Registration number: 2565571

Mother Tongue Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018

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Contents

Directors' Report	1
Statement of Directors' Responsibilities in respect of the annual report and the financial statements	2
Profit and Loss Account	3
Balance Sheet	4 to 5
Statement of Changes in Equity	6
Notes to the Financial Statements	7 to 20

Directors' Report for the year ended 31 December 2018

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

Principal activity

The principal activity of the Company is the provision of translation, voice-over and typesetting services.

Dividends

The directors do not recommend the payment of dividend in respect of the year ended 31 December 2018 (2017: £2,084,000).

Acquisition

On 28th December 2018, the Company acquired the business and assets of Mother Tongue Inc. via a Sale and Purchase agreement, for a consideration of £1.00 and Mother Tongue Inc. was dissolved on 22 January 2019.

Directors of the Company

The directors who held office during the year were as follows:

- G. Gilpin (resigned 7 March 2018)
- C. Hodgson
- P. Fothergill
- J. Challenger (appointed 1 January 2018)
- S. Toaldo (appointed 1 January 2018)

Political and charitable donations

During the year the Company made no political donations (2017: £nil). Donations to charity amounted to £nil (2017: £nil).

Going concern

At the end of the year the Company had net current assets of £3,805,732 (2017: £2,282,338). The directors consider that the Company has access to sufficient funding to meet its funding requirements for the reasons set out in note 1 to the financial statements. Accordingly the directors have prepared the financial statements on a going concern basis.

Approved by the Board on 28/105/2019 and signed on its behalf by:

J. Challenger Director

Bankside 3 90 - 100 Southwark Street London SE1 0SW

Statement of Directors' Responsibilities in respect of the annual report and the financial statements

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

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

Profit and Loss Account for the year ended 31 December 2018

	Note	2018 £	2017 £
Turnover	2	3,548,034	3,535,349
Direct costs	-		(167)
Gross profit		3,548,034	3,535,182
Administrative expenses	-	(3,385,868)	(3,244,548)
Operating profit	3	162,166	290,634
Income from shares in group undertakings		-	828,892
Other interest receivable and similar income	7	11,302	5,202
Gain/(loss) on disposal of fixed asset investments		(1)	201,222
Interest payable and similar charges	8 _	(736)	<u> </u>
Profit before tax on ordinary activities		172,731	1,325,950
Taxation	9 -	(40,242)	(6,372)
Profit for the financial year		132,489	1,319,578

The results shown above are derived wholly from continuing operations. There were no recognised gains or losses in either the current or prior year except as shown above. Consequently, a statement of comprehensive income has not been prepared.

(Registration number: 2565571) Balance Sheet as at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	11	27,385	-
Tangible assets	12	31,808	68,294
	-	59,193	68,294
Current assets			
Debtors	14	5,982,829	3,634,815
Cash at bank and in hand	_	3,352	
		5,986,181	3,634,815
Creditors: Amounts falling due within one year	15	(2,180,449)	(1,352,477)
Net current assets	-	3,805,732	2,282,338
Total assets less current liabilities		3,864,925	2,350,632
Creditors: Amounts falling due after more than one year	15	(17,775)	(20,613)
Provisions for liabilities	16	(4,537)	
Net assets		3,842,613	2,330,019
Capital and reserves			
Called up share capital	17	100	100
Retained earnings	·-	3,842,513	2,329,919
Total equity		3,842,613	2,330,019

(Registration number: 2565571) Balance Sheet as at 31 December 2018

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

Directors' responsibilities:

- the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised by the Board on 29/05/2019 and signed on its behalf by:

J. Challenger Director

Statement of Changes in Equity for the year ended 31 December 2018

	Share capital £	Retained earnings £	Total £
At 1 January 2018	100	2,329,919	2,330,019
Profit for the year		132,489	132,489
Total comprehensive income	-	132,489	132,489
Other reserve movements		1,380,105	1,380,105
At 31 December 2018	100	3,842,513	3,842,613
	Share capital	Retained earnings £	Total £
At 1 January 2017	-	earnings	
At 1 January 2017 Profit for the year	£	earnings £	£
•	£	earnings £ 3,094,341	£ 3,094,441
Profit for the year	£	earnings £ 3,094,341 1,319,578	£ 3,094,441 1,319,578

Notes to the Financial Statements for the year ended 31 December 2018

1 Accounting policies

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The following accounting policies have been applied consistently in dealing with items which are considered to be material in relation to the Company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The Company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The financial statements are presented in sterling the Company's functional currency.

