owed by Group undertakings

The Company makes an estimate of the recoverable value of amounts owed by Group undertakings. When assessing impairment of amounts owed by Group undertakings, management considers factors including the current credit rating, the ageing profile and historical experience. See note 15 for the net carrying amount of amounts owned by Group undertakings.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 5 Segmental reporting

	2016 £000's	2015 £000's
<b>Turnover by segment</b>		
IAN	1,320,425	1,291,179
CMG	177,755	132,158
	<b>1,498,180</b>	<b>1,423,337</b>

The Group has two reportable segments, which are the Integrated Agency Networks ("IAN") and Constituency Management Group ("CMG"). IAN is comprised of McCann, FCB, MullenLowe, Mediabrands, our digital specialist agencies and our domestic integrated agencies. CMG comprise of a number of our specialist marketing services offerings. The segmental analysis is consistent with that of the consolidated financial statements of The Interpublic Group of Companies, Inc., which is the largest entity into which this Group is consolidated.

	2016 £000's	2015 £000's
<b>Turnover by origin</b>		
United Kingdom	1,140,228	1,124,087
Rest of Europe	355,475	298,369
Middle East and Far East	-	-
Rest of World	2,477	881
	<b>1,498,180</b>	<b>1,423,337</b>

	2016 £000's	2015 £000's
<b>Profit / (loss) on ordinary activities before taxation by origin</b>		
United Kingdom	11,876	307
Rest of Europe	(6,502)	2,674
Middle East & Far East	1,914	1,469
Rest of World	361	(758)
	<b>7,649</b>	<b>3,692</b>

	2016 £000's	2015 £000's
<b>Net assets / (liabilities) by origin</b>		
United Kingdom	(2,820)	16,947
Rest of Europe	18,696	22,896
Middle East & Far East	28,414	28,422
Rest of world	(568)	(750)
	<b>43,722</b>	<b>67,515</b>

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 6 Operating profit

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

	Notes	2016 £000's	2015 £000's
<b>Employee costs</b>	9 & 10	<b>305,933</b>	268,590
<b>Depreciation</b>			
- tangible assets	12	<b>7,528</b>	7,145
<b>Amortisation</b>			
- goodwill, trademarks and customer lists	13	<b>28,211</b>	21,994
<b>Remuneration of auditors</b>			
- audit of the Company and the Group's consolidated financial statements		<b>763</b>	802
- other audit fees for Group reporting		<b>123</b>	170
<b>Bad debt - provision increase</b>		<b>11,763</b>	253
<b>Loss on disposal of tangible assets</b>		<b>448</b>	45
<b>Exchange loss</b>		<b>1,106</b>	1,350
<b>Operating lease rentals</b>			
- plant and machinery		<b>423</b>	432
- office space		<b>25,381</b>	20,137
- other		<b>566</b>	561
<b>Rental income receivable</b>		<b>(8,825)</b>	(8,534)

### 7 Interest payable and similar expenses

	2016 £000's	2015 £000's
Interest payable to Group undertakings	<b>1,782</b>	2,579
Interest payable on bank overdrafts	<b>4,882</b>	5,100
Unwinding of discount	<b>547</b>	607
	<b>7,211</b>	8,286

### 8 Interest receivable and similar income

	2016 £000's	2015 £000's
Interest receivable and similar income	<b>3,171</b>	3,889

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 9 Employee costs

	2016 £000's	2015 £000's
Wages and salaries (including directors)	237,480	212,505
Social security costs	30,812	28,076
Defined contribution pension costs (note 25)	10,206	9,900
Defined benefit pension costs (note 25)	10,079	8,876
Severance expense	4,757	4,603
Share based payments costs (note 24)	5,251	1,963
Miscellaneous, non-share based incentives and other costs	7,348	2,667
<b>Employee costs</b>	<b>305,933</b>	<b>268,590</b>

The Company had no employees during the year (2015: none).

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

	2016 Number	2015 Number
United Kingdom	3,885	3,510
Rest of Europe	546	604
North America	17	10
Rest of world	0	1
<b>Average monthly number employed</b>	<b>4,448</b>	<b>4,125</b>

### Key management compensation

The Company paid no key management compensation during the year (2015: nil).

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

### 10 Directors' emoluments

The remuneration of the directors for the year was borne by Interpublic Limited and The Interpublic Group of Companies, Inc., the Company's ultimate parent company. The charge to IPG Holdings (UK) Limited for the year was nil (2015: nil) as the directors received no remuneration with respect to their services to the Company in the financial year.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 11 Tax on profit

	2016 £'000	2015 £'000
<b>Current taxation</b>		
UK corporation taxation		
- Subsidiary undertakings	(332)	2,624
Foreign taxation		
- Subsidiary undertakings	3,232	1,506
	<b>2,900</b>	<b>4,130</b>
Adjustments in respect of prior years		
- UK corporation taxation	(456)	(67)
- Foreign taxation	(15)	(81)
	<b>(471)</b>	<b>(148)</b>
<b>Total current taxation</b>	<b>2,429</b>	<b>3,982</b>
<b>Deferred taxation</b>		
Adjustments in respect of prior years	(15)	(112)
Origination & reversal of timing differences	(1,580)	(179)
Effect of change in the tax rate	138	650
<b>Total deferred taxation</b>	<b>(1,457)</b>	<b>359</b>
<b>Tax on profit</b>	<b>972</b>	<b>4,341</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 11 Tax on profit (continued)

