TEADS LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018





COMPANY INFORMATION

Directors

Betrand-Romain Quesada

Justin Taylor

Company number

07239735

Registered office

Suite 1.4

3-4 Devonshire Street

London W1W 5DT

Accountants

Shaw Gibbs Limited

Suite 1.4

3-4 Devonshire Street

London W1W 5DT

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present the strategic report for the year ended 31 December 2018.

Fair review of the business

We aim to present a fair review of the development and performance of our business during the year and its position at the year end.

Principal risks and uncertainties

Our business environment is fast paced and dynamic which inherently brings challenges. Risks are reviewed by the directors and actions taken to mitigate them.

Development and performance

The principle activity of the company continues to be the distribution of advertising campaigns both from a technological standpoint (supply side) and predominantly from an activational standpoint (demand side). Our programmatic business represents 67% of our total revenue in 2018 and managed services business represent 33%. Our direct to customer programmatic business TAM grew to 14% of revenue and we introduced Header Bidding in Q4. At 74% of total device share mobile continues to dominate our focus, we have developed our creative formats with the introduction of a comprehensive viewable display suite. Our vision and strategies for the future include aiming for a continued growth across multiple Programmatic, expanding our format mix and developing our performance business.

Key performance indicators

The company considers that its key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, the turnover and gross margin. In the year to 31 December 2018, turnover was £51.4 million, compared to £42.5 million in the year ended 2017, a growth of 21%. The operational Gross Margin decreased by 5 points from 2017 (52%) to 2018 (47%), due to our increase of performance and Programmatic activity, which has a lower margin than Managed Services activity. Despite a lower margin on Programmatic, we feel confident in our strategy as we expect a significant higher volume on Programmatic as opposed to Managed Services. UK Market currently indicates that clients are shifting more budget through the Programmatic funnel. In proportion to our increase in revenue, we witnessed a significant proportional decrease in our administrative expenditure. In the end, our profit in 2018 increased by 28% compared to 2017.

On behalf of the board

Justin Taylo

Date: 15+ 001, 22,5

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their annual report and financial statements for the year ended 31 December 2018.

Directors

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

Jeremy Alexander Arditi Betrand-Romain Quesada Justin Taylor

(Resigned 1 January 2018)

Results and dividends

The results for the year are set out on page 4.

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

On behalf of the board

Justin Taylor

Director

Date: 151 01 2019

REPORT TO THE DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY ACCOUNTS OF TEADS LIMITED

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Teads Limited for the year ended 31 December 2018 set out on pages 4 to 19 from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Association of Chartered Certified Accountants, we are subject to its ethical and other professional requirements which are detailed at https://www.accaglobal.com/gb/en/member/standards/rules-and-standards/rulebook.html

This report is made solely to the Board of Directors of Teads Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of Teads Limited and state those matters that we have agreed to state to the Board of Directors of Teads Limited, as a body, in this report in accordance with the requirements of the Association of Chartered Certified Accountants as detailed at https://www.accaglobal.com/content/dam/ACCA_Global/Technical/fact/ technical-factsheet-163 pdf. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Teads Limited and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that Teads Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Teads Limited. You consider that Teads Limited is exempt from the statutory audit requirement for the year

We have not been instructed to carry out an audit or a review of the financial statements of Teads Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Shaw Gibbs Limited

Chartered Certified Accountants

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01/10/20

Suite 1.4
3-4 Devonshire Street
London
W1W 5DT

TEADS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

		2018	2017
	Notes	£	£
Turnover	3	51,426,022	42,476,148
Cost of sales		(27,166,721)	(20,498,476)
Gross profit		24,259,301	21,977,672
Administrative expenses		(19,982,617)	(18,733,706)
Operating profit	4	4,276,684	3,243,966
Interest receivable and similar income	7	17	2
Interest payable and similar expenses	8	(20,094)	(25,133)
Profit before taxation		4,256,607	3,218,835
Tax on profit	9	(1,094,264)	(751,110)
Profit for the financial year		3,162,343	2,467,725

The Profit And Loss Account has been prepared on the basis that all operations are continuing operations.

BALANCE SHEET AS AT 31 DECEMBER 2018

		20)18	20	117
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		232,606		330,789
Investments	11		5,001		5,001
			237,607		335,790
Current assets					
Debtors	13	30,160,800		19,661,522	
Cash at bank and in hand		1,242,712		1,780,829	
A		31,403,512		21,442,351	
Creditors: amounts falling due within one year	14	(23,064,219)		(15,101,875)	
Net current assets			8,339,293		6,340,476
Total assets less current liabilities			8,576,900		6,676,266
Creditors: amounts falling due after more than one year	15		(799,483)		(2,066,270)
Provisions for liabilities	16		(29,002)		(23,924)
Net assets			7,748,415		4,586,072
Capital and reserves					
Called up share capital	19		1,040,340		1,040,340
Profit and loss reserves			6,708,075		3,545,732
Total equity			7,748,415		4,586,072

BALANCE SHEET (CONTINUED)

AS AT 31 DECEMBER 2018

For the financial year ended 31 December 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

