

Company Registration No. 08554364 (England and Wales)...

CICERO ONLINE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



CICERO ONLINE LIMITED

COMPANY INFORMATION

| | |
|--------------------------|---|
| Directors | A R Adamson A J Ross |
| Secretary | A J Ross |
| Company number | 08554364 |
| Registered office | Havas House Hermitage Court Hermitage Lane Maidstone Kent UK ME16 9NT |
| Auditor | Constantin 25 Hosier Lane London UK EC1A 9LQ |

CICERO ONLINE LIMITED

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CICERO ONLINE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and the audited financial statements for the year ended 31 December 2020.

The directors' report has been prepared in accordance with section 415A of the Companies Act 2006 and the provisions applicable to companies entitled to the small companies exemption.

Principal activities

The principal activity of the company continued to be that of the provision of online subscription services.

"Cicero Group" is the trading name of Cicero Consulting Limited, Cicero Online Limited and Yatterbox Limited.

Cicero Group is a full service communications and market research agency. We design and deliver award winning corporate, brand, political and regulatory campaigns across all major business sectors.

In February 2020, Havas UK acquired a 60% stake in Cicero Group, rebranding as "Cicero/AMO". Havas is a French multinational advertising and public relations company headquartered in Paris. It operates in more than 100 countries and is one of the largest global advertising and communications groups in the world. The directors believe the acquisition will present considerable growth opportunities across new markets and sectors leveraging the Havas network.

Results and dividends

The results for the year are set out on page 8.

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

Directors

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

| | |
|------------------|---|
| A R Adamson | (Appointed 28 February 2020) |
| A J Ross | (Appointed 28 February 2020) |
| I W Anderson | (Resigned 28 February 2020) |
| K Grant | (Appointed 16 January 2020 and resigned 28 February 2020) |
| A Mallikarachchi | (Appointed 16 January 2020 and resigned 28 February 2020) |
| J K Swan | (Resigned 28 February 2020) |
| M W Twigg | (Resigned 28 February 2020) |

Covid 19

The directors have considered the impact of the COVID-19 pandemic on the Company's ability to continue as a going concern. The Company has taken all necessary action to ensure no interruption to the business as well as the continued safety, health and wellbeing of the staff. The company is fully functioning with staff continuing to fully operate and work remotely via secure remote access, resulting in little if no impact to the day to day activities. In addition, all suppliers to the business have confirmed satisfactory operations are in place to ensure no interruption to the business. The Directors believe the Company will successfully trade through the pandemic.

Auditor

The auditor, Constantin, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Energy and carbon report

The company is exempt from the requirement to produce an energy and carbon report by reason of its size.

CICERO ONLINE LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Statement of disclosure to auditor


So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Strategic report

The company is a member of an ineligible group within Part 15 of the Companies Act 2006, and is not required to prepare a strategic report in accordance with section 414B(b) of the Act.

On behalf of the board



.....
A R Adamson
Director

Date:23-07-2021.....

CICERO ONLINE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors are responsible for preparing the annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

CICERO ONLINE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CICERO ONLINE LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Cicero Online Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 16 which include the statement of accounting policies.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

CICERO ONLINE LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF CICERO ONLINE LIMITED

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

CICERO ONLINE LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF CICERO ONLINE LIMITED

Extent to which the audit was considered capable of detecting irregularities

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report or from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

CICERO ONLINE LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF CICERO ONLINE LIMITED

Use of our report

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



Peter Smith FCA (Senior Statutory Auditor)

For and on behalf of Constantin

Chartered Accountants and Statutory Auditor

25 Hosier Lane

London

EC1A 9LQ

23 July 2021

CICERO ONLINE LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2020

| | Notes | 2020 £000 | 2019 £000 |
|-------------------------------|-------|--------------|--------------|
| Turnover | 3 | 601 | 757 |
| Administrative expenses | | (540) | (690) |
| Other operating income | | 12 | - |
| Exceptional item | 4 | - | (49) |
| | | <hr/> | <hr/> |
| Profit before taxation | | 73 | 18 |
| | | <hr/> | <hr/> |
| Tax on profit | 8 | (10) | - |
| | | <hr/> | <hr/> |
| Profit for the financial year | | 63 | 18 |
| | | <hr/> | <hr/> |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The accompanying accounting policies and notes on pages 12 to 21 are an integral part of these financial statements.

CICERO ONLINE LIMITED

STATEMENT OF COMPREHENSIVE INCOME **FOR THE YEAR ENDED 31 DECEMBER 2020**

| | 2020 £000 | 2019 £000 |
|--|----------------------------|----------------------------|
| Profit for the year | 63 | 18 |
| Other comprehensive income | - | - |
| Total comprehensive income for the year | 63 | 18 |

The accompanying accounting policies and notes on pages 12 to 21 are an integral part of these financial statements.