#### Factors affecting the tax charge for the year

The tax assessed for the year is lower (2015: higher) than the standard rate of corporation tax in the UK of 20% (2015: 20.25%). The difference is explained below:

	2016 £'000	2015 £'000
<b>Profit before taxation</b>	<b>7,649</b>	<b>3,692</b>
Profit multiplied by the standard rate of corporation tax in the UK of 20% (2015: 20.25%)	1,530	748
Effects of:		
Expenses not deductible for taxation purposes	4,237	5,875
Effect of change in the tax rate	138	650
Group relief for nil consideration	(3,701)	(1,071)
Unrecognised deferred tax	(2,208)	(2,611)
Foreign taxation	1,649	1,010
Income exempt from taxation	(187)	-
Adjustments in respect of prior years	(486)	(260)
<b>Total tax charge for the year</b>	<b>972</b>	<b>4,341</b>

A reduction in the rate of UK corporation tax from 21% to 20% took effect on 1 April 2015. Further reductions in the main rate of UK corporation tax to 19% from 1 April 2017, and then to 17% from 1 April 2020 have been substantively enacted.

At 31 December 2016 there were unused trading and non-trading losses of £53.9 million (2015: £51.6 million) that are available indefinitely for offset against the Group's future taxable profits, and capital losses of £126.3 million (2015: £126.1m) available indefinitely for offset against the Group's future taxable capital gains.

The aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income is nil, (2015: nil).

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



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 12 Tangible assets

	Freehold land and buildings	Long leasehold & leasehold improvements	Computer equipment	Equipment, fixtures & fittings	Asset retirement obligation	Total
	£000's	£000's	£000's	£000's	£000's	£000's
<b>Cost</b>						
At 1 January 2016	15,628	26,534	20,486	25,461	5,057	93,166
Additions	172	5,116	2,448	4,370	788	12,894
Disposals	-	(4,370)	(1,350)	(1,762)	(1,467)	(8,949)
Acquisitions	-	189	750	1,094	171	2,204
Exchange adjustment	-	149	240	320	-	709
<b>At 31 December 2016</b>	<b>15,800</b>	<b>27,618</b>	<b>22,574</b>	<b>29,483</b>	<b>4,549</b>	<b>100,024</b>
<b>Accumulated depreciation</b>						
At 1 January 2016	4,695	16,591	16,979	20,089	2,705	61,059
Charge for the year	374	2,130	1,888	2,561	575	7,528
Disposals	-	(3,578)	(1,250)	(1,679)	(1,266)	(7,773)
Acquisitions	-	-	501	794	51	1,346
Exchange adjustment	-	188	193	229	-	610
<b>At 31 December 2016</b>	<b>5,069</b>	<b>15,331</b>	<b>18,311</b>	<b>21,994</b>	<b>2,065</b>	<b>62,770</b>
<b>Net book amount</b>						
<b>At 31 December 2016</b>	<b>10,731</b>	<b>12,287</b>	<b>4,263</b>	<b>7,489</b>	<b>2,484</b>	<b>37,254</b>
At 31 December 2015	10,933	9,943	3,507	5,370	2,352	32,105

The Company had no tangible assets as at 31 December 2016 (2015: nil)

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 13 Intangible assets

	Goodwill	Customer lists	Trademarks	Total
	£000's	£000's	£000's	£000's
<b>Cost</b>				
At 1 January 2016	440,917	2,500	537	443,954
Additions (note 26)	46,675	9,600	1,777	58,052
Revaluations	(1,258)	-	-	(1,258)
Exchange movements	301	-	(36)	265
<b>At 31 December 2016</b>	<b>486,635</b>	<b>12,100</b>	<b>2,278</b>	<b>501,013</b>
<b>Accumulated amortisation</b>				
At 1 January 2016	187,178	70	113	187,361
Charge for the year	27,449	592	170	28,211
Disposals	-	-	-	-
Exchange movements	288	-	(36)	252
<b>At 31 December 2016</b>	<b>214,915</b>	<b>662</b>	<b>247</b>	<b>215,824</b>
<b>Net book amount</b>				
<b>At 31 December 2016</b>	<b>271,720</b>	<b>11,438</b>	<b>2,031</b>	<b>285,189</b>
<b>At 31 December 2015</b>	<b>253,739</b>	<b>2,430</b>	<b>424</b>	<b>256,593</b>

Additions relate to the acquisition of four companies. The acquisitions are all companies registered in the United Kingdom and are Mubaloo Limited, The Brooklyn Brothers Limited, Stickyeyes Limited and Wellset Repro Limited (Note 26).

Amortisation charge for the year includes £1,625,000 relating to companies which have either ceased to trade or are in the process of being disposed.

