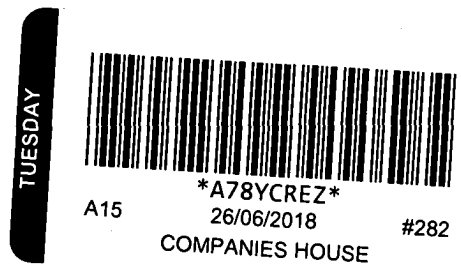


Registered number:
06674541

TRANSLATE PLUS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017



TRANSLATE PLUS LIMITED

COMPANY INFORMATION

Directors

Per Udo Severinsen
Robert Timms
Justin Billingsley
Patrick Dumouchel
Jean-François Valent

Registered number

06674541

Registered office

Pembroke Building Kensington Village
Avonmore Road
London
N1 7UX

Independent auditor

KPMG LLP
Chartered Accountants & Statutory Auditor
15 Canada Square
Canary Wharf
London
E14 5GL

TRANSLATE PLUS LIMITED

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TRANSLATE PLUS LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

Introduction

The Directors present their Strategic Report for Translate Plus Limited (the "Company") for the period ended 31 December 2017.

Business review

On 27 July 2017 Publicis Groupe S.A. acquired a controlling interest in the company via a subsidiary undertaking MMS UK Holdings Limited. For compliance with Publicis Groupe reporting requirements the company changed its year end date by extending the accounting reference date to 31 December 2017 on 6 September 2017.

The Directors are pleased with the annual results of Translate Plus Ltd for the period 1 September 2016 through 31 December 2017. The financial highlights of which include:

- Delivering revenue of £12,469,176 (2016: year £8,509,607); and
- Increasing our profit before tax for the period to £1,350,696 (2016: year £1,263,893).

The improvement in our revenue and profitability was achieved as a result of continuous investment in our people and software platforms enabling us to deliver value creating solutions to our clients around the world. In addition we started to see revenue coming from a variety of entities of our new parent group and we expect to see this part of the business grow.

Strategically we continued to focus on identifying solutions to our clients' emerging needs, increasing the range of services offered which in turn enabled us to secure new contracts with clients who derive value from the transcreation and translation services we offer.

Future developments

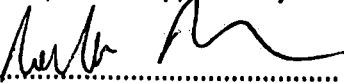
The Company looks forward to continuing to deliver its services and technology for both new and existing customers, through a focus on sector expertise and leveraging the benefits of being part of Publicis Groupe.

Risks and uncertainties

The principal risks facing the company are as follows:

- **Competition:** The market is extremely fragmented and competitive. The directors mitigate this by ensuring that their services meet the changing demands of customers and the value that they require from transcreation services.
- **Foreign exchange:** The directors do not currently hedge foreign currency transactions. They manage this risk by offsetting, where possible receivables and payables in foreign currencies through the normal course of business.

This report was approved by the board on 1 June 2018 and signed on its behalf.



.....
R Timms
Director

Date: 1 June 2018

TRANSLATE PLUS LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

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

The company changed its year end date by extending the accounting reference date to 31 December 2017 on 6 September 2017.

Principal activity

The principal activity of the business continued to be the provision of translation and related linguistic services to businesses.

The results for the year to 31 December 2017 show a profit on ordinary activities after tax of £1,111,318 (2016: year £1,037,987).

Results and dividends

The profit for the period, after taxation, amounted to £1,111,318 (2016 year: £1,037,987).

The Directors paid dividends of £211,884 (2016: year £221,364) during the year.

Directors

The directors who served during the year were:

Per Udo Severinsen
Robert Timms
Justin Billingsley (appointed 27 July 2017)
Patrick Dumouchel (appointed 27 July 2017)
Jean-François Valent (appointed 27 July 2017)

Political contributions

During the period the Company made political contributions of £nil (2016: £NIL).

Going concern

Having considered the cash available to the Company and the projections for the next financial year, the Directors have concluded that the Company has sufficient liquid assets to continue in operational existence for the foreseeable future.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements taking into account this year's financial forecast.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any

TRANSLATE PLUS LIMITED

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2017**

relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

This report was approved by the board on 1 June 2018 and signed on its behalf.



R Timms
Director

5 Waterside
44-48 Wharf Road
London
N1 7UX

TRANSLATE PLUS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2017

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

TRANSLATE PLUS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRANSLATE PLUS LIMITED

We have audited the financial statements of Translate Plus Limited for the period ended 31 December 2017, set out on pages 7 to 15. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2006 and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' responsibilities statement on page 4, 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). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 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. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the period 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.

TRANSLATE PLUS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRANSLATE PLUS LIMITED

Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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 those financial statements.

Matters on which we are required to report by exception

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

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



Craig Douglas (Senior statutory auditor)

for and on behalf of
KPMG LLP

Chartered Accountants
Statutory Auditor

15 Canada Square
Canary Wharf
London
E14 5GL

Date: 4 June 2018

TRANSLATE PLUS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	16 Months period ended 31 December 2017 £	<i>Year ended 31 August 2016 £</i>
Turnover	12,469,176	8,509,607
Cost of sales	(5,607,873)	(3,863,118)
Gross profit	6,861,303	4,646,489
Administrative expenses	(5,510,607)	(3,382,596)
Profit before taxation	1,350,696	1,263,893
Tax on profit	(239,378)	(225,906)
Profit for the financial year	<u>1,111,318</u>	<u>1,037,987</u>
Other comprehensive income	-	-
Total comprehensive income for the year	<u>1,111,318</u>	<u>1,037,987</u>

The notes on pages 10 to 15 form part of these financial statements.