Summary of disclosure exemptions

In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- · Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- · Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of TBWA UK Group Ltd include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- · Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

Related party transactions: As a 100% owned subsidiary of Omnicom Group Inc. the Company has taken advantage of the exemption available under FRS 102 Section 33. 1A: Related Party Disclosures, which enables it to exclude disclosure of transactions with Omnicom Group Inc., and its wholly owned subsidiaries.

Notes to the Financial Statements for the year ended 31 December 2018

Going concern

At the end of the year the Company had net current assets of £3,805,732 (2017: £2,282,338). The directors consider that the Company has access to sufficient funding to meet its needs for the reasons set out below. Accordingly the directors have prepared the financial statements on a going concern basis.

The Company participates in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited and Omnicom Financial Services Limited, the group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited and Omnicom Financial Services Limited or by Omnicom Finance Limited and Omnicom Financial Services Limited depositing cash with the Company. The Company's access to borrowings under the cash concentration arrangement is not limited as long as these borrowings are required in the normal course of business and are made in accordance with the Omnicom Group Inc. Grant of Authority.

Omnicom Finance Limited, is able to make this commitment because Omnicom Finance Limited is a co-borrower with Omnicom Finance Inc. and Omnicom Capital Inc. under certain group bank facilities which are more fully described in the Omnicom Group Inc. financial statements filed on Form 10-K and available at www.OmnicomGroup.com.

The directors consider the combination of the Group facilities and expected finding requirements of the Omnicom Group Inc. and its subsidiaries provides sufficient access to funding to ensure that the Company is able to meet its liabilities as they fall due for the foreseeable future. Accordingly, the directors have prepared the financial statements as a going concern.

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Turnover

Turnover comprises fees, and commissions earned in respect of gross billings and direct costs, which meet the Companies Act definition of revenue. Turnover is recognised when services are performed, in accordance with the terms of arrangements reached with each client. Gross billings and turnover are stated exclusive of VAT, sales taxes and trade discounts.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Tax

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.

Notes to the Financial Statements for the year ended 31 December 2018

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; to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is charged so as to write off the cost of assets, over their estimated useful lives, as follows:

Asset class
Furniture, fittings and equipment
Office equipment

Depreciation method and rate 33.33% per annum straight line basis 25% per annum straight line basis

Fixed asset investments

Investment in subsidiary undertakings are stated at historical cost less provision for any diminution in value.

Amortisation

Asset class

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Software

Amortisation method and rate

33.33% per annum on a straight line basis

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade and other debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade and other creditors

Trade and other creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price.

Notes to the Financial Statements for the year ended 31 December 2018

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Defined contribution pension obligation

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect to the accounting period.

2 Turnover

3

The whole of the Company's gross billings, turnover and operating profit for the year related to its principal activity, which was that of translation, voice-over & typesetting services, and which was carried out in the following geographical areas.

The analysis of the Company's turnover for the year from continuing operations for rendering of services is as follows:

2010

2017

	2018	2017
	£	£
UK	2,174,447	1,970,738
Europe	1,313,080	1,491,998
Rest of world	60,507	72,613
	3,548,034	3,535,349
3 Operating profit		
Arrived at after charging/(crediting)		
	2018 £	2017 £
Depreciation and other amounts written off tangible fixed assets: owned	6,804	-
Amortisation of software	13,693	-
Foreign exchange (gains) / losses	(54,148)	59,885
Hire of other assets - rentals payable	<u>25</u> 2,836	243,090
Page 10		

Notes to the Financial Statements for the year ended 31 December 2018

4 Auditor's remuneration

	2018 £	2017 £
Other fees to auditor		
Audit-related assurance services	11,113	11,113

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, for the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, TBWA UK Group Ltd.