The Company had no intangible assets at 31 December 2016 (2015: nil).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 14 Investments

#### Group

##### Investments:

	£000's
<b>Investments at cost</b>	
<b>At 31 December 2016</b>	<b>5,628</b>
At 31 December 2015	5,628

##### Interest in associate:

	£000's
At 1 January 2016	25
Share of operating profit for the financial year	3
Disposals	-
Exchange adjustment	5
<b>At 31 December 2016</b>	<b>33</b>
At 31 December 2015	25

The associated undertaking within the Group is Magna Global Polska S.p. z.o.o. (incorporated in Poland)

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 14 Investments (continued)

The Group has the following investments:

Entity	Country of incorporation	Principal activity	Status	Percentage holding
IPG PFP Scottish Limited Partnership	UK	Pension investments	Trading	16.67%
Lowe & Partners/SMS Inc.	USA	Holding company	Holding company	15.40%

#### Company

<b>Investment in subsidiaries:</b>	<b>£'000</b>
<b>Cost</b>	
At 1 January 2016	327,470
Additions	12,013
Disposals	(35,877)
<b>At 31 December 2016</b>	<b>303,606</b>
<b>Accumulated provision for impairment:</b>	
At 1 January 2016	40,903
Additions	2,865
Disposals	(30,865)
<b>At 31 December 2016</b>	<b>12,903</b>
<b>Net book amount:</b>	
<b>At 31 December 2016</b>	<b>290,703</b>
At 31 December 2015	286,567

During the year, the Company acquired new shares in Interpublic GIS (UK) Limited to the value of £7,000,000. Subsequently, the entire share capital of Interpublic GIS (UK) Limited was transferred to CMGRP Holdings Limited at fair market value (£5,013,202) in exchange for new shares in CMGRP Holdings Limited.

#### Impairment in carrying value

In accordance with Financial Reporting Standard 11 "Impairment of fixed assets and goodwill", an impairment review has been performed where a triggering event has occurred demonstrating an indicator of impairment. No impairment indicators were identified by management and the directors believe that the carrying value of investments is supported by their underlying net assets.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 15 Debtors

	Group	Group	Company	Company
	2016	2015	2016	2015
	£000's	£000's	£000's	£000's
Trade debtors	308,728	266,280	-	-
Amounts owed by Group undertakings	58,067	63,259	75	10,195
Amounts owed by interest in associates	670	42	-	-
Other debtors	9,737	15,251	-	-
Other taxation	2,327	1,791	-	-
Corporation tax	6,520	3,023	4,714	2,213
Deferred taxation (see below)	5,505	5,903	-	-
Prepayments and accrued income	51,350	45,814	12	6
	<b>442,904</b>	<b>401,363</b>	<b>4,801</b>	<b>12,414</b>

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

### Debtors: amounts falling due after more than one year

	Group	Group	Company	Company
	2016	2015	2016	2015
	£000's	£000's	£000's	£000's
Other debtors	207	513	-	-

### Deferred taxation

Group	2016	2015
	£000's	£000's
Accelerated capital allowances	3,030	3,633
Trading losses and non-trading deficits	1,443	1,560
Other short term timing differences	1,032	710
<b>Total deferred tax asset</b>	<b>5,505</b>	<b>5,903</b>

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

### Group

	£000's
At 1 January 2016	5,903
Credit to profit and loss account	1,457
Additions	(1,926)
Exchange adjustment	71
<b>At 31 December 2016</b>	<b>5,505</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

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

	Group	Group	Company	Company
	2016	2015	2016	2015
	£000's	£000's	£000's	£000's
Bank loans and overdrafts	459,520	439,109	229,898	217,587
Trade creditors	173,109	156,146	-	-
Amounts owed to Group undertakings	51,865	33,211	13,309	13,397
Amounts owed to interest in associates	216	313	-	-
Corporation tax	5,254	3,099	-	-
Other creditors including taxation and social security	62,691	52,606	-	-
Incentive compensation plans	1,165	1,063	-	-
Accruals and deferred income	119,636	104,664	247	177
Acquisition / earn-out deferred consideration	8,140	9,236	-	-
	<b>881,596</b>	<b>799,447</b>	<b>243,454</b>	<b>231,161</b>

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

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

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

	Group	Group	Company	Company
	2016	2015	2016	2015
	£000's	£000's	£000's	£000's
Amounts owed to Group undertakings	33,264	33,264	33,264	33,264
Other creditors	1,776	1,991	-	-
Incentive compensation plans	2,332	1,002	-	-
Deferred lease credits	9,776	5,562	-	-
Accruals and deferred income	251	114	-	-
Acquisition and earn-out deferred consideration	37,779	12,404	-	-
	<b>85,178</b>	<b>54,337</b>	<b>33,264</b>	<b>33,264</b>

Loans of £33,264,000 (2015: £33,264,000) owed to Group undertakings are interest bearing at a rate of 5.06% (2015 5.06%) and are repayable in December 2021. All intercompany loans are unsecured.

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

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 18 Provisions for liabilities

	Credits, discounts and rebates	Onerous lease	Asset retirement obligations	Other provisions	Total
	£000's	£000's	£000's	£000's	£000's
<b>At 1 January 2016</b>	6,048	94	8,480	262	14,884
Additions	-	-	918	-	918
Charge / (credit) to profit and loss	197	-	185	-	382
Unwinding of discount	-	3	244	-	247
Released to profit and loss	(193)	(3)	(2,260)	(88)	(2,544)
Transfers	-	-	22	(199)	(177)
Exchange adjustment	38	-	-	27	65
Utilisation	(42)	(94)	(1,070)	-	(1,206)
<b>At 31 December 2016</b>	<b>6,048</b>	<b>0</b>	<b>6,519</b>	<b>2</b>	<b>12,569</b>

#### Credits, discounts and other rebates

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

#### Asset retirement obligations

The Group has a provision for liabilities relating to dilapidation costs on a number of leased properties. The provision is expected to be utilised when the respective leases terminate between 2017 and 2027.