TRANSLATE PLUS LIMITED
REGISTERED NUMBER: 9236235

BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note	31 December 2017 £	31 August 2016 £
Fixed assets			
Tangible assets	3	143,203	149,848
Current assets			
Debtors: amounts falling due within one year	4	2,537,095	2,133,625
Cash at bank and in hand		2,469,261	2,044,788
		<u>5,006,356</u>	<u>4,178,413</u>
Creditors: amounts falling due within one year	5	(1,780,625)	(1,870,157)
Net current assets			
Total assets less current liabilities		<u>3,225,731</u>	<u>1,641,480</u>
Net assets		<u><u>3,368,934</u></u>	<u><u>1,641,480</u></u>
Capital and reserves			
Called up share capital	6	51,251	50,000
Share premium	6	10,146	-
Profit and loss account	7	3,307,537	1,591,480
		<u><u>3,368,934</u></u>	<u><u>1,641,480</u></u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 June 2018.

.....


R Timms

Director

The notes on pages 10 to 15 form part of these financial statements.

TRANSLATE PLUS LIMITED
REGISTERED NUMBER: 9236235

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2017

	Called up share capital	Share premium	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 September 2016	50,000	-	2,408,103	2,458,103
Profit for the year	-	-	1,111,318	1,111,318
Other comprehensive income for the period	-	-	-	-
Issue of share capital	1,251	10,146	-	11,387
Dividends	-	-	(211,884)	(211,884)
At 31 December 2017	<u>51,251</u>	<u>10,146</u>	<u>3,307,537</u>	<u>3,368,934</u>

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 August 2016

	Called up share capital	Profit and loss account	Total equity
	£	£	£
Balance at 1 September 2015	50,000	1,591,480	1,641,480
Profit for the year	-	1,037,987	1,037,987
Other comprehensive income for the year	-	-	-
Dividends	-	(221,364)	(221,364)
At 31 August 2016	<u>50,000</u>	<u>2,408,103</u>	<u>2,458,103</u>

The notes on pages 10 to 15 form part of these financial statements.

TRANSLATE PLUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

1. General information

Translate Plus Limited is a company incorporated and domiciled in England and Wales.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 1A, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 1A requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

Exemption under FRS has been taken from preparing a cash flow statement on the grounds that the company forms a part of the consolidated financial statements of Publicis Groupe S.A.

The following principal accounting policies have been applied:

2.2 Going concern

The Directors pay careful attention to the cost base of the business, ensuring not only that it is kept at a level to satisfy the commercial requirements of the business, but also that it remains appropriate to the level of activity of the business and the financial resources available to it.

The company prepares and reviews its financial forecasts and projections regularly and these indicate that the company has adequate resources to continue to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

TRANSLATE PLUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2.4 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Office Equipment	- 25% reducing balance
Fixtures and fittings	- 25% reducing balance

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

TRANSLATE PLUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.9 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met

Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

2.10 Financial instruments

Basic financial instruments are recognised at amortised cost, except for investments in non-convertible preference and non-puttable ordinary shares which are measured at fair value, with changes recognised in profit or loss. Derivative financial instruments are initially recorded at cost and thereafter at fair value with changes recognised in profit or loss.

2.11 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

TRANSLATE PLUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

3. Tangible fixed assets

	Fixtures and fittings £	Office Equipment £	Total £
Cost or valuation			
At 1 September 2016	46,623	271,082	317,705
Additions	<u>9,100</u>	<u>48,995</u>	<u>58,095</u>
At 31 December 2017	<u>55,723</u>	<u>320,077</u>	<u>375,800</u>
Depreciation			
At 1 September 2016	18,196	149,661	167,857
Charge for the period	<u>11,593</u>	<u>53,147</u>	<u>64,740</u>
At 31 December 2017	<u>29,789</u>	<u>202,808</u>	<u>232,597</u>
Net book value			
At 31 December 2017	<u><u>25,934</u></u>	<u><u>117,269</u></u>	<u><u>143,203</u></u>
At 31 August 2016	<u><u>28,427</u></u>	<u><u>121,421</u></u>	<u><u>149,848</u></u>

TRANSLATE PLUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

4. Debtors

	2017 £	2016 £
Due within one year		
Trade debtors	1,987,790	1,598,935
Other debtors	103,120	64,997
Prepayments and accrued income	446,186	469,693
	<u>2,537,095</u>	<u>2,133,625</u>

5. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	537,000	714,030
Corporation tax	237,831	235,373
Other taxation and social security	171,282	119,335
Accruals and other creditors	834,512	801,419
	<u>1,780,625</u>	<u>1,870,157</u>

6. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
51,251 (2016: 50,000) Ordinary shares of £1 each	<u>51,251</u>	<u>50,000</u>

1,251 ordinary shares were issued on 27 July 2017 at £9.10 per share giving rise to a share premium of £10,136 (note 7).

7. Reserves

Profit and loss account

Profit and loss account - includes all current and prior period retained profits and losses

Share premium

Share premium represents the excess arising on the issue at shares beyond par value.

TRANSLATE PLUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

8. Commitments under operating leases

At 31 August 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £	2016 £
Not later than 1 year	254,925	254,925
Later than 1 year and not later than 5 years	339,900	679,800
	<u>594,825</u>	<u>934,725</u>

9. Controlling party

The results of the company for the period since its acquisition are included in the consolidated financial statements of Publicis Groupe S.A., which is also considered to be the ultimate controlling party at the date of approval of the financial statements.