5 Directors' remuneration

The directors' remuneration for the year was as follows:

	2018	2017
	£	£
Directors' emoluments	100,606	188,766
Company contributions to money purchase pension schemes	6,475	4,900
	107,081	193,666
During the year the number of directors who were receiving benefits and sl	2018	2017
During the year the number of directors who were receiving benefits and state of the second s		
	2018	2017
Accruing benefits under money purchase pension scheme	2018	2017
Accruing benefits under money purchase pension scheme	2018 No.	2017 No. 1

Notes to the Financial Statements for the year ended 31 December 2018

6 Staff costs

	2018 £	2017 £
Wages and salaries	1,118,679	1,013,013
Social security costs	109,691	133,154
Pension and other post-employment benefit costs	35,697	37,372
Severance/loss of office	<u> </u>	29,428
	1,264,067	1,212,967
The average number of persons employed by the Company (includ category was as follows:	ing directors) during the ye	ear, analysed by
	2018	2017
	No.	No.
Production	1	1
Administration and support	2	5
Other departments	18_	19
	21	25
Other interest receivable and similar income		
	2018	2017
	£	£
Receivable from group undertakings	11,302	5,202
Interest payable and similar charges		
	2018	2017
Finance above a poughla in respect of finance larger and him numbers	£	£
Finance charges payable in respect of finance leases and hire purchase contracts	736	

Notes to the Financial Statements for the year ended 31 December 2018

9 Taxation

Tax charged in the income statement

	2018 £	2017 £
Current taxation		
Current tax on income for the period	37,888	57,100
Adjustments in respect of previous periods	(2,329)	(50,759)
	35,559	6,341
Deferred taxation		
Origination and reversal of timing differences	(1,342)	35
Effect of increased/decreased tax rate on opening liability	141	(4)
Adjustment in respect of previous periods	5.884	-
Total deferred taxation	4,683	31
Tax expense in the income statement	40,242	6,372

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2017 - lower than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

	2018 £	2017 £
Profit before tax	172,731	1,325,950
Corporation tax at standard rate	32,819	255,245
Effect of revenues exempt from taxation	-	(198,299)
Effect of expense not deductible in determining taxable profit (tax loss)	3,727	189
Deferred tax expense (credit) relating to changes in tax rates or laws	141	(4)
Increase (decrease) in UK deferred tax from prior periods	5,884	-
Increase in UK and foreign current tax from adjustment for prior periods	(2,329)	(50,759)
Total tax charge	40,242	6,372

Reductions in the UK corporation tax rate to 19% (effective 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future tax charge accordingly. The deferred tax liability at 31 December 2018 has been calculated based on these rates.

Notes to the Financial Statements for the year ended 31 December 2018

Deferred tax Deferred tax assets and liabilities		
2018		Asset £
Difference between accumulated depreciation and capital allowances		(4,537)
2017		Asset £
Difference between accumulated depreciation and capital allowances		146
10 Dividends	2018 £	2017 £
Interim dividend of £Nil (2017: £20,840.00) per share	<u> </u>	2,084,000

Notes to the Financial Statements for the year ended 31 December 2018

11 Intangible assets			
		Software £	Total £
Cost or valuation Transfers		41,078	41,078
At 31 December 2018		41,078	41,078
Amortisation Amortisation charge		13,693	13,693
At 31 December 2018		13,693	13,693
Carrying amount			
At 31 December 2018		27,385	27,385
12 Tangible fixed assets			
	Furniture, fittings and equipment £	Office equipment £	Total £
Cost or valuation At 1 January 2018 Additions	71,021	27,217	98,238
Transfers	(41,078)	4,772 7,754	4,772 (33,324)
At 31 December 2018	29,943	39,743	69,686
Depreciation At 1 January 2018 Charge for the year Transfers	29,943 - -	6,804 1,131	29,943 6,804 1,131
At 31 December 2018	29,943	7,935	37,878
Carrying amount			

At 31 December 2018

At 31 December 2017

31,808

27,216

41,078

31,808

68,294

Notes to the Financial Statements for the year ended 31 December 2018

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

2018

£

2017

£

Office equipment	31,989 27,217
13 Fixed Asset Investments	
	Other investments other than loans £
Cost	
At 1 January 2018	-
Additions	1
Disposals	(1)
At 31 December 2018	
Carrying amount	
At 31 December 2018	<u>=</u>
At 31 December 2017	

On 28th December 2018, the Company acquired the business and assets of Mother Tongue Inc. via a Sale and Purchase agreement, for a consideration of £1.00 and Mother Tongue Inc. was dissolved on 22 January 2019.