### 19 Share capital and dividends

	2016 Number (000's)	2015 Number (000's)	2016 £'000	2015 £'000
<b>Allotted and fully paid:</b>				
Ordinary shares of £1 each	757	757	757	757

#### Dividends

During the financial year, the Company paid dividends of £26,082,000 (2015: £59,064,000), including £82,000 to non-controlling interests (2015: £64,000). The Company had no liability to pay any dividends at 31 December 2016 (2015: nil) and no dividends were proposed prior to the date of approval of the financial statements. The dividend paid in the year to the Company's shareholder was equal to £34.33 per ordinary share (2015: £77.91) with 757,277 shares in issue (2015: 757,277 shares in issue).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 20 Non-controlling interest

	2016	2015
	£'000	£'000
At 1 January 2016	2,977	2,926
Minority's share of the profit for the year	91	191
Minority's share of net (liabilities)	(16)	(140)
Minority interest purchased	(1,093)	-
<b>At 31 December 2016</b>	<b>1,959</b>	<b>2,977</b>

### 21 Capital and other commitments

The Group and the Company had no material capital commitments at 31 December 2016 (2015: nil)

#### Operating lease commitment

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

	2016	2015
	£'000	£'000
<b>Payments due:</b>		
- Not later than one year	19,871	14,065
- Later than one year and not later than five years	59,743	44,863
- Later than five years	49,623	33,007
<b>Total future minimum lease commitments</b>	<b>129,237</b>	<b>91,935</b>

The increase in operating lease commitments was due to certain subsidiaries entering into new leases in the year.

#### Operating lease income

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

	2016	2015
	£'000	£'000
<b>Income due:</b>		
<b>Buildings</b>		
- Not later than one year	563	1,596
- Later than one year and not later than five years	2,238	1,303
- Later than five years	648	647
<b>Total future minimum lease income</b>	<b>3,449</b>	<b>3,546</b>



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 22 Guarantees

The Company has issued a financial guarantee to its subsidiaries in relation to the financial year ended on 31 December 2016 under s479C of the Companies Act 2006.

### 23 Contingent liabilities

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

### 24 Share based payments

The Interpublic Group of Companies, Inc. issues stock and cash based incentive awards to employees under a plan established by The Interpublic Group of Companies, Inc., and, along with other companies in the IPG Group, participates in The Interpublic Group of Companies, Inc. long term incentive plans. Refer to The Interpublic Group of Companies, Inc. 2016 Form 10-K for further disclosures relating to their long term incentive plans.

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

	2016 £000's	2015 £000's
Total expense recognised for equity-settled share based transactions	5,087	1,893
Total expense recognised for stock options	-	-
Total expense recognised for cash-settled share based transactions	164	70
Total expense recognised for share based transactions	<u>5,251</u>	<u>1,963</u>
Closing liability for cash-settled share based transactions	111	83
Closing liability /other reserves for equity-settled share based transactions	2,541	1,382

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 24 Share based payments (continued)

#### Cash Settled Time Based Restricted Stock Units

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

Upon completion of the vesting period and remaining in employment, the grantee is entitled, at the discretion of The Interpublic Group of Companies, Inc.'s compensation committee, to receive a payment in cash based on the then fair market value of the corresponding number of shares in common stock. The fair value of cash-settled awards is adjusted at the end of each quarter based on The Interpublic Group of Companies, Inc.'s share price. At 31 December 2016, the market value of The Interpublic Group of Companies Inc. shares was \$23.41 (2015: \$23.28).

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

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

#### Cash Settled Time Based Restricted Stock Units

Movements in the number of cash settled time-based restricted stock units outstanding and their related weighted average fair value prices are as follows:

	2016 No. of stock options	2016 Weighted average fair value (£)	2015 No. of Stock options	2015 Weighted average fair value (£)
Outstanding as at 1 January	15,479	£15.73	15,479	£13.34
Granted during the year	19,105	£15.71	-	-
Transferred (to)/from a group company	-	-	-	-
Cancelled during the year	-	-	-	-
Vested during the year	-	-	-	-
Outstanding at 31 December	34,584	£19.03	15,479	£15.73

No cash payments were made in 2016 (2015: nil) in respect of restricted stock units distributed to participants. Compensation expense in connection with the stock awards was £164,457 in 2016 (2015: £70,356). The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

Total accrued liability in relation to unvested awards as at 31 December 2016 is £110,645 (2015: £82,720).

#### Equity Settled Restricted Stock Units

Awards to be settled in shares are granted to certain key employees and are subject to certain restrictions and vesting requirements, as determined by The Interpublic Group of Companies, Inc.'s compensation committee. The vesting period is generally three years. The fair value of the restricted stock awards is based on The Interpublic Group of Companies, Inc.'s share price on the date the award is granted. No monetary consideration is paid by a recipient for a stock-settled award and the fair value of the shares determined on the grant date is amortized over the vesting period. There were no equity settled restricted stock units awarded to employees prior to 2007.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 24 Share based payments (continued)