Justin Vaylor Director

Company Registration No. 07239735

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Share capital £	Profit and loss reserves £	Total £
Balance at 1 January 2017	1,040,340	1,078,007	2,118,347
Year ended 31 December 2017: Profit and total comprehensive income for the year	-	2,467,725	2,467,725
Balance at 31 December 2017	1,040,340	3,545,732	4,586,072
Year ended 31 December 2018: Profit and total comprehensive income for the year	-	3,162,343	3,162,343
Balance at 31 December 2018	1,040,340	6,708,075	7,748,415

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2018

	2018	2017
Notes	£	£ £
Cash flows from operating activities		
Cash generated from/(absorbed by) 24		
operations	956,654	(3,735,467)
Interest paid	(20,094)	(25,133)
Income taxes paid	(1,346,595)	(406,597)
Net cash outflow from operating activities	(410,035)	(4,167,197)
Investing activities		
Purchase of tangible fixed assets	(128,099)	(53,742)
Interest received	17	2
Net cash used in investing activities	(128,082)	(53,740)
Net cash used in financing activities	-	-
Net decrease in cash and cash equivalents	(538,117)	(4,220,937)
Cash and cash equivalents at beginning of year	1,780,829	6,001,766
Cash and cash equivalents at end of year	 1,242,712	1,780,829
		=======================================

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

Teads Limited is a private company limited by shares incorporated in England and Wales. The registered office is Suite 1.4, 3-4 Devonshire Street, London, W1W 5DT.

1.1 Accounting convention

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

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

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

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings at 33% at cost
Computer equipment at 33% at cost
Fixtures and fittings at 33% at cost

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

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

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

1.7 Financial instruments

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

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

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

Basic financial assets

Basic financial assets, which include debtors and loans to fellow group companies and cash and bank balances, are initially measured at transaction price including transaction costs. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the recoverable amount. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Basic financial liabilities

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Current tax

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

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.10 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.11 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3	Turnover and other revenue		
	An analysis of the company's turnover is as follows:	2018 £	2017
	Turnover analysed by class of business	E.	£
	Online marketing	18,577,301	14,780,043
	Recharged expenses	32,848,721	27,696,105
		51,426,022	42,476,148
		2018	2017
		£	£
	Other significant revenue Interest income	17	2
		2018	2017
		£	£
	Turnover analysed by geographical market		
	United Kingdom	51,426,022 ————	42,476,148 ————
4	Operating profit		
	Operating profit for the year is stated after charging:	2018 £	2017 £
	Operating profit for the year is stated after charging.	~	~
	Depreciation of owned tangible fixed assets	226,282	207,893
	Operating lease charges	859,713 	877,138
5	Employees		
	The average monthly number of persons (including directors) employed by was:	the company du	ring the year
		2018	2017
		Number	Number
	Sales and publishing	61	44
	Marketing	6	6
	Finance and administration	29	29
	Management	1	1
		97	80

5	Employees		(Continued)
	Their aggregate remuneration comprised:	2040	2047
		2018 £	2017 £
	Wages and salaries	8,114,902	6,589,752
	Social security costs	1,013,259	823,891
	Pension costs	313,822	250,085
		9,441,983	7,663,728
6	Directors' remuneration		
		2018 £	2017 £
	Remuneration for qualifying services	295,243	427,675
	Company pension contributions to defined contribution schemes	11,777	11,777
		307,020	439,452
	Remuneration disclosed above include the following amounts paid to the higher	st paid director	:
		2018	2017
		£	£
	Remuneration for qualifying services	295,243	427,675
	Company pension contributions to defined contribution schemes	11,777	11,777
7	Interest receivable and similar income		
		2018	2017
		£	£
	Interest income	4-7	
	Interest on bank deposits	<u> </u>	<u> </u>
8	Interest payable and similar expenses		
		2018	2017
	Other finance costs:	£	£
	Other interest	20,094	25,133

Taxation		
	2018 £	2017 £
Current tax	-	.
UK corporation tax on profits for the current period	1,044,057	756,009
Adjustments in respect of prior periods	45,129	-
Total current tax	1,089,186	756,009
Deferred tax		
Origination and reversal of timing differences	5,078 ———	(4,899) ————
Total tax charge	1,094,264	751,110
The actual charge for the year can be reconciled to the expected charge for the loss and the standard rate of tax as follows:		
The actual charge for the year can be reconciled to the expected charge for the loss and the standard rate of tax as follows:	2018	2017
The actual charge for the year can be reconciled to the expected charge for the loss and the standard rate of tax as follows:		
The actual charge for the year can be reconciled to the expected charge for the loss and the standard rate of tax as follows: Profit before taxation	2018	2017
loss and the standard rate of tax as follows: Profit before taxation	2018 £	2017 £
loss and the standard rate of tax as follows: Profit before taxation Expected tax charge based on the standard rate of corporation tax in the UK	2018 £	2017 £ 3,218,835
loss and the standard rate of tax as follows: Profit before taxation	2018 £ 4,256,607	2017 £ 3,218,835 ————————————————————————————————————
Profit before taxation Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.24%)	2018 £ 4,256,607 ====================================	2017 £ 3,218,835 ————————————————————————————————————
Profit before taxation Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.24%) Tax effect of expenses that are not deductible in determining taxable profit	2018 £ 4,256,607 ————————————————————————————————————	2017 £ 3,218,835 619,304 106,269
Profit before taxation Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.24%) Tax effect of expenses that are not deductible in determining taxable profit Under/(over) provided in prior years	2018 £ 4,256,607 ————————————————————————————————————	2017 £ 3,218,835 619,304 106,269
Profit before taxation Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.24%) Tax effect of expenses that are not deductible in determining taxable profit Under/(over) provided in prior years Depreciation add back	2018 £ 4,256,607 ————————————————————————————————————	2017 £