Notes to the Financial Statements for the year ended 31 December 2018

14 Debtors

	Note	2018 £	2017 £
Trade and other debtors		943,948	428,630
Amounts owed by group undertakings - trading balances		1,027,385	568,331
Amounts owed by group undertakings - loans and advances		3,474,941	2,268,318
Other debtors		4,425	176,272
Deferred tax assets	9	-	146
Prepayments and accrued income	_	532,130	193,118
	=	5,982,829	3,634,815

The Company participates in a cash concentration arrangement with its fellow subsidiary, Omnicom Finance Limited and Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited or by Omnicom Finance Limited depositing cash with the Company. Included in Amounts owed by group undertakings - loans and advances is £3,474,941 (2017: £2,268,318) representing cash deposited by the Company under these arrangements.

15 Creditors

	Note	2018 £	2017 £
Due within one year			
Obligations under finance lease and hire purchase contracts		7,610	6,604
Trade and other creditors		1,617	307,045
Amounts owed to group undertakings - trading balances		584,562	294,982
Amounts owed to group undertakings - loans and advances		7,070	-
Taxation and social security		133,435	5,579
Accruals and deferred income	_	1,446,155	738,267
	=	2,180,449	1,352,477
Due after one year			
Obligations under finance lease and hire purchase contracts	-	17,775	20,613

The Company participates in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited and Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited and Omnicom Financial Services Limited or by Omnicom Finance Limited and Omnicom Financial Services Limited depositing cash with the Company. Included in Amounts owed to group undertakings - loans and advances is £7,070 (2017: £nil) representing cash advanced to the Company under these arrangements.

Notes to the Financial Statements for the year ended 31 December 2018

16 Provisions for liabilities

	Deferred tax £
At 1 January 2018	146
Increase (decrease) in existing provisions	(4,683)
At 31 December 2018	(4,537)

17 Share capital

Allotted, called up and fully paid shares

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	100	100	100	100

18 Pension and other schemes

Defined contribution pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £35,697 (2017: £37,372).

19 Related party transactions

Summary of transactions with subsidiaries

At 31 December 2018, the Company's ultimate parent undertaking was Omnicom Group Inc. The shareholders of the Company have interest directly or indirectly in certain other companies which are considered to give rise to related party disclosures under FRS 102 Section 33.

As a 100% owned indirect subsidiary of Omnicom Group Inc., the Company has taken advantage of the exemption under FRS102 Section 33.1A: Related Party Disclosures, which enables it to exclude disclosure of transactions with Omnicom Group Inc. and its wholly owned subsidiaries.

Entities with

Income and receivables from related parties

2018	joint control or significant influence £
Receipt of services	75,236_
Amounts receivable from related party	14,451

Page 18

Notes to the Financial Statements for the year ended 31 December 2018

	Entities with joint control or significant influence
2017	£
Receipt of services	88,140
Amounts receivable from related party	33,711

20 Parent and ultimate parent undertaking

The ultimate parent is Omnicom Group Inc, incorporated in the United States of America.

The largest group in which the results of the Company are consolidated is that headed by Omnicom Group Inc. The consolidated accounts of this company are available to the public and may be obtained from Omnicom Group Inc., 437 Madison Avenue, New York, NY 10022, USA, or at www.omnicomgroup.com.

The Company is also consolidated into TBWA UK Group Limited and these accounts may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ, Wales.

Notes to the Financial Statements for the year ended 31 December 2018

21 Details of undertaking

Details of the investments in which the company holds 20% or more directly or indirectly of the nominal value of any class of share capital are as follows:

Undertaking Company	Subsidiary undertakings Mother Tongue Inc. 4975481
ompany number	
Country of incorporation Holding	Delaware
Holding	Ordinary
Proportion of voting rights and Principal s shares held activity	100.00
Principal activity	100.00 Translation Services
Registered address	1, Little West, 12th Street, New York, NY, NY10014. United States