#### Equity Settled Restricted Stock Units (continued)

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

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

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

#### Share Settled Performance Related Restricted Stock Units

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

	2016 No. of Stock options	2016 Weighted average fair value (£)	2015 No. of Stock options	2015 Weighted average fair value (£)
Outstanding as at 1 January	571,055	£15.73	488,424	£13.34
Granted during the year	277,953	£15.46	215,191	£14.24
Transferred (to) a Group company	16,547	£15.52	(11,772)	£10.65
Cancelled during the year	(82,337)	£15.41	(12,003)	£12.92
Vested during the year	(97,228)	£14.84	(108,785)	£14.59
Outstanding at 31 December	685,990	£19.03	571,055	£15.73

Compensation expense in connection with the restricted stock awards was £5,086,900 in 2016 (2015: £1,892,792). The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards. The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

#### Stock options

Stock options are granted at an exercise price equal to the market value of The Interpublic Group of Companies, Inc. common stock on the grant date and are thereafter generally exercisable between two and four years from the grant date and expiring ten years from the grant date (or earlier in the case of certain terminations of employment).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 24 Share based payments (continued)

#### Stock options (continued)

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

	2016 No. of Stock options	2016 Weighted average fair value (£)	2015 No. of stock options	2015 Weighted average fair value (£)
Outstanding as at 1 January	4,000	£15.73	30,759	£13.34
Vested during the year	(4,000)	£15.73	(26,759)	£13.34
Outstanding at 31 December	-	-	4,000	£15.73

There were no stock options granted during the year ended 31 December 2016 (2015: nil). The grant-date fair value per option using the Black-Scholes option-pricing model was \$4.14 in 2013. The significant inputs into the model were weighted average share price and the exercise price of \$4.14 in 2013 at the grant date, volatility of 40.2%, dividend yield of 2.4%, and an expected option life of 6.9 years and an annual risk-free interest rate of 1.3%.

Compensation expense in connection with the restricted stock awards was nil in 2016 (2015: nil). The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards.

The Interpublic Group of Companies, Inc. use the Black-Scholes option-pricing model to estimate the fair value of options granted, which requires the input of subjective assumptions including the option's expected term and the price volatility of the underlying stock. Changes in the assumptions can materially affect the estimate of fair value and our results of operations could be materially impacted. The weighted-average grant-date fair value per option during the years ended December 31, 2013 and 2012 was \$4.14 and \$4.24 respectively.

The fair value of each option grant has been estimated with the following weighted-average assumptions.

	2013
Expected volatility <sup>1</sup>	40.20%
Expected term (years) <sup>2</sup>	6.9
Risk free interest rate <sup>3</sup>	1.30%
Expected dividend yield <sup>4</sup>	2.40%

1 The expected volatility used to estimate the fair value of stock options awarded is based on a blend of:

(i) historical volatility of our common stock for periods equal to the expected term of our stock options and (ii) implied volatility of tradable forward put and call options to purchase and sell shares of our common stock.

2 The estimate of our expected term is based on the average of:

(i) an assumption that all outstanding options are exercised upon achieving their full vesting date and

(ii) an assumption that all outstanding options will be exercised at the midpoint between the current date (i.e., the date awards have ratably vested through) and their full contractual term. In determining the estimate, we considered several factors, including the historical option exercise behaviour of our employees and the terms and vesting periods of the options.

3 The risk free rate is determined using the implied yield currently available for zero-coupon U.S. government issuers with a remaining term equal to the expected term of the options.

4 The expected dividend yield is calculated based on an annualized dividend of \$0.30 per share in 2013.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 25 Pensions

#### Defined contributions scheme

The Group participates in a number of defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in an independently administered fund. The pension cost represents contributions payable by the Group to the fund and amounted to £10,206,083 (2015: £9,899,541). At 31 December 2016, £839,958 remained unpaid and accrued (2015: £1,121,707).

#### Defined benefit scheme

Twelve subsidiary companies in the consolidation, along with other companies in the IPG Group within the UK also participate in The Interpublic Pension Plan ("the Plan"), which is a defined benefit plan providing benefits based on members' length of service and pensionable earnings. These twelve subsidiary companies, along with other companies in the IPG Group within the UK, are unable to identify their share of the underlying assets and liabilities in the Plan and therefore account for their participation in the Plan as a defined contribution plan, with contributions payable being charged to the profit and loss account in the period to which they relate, in accordance with FRS 102. The liability of the defined benefit scheme is accounted for under FRS 102 in the financial statements of the Company's ultimate UK parent company, Interpublic Limited, in its financial statements for the year ended 31 December 2016.

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

A comprehensive actuarial valuation of the pension scheme, using the projected unit credit method, was carried out at 31 March 2015 by Mercer Limited, independent consulting actuaries. Adjustments to the valuation at that date have been made based on the following assumptions:

	2016	2015
Expected rate of salary increases	N/A	3.35%
Expected rate of increase of pensions in payment:		
- for service before 1 July 2007	3.05%	2.90%
- for service after 1 July 2007	1.95%	1.90%
Discount rate	2.70%	3.95%
Rate of inflation (RPI)	3.30%	3.10%
Rate of inflation (CPI)	2.30%	2.10%

The mortality assumptions used were as follows:

	2016	2015
Longevity at age 65 for current pensioners		
- Men	24.0	23.9
- Women	26.2	26.1
Longevity at age 65 for future pensioners		
- Men	25.3	25.2
- Women	27.6	27.5

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 25 Pensions (continued)