CICERO ONLINE LIMITED

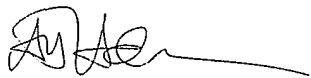
BALANCE SHEET

AS AT 31 DECEMBER 2020

| | Notes | 2020 £000 | £000 | 2019 £000 | £000 |
|---|-------|--------------|------------|--------------|------------|
| Fixed assets | | | | | |
| Goodwill | 9 | | 99 | | 129 |
| Current assets | | | | | |
| Debtors | 11 | 757 | | 643 | |
| Cash at bank and in hand | | 28 | | 52 | |
| | | <u>785</u> | | <u>695</u> | |
| Creditors: amounts falling due within one year | 12 | <u>(205)</u> | | <u>(208)</u> | |
| Net current assets | | | 580 | | 487 |
| Total assets less current liabilities | | | <u>679</u> | | <u>616</u> |
| Capital and reserves | | | | | |
| Called up share capital | 14 | | 171 | | 171 |
| Capital redemption reserve | | | 18 | | 18 |
| Profit and loss reserves | | | 490 | | 427 |
| Total equity | | | <u>679</u> | | <u>616</u> |

The accompanying accounting policies and notes on pages 12 to 21 are an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on23-07-2021..... and are signed on its behalf by:



A R Adamson
Director

Company Registration No. 08554364

CICERO ONLINE LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

| | Notes | Share capital £000 | Capital redemption reserve £000 | Profit and loss reserves £000 | Total £000 |
|--|-------|-----------------------|---------------------------------------|-------------------------------------|---------------|
| Balance at 1 January 2019 | | 182 | 7 | 453 | 642 |
| Year ended 31 December 2019: | | | | | |
| Profit and total comprehensive income for the year | | - | - | 18 | 18 |
| Redemption of shares | 14 | (11) | 11 | (44) | (44) |
| Balance at 31 December 2019 | | 171 | 18 | 427 | 616 |
| Year ended 31 December 2020: | | | | | |
| Profit and total comprehensive income for the year | | - | - | 63 | 63 |
| Balance at 31 December 2020 | | 171 | 18 | 490 | 679 |

The accompanying accounting policies and notes on pages 12 to 21 are an integral part of these financial statements.

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

Cicero Online Limited is a private company limited by shares incorporated in England and Wales. The registered office is Havas House, Hermitage Court, Hermitage Lane, Maidstone, Kent, UK, ME16 9NT.

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 £000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

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

The financial statements of the company are consolidated in the financial statements of Vivendi SE. These consolidated financial statements are available from its registered office, 42 avenue de Friedland, 75380 Paris Cedex 08, France and the website - www.vivendi.com/en/investment-analysts/regulatory-information/annual-reports/.

1.2 Going concern

The directors of Havas S.A., the intermediate parent company, have confirmed that they will support the company to enable it to meet its third party liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the directors continue to adopt the going concern basis of accounting in preparing the financial statements. The directors took into account the impact of the Covid-19 epidemic and the impact of Brexit in making their assessment of going concern.

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

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.

Revenue from contracts for the provision of services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses incurred that are recoverable.

1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is ten years.

1.5 Tangible fixed assets

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

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

| | |
|-----------|-----------------------|
| Computers | 2 years straight line |
|-----------|-----------------------|

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.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible 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). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.7 Cash and cash equivalents

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

1.8 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.

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Basic financial assets

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

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

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 present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

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

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

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

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

1.9 Equity instruments

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

1.10 Taxation

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.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies (Continued)

1.11 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.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

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.

1.12 Retirement benefits

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

1.13 Government grants

Government grants are recognised on the accrual model. The grant monies receivable in the year relate to compensation for staff costs under the furlough scheme, already incurred and recognised as an expense in the profit and loss account.

1.14 Foreign exchange

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

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.

In the directors' view there are no key judgements or sources of estimation uncertainty that are required to be disclosed in these financial statements.

3 Turnover and other revenue

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| Turnover analysed by geographical market | | |
| United Kingdom | 338 | 426 |
| Rest of Europe | 256 | 322 |
| North America | 7 | 9 |
| | <u>601</u> | <u>757</u> |

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

4 Exceptional item

| | 2020 £000 | 2019 £000 |
|--------------------|-------------------|-------------------|
| Expenditure | | |
| Redundancy costs | - | 49 |
| | <u> </u> | <u> </u> |

5 Operating profit

| | 2020 £000 | 2019 £000 |
|--|-------------------|-------------------|
| Operating profit for the year is stated after charging/(crediting): | | |
| Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss | - | 3 |
| Government grants | (12) | - |
| Depreciation of owned tangible fixed assets | - | 1 |
| Amortisation of intangible assets | 30 | 30 |
| | <u> </u> | <u> </u> |

6 Auditor's remuneration

| | 2020 £000 | 2019 £000 |
|---|-------------------|-------------------|
| Fees payable to the company's auditor and associates: | | |
| For audit services | | |
| Audit of the financial statements of the company | 15 | 10 |
| | <u> </u> | <u> </u> |

In addition to the fees disclosed above, £10,000 has been paid to the company's auditors by another group company in respect of the 2019 audit.