10	Tangible fixed assets				
	Tangible lives assets	Leasehold land and buildings	Computer equipment	Fixtures and fittings	Total
		£	£	£	£
	Cost				
	At 1 January 2018	530,187	169,411	201,166	900,764
	Additions	16,137	65,087	46,875	128,099
	At 31 December 2018	546,324	234,498	248,041	1,028,863
	Depreciation and impairment			****	
	At 1 January 2018	330,895	110,894	128,186	569,975
	Depreciation charged in the year	127,940	41,261	57,081	226,282
	At 31 December 2018	458,835	152,155	185,267	796,257
	Carrying amount				
	At 31 December 2018	87,489	82,343	62,774	232,606
	At 31 December 2017	199,292	58,517	72,980	330,789
11	Fixed asset investments				
				2018	2017
		, n	lotes	£	£
	Investments in associates		12	5,001	5,001
	Movements in fixed asset investments				
	Movements in fixed asset investments				Shares in
					group
					undertakings
					and participating
					interests
					£
	Cost or valuation At 1 January 2018 & 31 December 2018				5,001
	Carrying amount				
	At 31 December 2018				5,001 ————
	At 31 December 2017				5,001

12	Associates				
	Details of the company's as	ssociates at 31 D	ecember 2018 are as follows:		
	Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
	Teads Argentina S.A.	Buenos Aires, Argentina	Advertising campaigns	Ordinary	10.00
13	Debtors			2018	2017
	Amounts falling due with	in one year:		2016 £	
	Trade debtors Amounts owed by group ur Other debtors Prepayments and accrued	_		9,313,105 13,408,036 241,617 7,198,042 30,160,800	6,909,413 355,597 7,179,915
14	Creditors: amounts fallin	g due within one	e year	2018 £	
	Trade creditors Amounts owed to group un Corporation tax Other taxation and social s Other creditors Accruals and deferred inco	ecurity		3,763,995 6,940,497 498,600 614,548 40,042 11,206,537 23,064,219	195,395 756,009 158,156 4,231 10,200,105
15	Creditors: amounts fallin	g due after more	e than one year	2018 £	
	Amounts owed to group un	dertakings		799,483 ————	2,066,270
16	Provisions for liabilities			2018	2017
			Notes	£	
	Deferred tax liabilities		17	29,002 ————	23,924

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

17 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

Balar	nces:	Liabilities 2018 £	Liabilities 2017 £
Accel	erated capital allowances	29,002	23,924
Move	ments in the year:		2018 £
	ty at 1 January 2018 ge to profit or loss		23,924 5,078
Liabili	ty at 31 December 2018		29,002
18 Retire	ement benefit schemes	2018	2017
Defin	ed contribution schemes	£	£
Charg	e to profit or loss in respect of defined contribution schemes	313,822	250,085 ———

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

19 Share capital

	2018	2017
Issued and fully paid		
1,410,000 ordinary shares of 1 euro each	1,040,340	1,040,340

20 Financial commitments, guarantees and contingent liabilities

A revolving credit agreement was entered into by Teads SA, the immediate parent company on 27 December 2012 with a lender for between Euros 5M to Euros 8M.

The company has jointly provided security by way of legal charge on its assets.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

21 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

•	2018	2017
	£	£
Within one year	508,986	•
Between two and five years	2,033,883	2,987
In over five years	1,144,059	4,194,884
	3,686,928	4,197,871
		=====

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

22 Related party transactions

The company has taken advantage of the exemption in FRS 102 not to disclose transactions with other group companies which are wholly owned within the group.

23 Controlling party

The ultimate parent company is Altice N.V. registered in Netherlands. The ultimate controlling party is considered to be Mr. Patrick Drahi by virtue of his shareholding in Altice N.V.

The largest group for which accounts are prepared is that headed by Altice N.V. The smallest group for which accounts are prepared is that headed by Altice International S.à r.l.

24 Cash generated from operations

	2018 £	2017 £
Profit for the year after tax	3,162,343	2,467,725
Adjustments for:		
Taxation charged	1,094,264	751,110
Finance costs	20,094	25,133
Investment income	(17)	(2)
Depreciation and impairment of tangible fixed assets	226,282	207,893
Movements in working capital:		
(Increase) in debtors	(10,499,278)	(10,940,251)
Increase in creditors	6,952,966	3,752,925
Cash generated from/(absorbed by) operations	956,654	(3,735,467)