#### Defined benefit scheme (continued)

As at 31 March 2015, the actuary calculated the funding deficit to be £50.1 million. In respect of this shortfall in funding in accordance with the previous recovery plan and with the revised schedule of contributions and latest recovery plan, both dated 23 June 2016, the employers will additionally contribute amounts to the Plan such that the cumulative amount totals at least £441,667 per month for each month between 1 July 2013 and 31 March 2016. The twelve subsidiary companies within this consolidation are contributing £436,402 per month towards this total. From 1 April 2016 to 31 December 2021 the employers will contribute £483,333 per month. The twelve subsidiary companies within this consolidation are contributing £476,016 per month towards this total. In respect of the period between 1 April 2016 and 30 September 2016, the difference between the previous contributions of £441,667 per month and the revised contributions of £483,333 per month was paid by 30 September 2016. In addition, a further contribution of £1,500,000 was paid by 30 September 2016. The twelve subsidiary companies within this consolidation are contributing £1,477,291 towards this total.

Towards the cost of ongoing benefit accrual, the participating employers paid contributions of 19.0% of active members' pensionable earnings for the period from 12 June 2013 to 31 March 2016 increasing to 27.9% of active members' pensionable earnings from 1 April 2016 to 30 September 2016. The balance of this cost was met by the active members who each paid contributions at the rate of 10.2% of pensionable earnings. Effective 1 October 2016, the Plan was closed to future accrual and the salary link for both active and linked members was broken. As a consequence, contributions from both employers and active members, relating to the cost of ongoing accrual, ceased from this date.

The cost of contributions to the Plan by the subsidiary companies within these consolidated financial statements amounted to £10,079,000 during the year (2015: £8,876,000). Interpublic Limited, an intermediary parent company and a wholly owned subsidiary of The Interpublic Group of Companies Inc., is the sponsoring member of the Interpublic Pension Plan.

### 26 Business combinations

The Group acquired four new companies in 2016.

#### Mubaloo Limited

On 6 January 2016, the Group acquired the entire issued share capital of Mubaloo Limited which operates as a mobile strategy consultancy & business app developer. Consideration of £4,500,000 was paid in cash and contingent consideration is estimated at £624,000.

The acquisition method of accounting has been used for the this business combination and goodwill of £3,402,000 arising from the acquisition was attributable to the acquired customer base, trade name and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the goodwill to be 10 years based on an assessment of historic and future expected financial results.

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

	£000's
Cash consideration	4,500
Contingent consideration	624
<b>Total consideration</b>	<b>5,124</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 26 Business combinations (continued)

#### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value £000's
Tangible assets	71
Cash and cash equivalents	333
Work in progress	3
Trade and other receivables	1,181
Trade and other payables	(490)
Total identifiable net assets	1,098
Goodwill	4,026
<b>Total consideration</b>	<b>5,124</b>

The turnover from Mubaloo Limited included in the consolidated profit and loss account for 2016 was £2,691,000. Mubaloo Limited also contributed loss of £628,000 over the same period.

#### The Brooklyn Brothers Limited

On 5 February 2016, the Group acquired the entire issued share capital of The Brooklyn Brothers Limited which operates as a strategic communications company. Consideration of £7,207,000 was paid in cash and contingent consideration is estimated at £5,172,000.

The acquisition method of accounting has been used for this business combination and goodwill of £10,983,000 arising from the acquisition was attributable to the acquired customer list, trade name and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the goodwill to be 10 years and the useful life of the trade name is 10 years based on period in which the company expects to utilise the trade name the useful life of the customer list to be 20 years based on an assessment of historic and future expected financial results.

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

Consideration at 31 December 2016	£000's
Cash	7,207
Contingent consideration	5,172
<b>Total consideration</b>	<b>12,379</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 26 Business combinations (continued)

#### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value £000's
Tangible assets	175
Cash and cash equivalents	(70)
Work in progress	159
Trade and other receivables	3,655
Trade and other payables	(2,341)
Provisions	(182)
<b>Total identifiable net assets</b>	<b>1,396</b>
Trade name	1,100
Customer lists / relationships	4,500
Goodwill	5,383
<b>Total consideration</b>	<b>12,379</b>

The turnover from The Brooklyn Brothers Limited included in the consolidated profit and loss account for 2016 was £11,648,000. The Brooklyn Brothers Limited also contributed profit of £1,078,000 over the same period.

The contingent consideration is based on an income multiple formula and is payable periodically until 2020.

#### Wellset Repro Limited

On 31 August 2016, the Group acquired the entire issued share capital of Wellset Repro Limited which operates as a digital marketing services company. Consideration of £5,532,000 was paid in cash and contingent consideration is estimated at £7,685,000.

The acquisition method of accounting has been used for this business combination and goodwill of £11,349,000 arising from the acquisition was attributable to the acquired customer list, trade name and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the goodwill to be 10 years and the useful life of the trade name is 7 years based on period in which the company expects to utilise the trade name the useful life of the customer list to be 15 years based on an assessment of historic and future expected financial results.

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

Consideration at 31 December 2016	£000's
Cash	5,532
Contingent consideration	7,685
<b>Total consideration</b>	<b>13,217</b>



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 26 Business combinations (continued)

#### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value
	£000's
Tangible assets	200
Cash and cash equivalents	1,105
Trade and other receivables	1,573
Trade and other payables	(977)
Provisions	(33)
Total identifiable net assets	1,868
Trade name	230
Customer lists / relationships	1,200
Goodwill	9,919
<b>Total consideration</b>	<b>13,217</b>

The turnover from Wellset Repro Limited included in the consolidated profit and loss account for 2016 was £1,510,000. Wellset Repro Limited also contributed profit of £383,000 over the same period.