7 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

| | 2020 Number | 2019 Number |
|----------------|-------------------|-------------------|
| Client serving | 10 | 11 |
| | <u> </u> | <u> </u> |

Their aggregate remuneration comprised:

| | 2020 £000 | 2019 £000 |
|-----------------------|-------------------|-------------------|
| Wages and salaries | 219 | 348 |
| Social security costs | 18 | 34 |
| Pension costs | 10 | 14 |
| | <u> </u> | <u> </u> |
| | 247 | 396 |
| | <u> </u> | <u> </u> |

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

8 Taxation

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Current tax | | |
| UK corporation tax on profits for the current period | 10 | - |
| | <u>10</u> | <u>-</u> |

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

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Profit before taxation | 73 | 18 |
| | <u>73</u> | <u>18</u> |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%) | 14 | 3 |
| Tax effect of expenses that are not deductible in determining taxable profit | - | 9 |
| Tax effect of utilisation of tax losses not previously recognised | (10) | - |
| Unutilised tax losses carried forward | - | 3 |
| Amortisation on assets not qualifying for tax allowances | 6 | 6 |
| Research and development tax credit | - | (21) |
| | <u>10</u> | <u>-</u> |
| Taxation charge for the year | 10 | - |
| | <u>10</u> | <u>-</u> |

9 Intangible fixed assets

| | Goodwill £000 |
|--|------------------|
| Cost | |
| At 1 January 2020 and 31 December 2020 | 296 |
| | <u>296</u> |
| Amortisation and impairment | |
| At 1 January 2020 | 167 |
| Amortisation charged for the year | 30 |
| | <u>197</u> |
| At 31 December 2020 | 197 |
| | <u>197</u> |
| Carrying amount | |
| At 31 December 2020 | 99 |
| | <u>99</u> |
| At 31 December 2019 | 129 |
| | <u>129</u> |

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

10 Tangible fixed assets

| | Computers £000 |
|--|-------------------|
| Cost | |
| At 1 January 2020 and 31 December 2020 | 27 |
| Depreciation and impairment | |
| At 1 January 2020 and 31 December 2020 | 27 |
| Carrying amount | |
| At 31 December 2020 | - |
| At 31 December 2019 | - |

11 Debtors

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| Amounts falling due within one year: | | |
| Trade debtors | 87 | 53 |
| Amounts owed by group undertakings | 646 | 562 |
| Prepayments and accrued income | 24 | 28 |
| | <u>757</u> | <u>643</u> |

12 Creditors: amounts falling due within one year

| | 2020 £000 | 2019 £000 |
|------------------------------------|--------------|--------------|
| Notes | | |
| Bank loans and overdrafts | - | 33 |
| Amounts owed to group undertakings | 5 | - |
| Corporation tax | 10 | - |
| Other taxation and social security | 7 | 10 |
| Accruals and deferred income | 183 | 165 |
| | <u>205</u> | <u>208</u> |

13 Retirement benefit schemes

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| Defined contribution schemes | | |
| Charge to profit or loss in respect of defined contribution schemes | 10 | 14 |

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.

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

14 Share capital

| | 2020 | 2019 | 2020 | 2019 |
|------------------------------|------------------|------------------|------------|------------|
| Issued and fully paid | | | | |
| Ordinary shares of 10p each | 1,706,580 | 1,706,580 | 171 | 171 |
| | <u>1,706,580</u> | <u>1,706,580</u> | <u>171</u> | <u>171</u> |

15 Related party transactions

Transactions with related parties

During the year the company entered into the following transactions with related parties:

| | Purchase of services | |
|--|-----------------------------|-------------|
| | 2020 | 2019 |
| | £000 | £000 |
| Entities with control, joint control or significant influence over the company | 34 | - |
| | <u>34</u> | <u>-</u> |

| | 2020 | 2019 |
|--|-------------|-------------|
| | £000 | £000 |
| Amounts due to related parties | | |
| Entities with control, joint control or significant influence over the company | 5 | - |
| | <u>5</u> | <u>-</u> |

The following amounts were outstanding at the reporting end date:

| | 2020 | 2019 |
|--|-------------|-------------|
| | £000 | £000 |
| Amounts due from related parties | | |
| Entities with control, joint control or significant influence over the company | 646 | 562 |
| | <u>562</u> | <u>562</u> |

CICERO ONLINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

16 Ultimate controlling party

The company's ultimate parent company and controlling party is Vivendi SE, which is incorporated in France.

The smallest and largest group in which the results of the company are consolidated is that headed by Vivendi SE. These consolidated financial statements are available from its registered office, 42 avenue de Friedland, 75380 Paris Cedex 08, France and the website - www.vivendi.com/en/investment-analysts/regulatory-information/annual-reports/.