The contingent consideration is based on an income multiple formula and is payable periodically until 2022.

#### Stickyeyes Limited

On 29 July 2016, the Group acquired the entire issued share capital of Stickyeyes Limited which operates as an online marketing company. Consideration of £13,257,000 was paid in cash and in addition, contingent consideration is estimated at £18,847,000.

The acquisition method of accounting has been used for this business combination and goodwill of £27,123,000 arising from the acquisition was attributable to the acquired customer list, trade name and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the goodwill to be 10 years and the useful life of the trade name is 5 years based on period in which the company expects to utilise the trade name the useful life of the customer list to be 20 years based on an assessment of historic and future expected financial results.

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

Consideration at 31 December 2016	£000's
Cash	13,257
Contingent consideration	18,847
<b>Total consideration</b>	<b>32,104</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 26 Business combinations (continued)

#### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value
	£000's
Tangible assets	412
Cash and cash equivalents	3,751
Trade and other receivables	4,950
Trade and other payables	(4,132)
Total identifiable net assets	4,981
Trade name	410
Customer lists / relationships	3,900
Goodwill	22,813
<b>Total consideration</b>	<b>32,104</b>

The turnover from Stickyeyes Limited included in the consolidated profit and loss account for 2016 was £12,222,000. Stickyeyes Limited also contributed profit of £1,389,000 over the same period.

The contingent consideration is based on an income multiple formula and is payable periodically until 2021.

### 27 Subsidiary financial statements audit exemptions

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

Name	Co. No.	Registered office	Share class(es)	Share class %
Blue Barracuda Marketing Ltd	4342237	3 Grosvenor Gardens, London, SW1W 0BD	Ord A / B £0.01	100
Brooklyn Brothers Ltd (The)	6483331	3 Grosvenor Gardens, London, SW1W 0BD	Ord A / B £0.0001 Ord C / D £0.000001	100 100
Caudex Medical Ltd	3759372	1st Floor , East Wing, Seacourt Tower, West Way, Oxford, OX2 0JJ	Ord £1	100
ChaseDesign Worldwide Ltd	1973547	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
CMGRP Holdings Ltd	3389561	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
CMGRP UK Ltd	2442501	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Complete Medical Group Worldwide Ltd	2709932	CMC House, 19 King Edward Street, Macclesfield, Cheshire, SK10 1AQ	Ord £1	100
Creation Communications Ltd	5619191	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
CSIB (No.1) Ltd	7242304	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Delaney Lund Knox Warren and Partners Ltd	1286253	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100
Double Helix Bio-Technology Development Ltd	3069262	88 Baker Street, London, W1U 6TQ	Ord £1	100
Engels (No.1) Ltd	515994	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 27 Subsidiary financial statements audit exemptions (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
FBC (FutureBrand) Ltd	2658364	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
FCB Europe Ltd	3007253	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
FCB Inferno Ltd	2586852	31 Great Queen Street, London, WC2B 5AE	Ord £1	100
Huge UK Ltd	4235088	3 Grosvenor Gardens, London, SW1W 0BD		
Hugo & Cat Ltd	4117164	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Hustle Digital Ltd	9301204	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
ICC Health Ltd	6367844	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Impact Image Ltd	3123714	East Lodge, 116 High St, Cranleigh, Surrey, GU8 8AJ	Ord £1	100
Inferno Ltd	2604658	31 Great Queen Street, London, WC2B 5AE	Ord £0.01	100
Interpublic GIS (UK) Ltd	2724363	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
IPG PFP General Partner Ltd	SC412766	1 Exchange Crescent, Conference Square, Edinburgh, Scotland, EH3 8UL	Ord £1	100
IPG PFP Ltd Partner Ltd	SC412768	1 Exchange Crescent, Conference Square, Edinburgh, Scotland, EH3 8UL	Ord £1	100
Jack Morton Worldwide Ltd	3189671	16-18 Acton Park Industrial Estate, The Vale, London, W3 7QE	Ord £1	100
Lakestar Media Ltd	6413960	3 Grosvenor Gardens, London, SW1W 0BD	Exec £0.01 Ord £0.01	100 100
Lowe International Ltd	1709017	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £0.10	100
Martin Agency Ltd (The)	8684283	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
McCann Complete Medical Ltd	2503062	CMC House, 19 King Edward Street, Macclesfield, Cheshire, SK10 1AQ	Ord £1	100
McCann Manchester Ltd	1993425	Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF	Ord £1	100
McCann-Erickson Advertising Ltd	1372305	7-11 Herbrand Street, London, WC1N 1EX	Ord £1	100
McCann-Erickson Central Ltd	1983874	McCann House, Highlands Road, Shirley, Solihull, West Midlands, B90 4WE	Ord £1	100
McCann-Erickson EMEA Ltd	830956	7-11 Herbrand Street, London, WC1N 1EX	Ord £1	100
McCann-Erickson Healthcare UK Ltd	687406	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
McCann-Erickson Network Ltd	1977043	Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF	Ord £1	100
McCann-Erickson UK Group Ltd	3640484	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Mediabrand EMEA Ltd	1206089	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Mediabrand International Ltd	3970701	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Mediabrand Ltd	773961	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Miller Starr Ltd	2107814	Bankside Studios, 76-80 Southwark St London, SE1 0PN	Ord £1	100
Momentum Activating Demand Ltd	7949786	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
MRM Worldwide (UK) Ltd	2507164	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Mubaloo Ltd	6770774	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
MullenLowe Group Ltd	506057	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100
MullenLowe London Ltd	680779	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1 Ord A £1	100 100
MullenLowe Open Ltd	3556415	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100
Octagon Athlete Representation Ltd	1064273	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Octagon Worldwide Ltd	2704128	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Optimum4 Ltd	3541524	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £0.001	100
Orion Trading EMEA Ltd	3404334	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
R/GA Media Group Ltd	2366324	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 27 Subsidiary financial statements audit exemptions (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
Rapport Outdoor Ltd	2230412	4th Fl, The Place, 175 High Holborn, London, WC1V 7AA	Ord £1	100
Stickyeyes Ltd	4633595	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £0.001	100
Tale Ltd	8315633	East Lodge Hs, 116 High St, Cranleigh, Surrey, GU6 8AJ	Ord £1.00	100
Velocity 360 Ltd (fka UM 360)	1983879	Discovery Hs, Redcliff Quay, 125 Redcliff St, BS1 6HU	Ord £1	100
TRW Digital Ltd	8489834	3 Grosvenor Gardens, London, SW1W 0BD	Ord £0.01	100
Weber Shandwick International Ltd	2258441	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Wellset Repro Ltd	3205960	East Lodge Hs, 116 High St, Cranleigh, Surrey, GU6 8AJ	Ord A / B £0.01	100
Zazzle Media Ltd	7592862	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £1	100

#### Dormant subsidiaries: (not utilising S479A)

Name	Co. No.	Registered office	Share class(es)	Share class %
McCann Health Ltd	1993918	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100
Lowe & Partners Ltd	7258427	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100

#### Foreign subsidiaries: (not utilising S479A)

Name	Country	Registered office	Share class(es)	Ult %
Cadreon Belgium BVBA	Belgium	Ildefonse Vandammestraat 5-7D, 1560 Hoeilaart	Ord NPV	100
Orion Capital Belgium BVBA	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96.02
McCann-Erickson N.V.	Belgium	Avenue de Cortenbergh 100, 1000 Brussels, Belgium	Ord NPV	100
Mediabrand Belgium S.A.	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96
McCann Complete Medical Canada Ltd	Canada	207 Queen's Quay West, Suite 400, Toronto M5J 1A7	Ord NPV	100
Hackeragency s.r.o.	Czech Rep	Jankovcova 1522/53, Prague 7- Holesovice, 17000	Ord CZK1	100
FCB Estonia OU	Estonia	Liivalaia 22, Tallinn , 10118 , Estonia	Ord €1	100
Outdoor Services S.A.	Greece	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord €56	96
Initiative Media Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.982
MullenLowe Communications S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.999
Mediabrand Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.999
Universal Media Advertising (Hellas) S.A.	Greece	89-91 Ethnikis Antistaseos Street, 15231 Halandri, Athens, Greece	Ord €3	99.516
Magna Ireland Media Limited	Ireland	5th Fl, Beaux Lane Hs, Mercer St Lower, Dublin 2	Ord A/B/C/ €1	50
McCann Worldgroup Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100
Craft Worldwide Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100
U2 Media Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100
Universal McCann Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100
Magna Global Polska Sp. z.o.o.	Poland	ul. Domaniewska 39, 02-672, Warsaw, Poland	Ord PLN500	33.33
Reprise Media Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN50	50
R/GA Digital Media Group SRL	Romania	50-52 Buzesti St, Fl 2, Sector 1, Bucharest, 011015	Ord RON10	100
FCB Zurich GmbH	Switzerland	Heinrichstrasse 267, 8005, Zurich, Switzerland	Ord CHF1,000	100

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 27 Subsidiary financial statements audit exemptions (continued)

#### Other qualifying undertakings:

Name	Co. No.	Head office	Share class	Share class %
IPG PFP Scottish Limited Partnership Ltd	9991	1 Exchange Crescent, Conference Square, Edinburgh, Scotland, EH3 8UL	Partnership	16.67

### 28 Events post statement of financial position

On 7 July 2017 the Group acquired the entire issued share capital of Salt Limited, a company registered in the UK. On 17 August 2017 the Group acquired the entire issued share capital of 101 Projects Limited, a company registered in the UK. A meaningful estimate of the financial effect of the acquisitions cannot be made until full results for 2017 are available. There were no other material events post year end.

### 29 Ultimate parent undertaking and controlling party

The immediate parent undertaking is IPG Europe Limited, a company registered in England and Wales. Copies of its financial statements are available at 3 Grosvenor Gardens, London, SW1W 0BD.

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

The Interpublic Group of Companies, Inc. is the parent undertaking of the largest and smallest group of undertakings to consolidate these consolidated financial statements at 31 December 2016. The consolidated financial statements for The Interpublic Group of Companies, Inc. can be obtained from 909 Third Avenue, New York, NY, 10022, USA.

### 30 Company information

The Company is registered in England and its registered office is 3 Grosvenor Gardens, London, SW1W 0BD.