

PHD Copenhagen A/S

Midtermolen 3
2100 København Ø

CVR no. 25 11 23 50

Annual Report 2022

The annual report was presented and approved at the
Company's annual general meeting

on 28 June 2023

Peter Gottfredsen

Chairman of the annual general meeting

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of PHD Copenhagen A/S for the financial year 1 January – 31 December 2022.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's activities and financial matters, of the results for the year and of the Company's financial position.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 28 June 2023
Executive Board:

Morten Choi
Kristensen
Managing Director

Board of Directors:

Peter Gottfredsen

Chairman

Michael Holmer

Frank Boe Aagaard
Andersen

Independent auditor's report

To the shareholders of PHD Copenhagen A/S

Opinion

We have audited the financial statements of PHD Copenhagen A/S for the financial year 1 January – 31 December 2022 comprising income statement, balance sheet and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements 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 International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines 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, Management is 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 in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent auditor's report

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 28 June 2023

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

David Olafsson
State Authorised
Public Accountant
mne19737

PHD Copenhagen A/S
Annual report 2022
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Management's review

Company details

PHD Copenhagen A/S
Midtermolen 3
2100 København Ø
Denmark

CVR no.: 25 11 23 50
Financial period: 1 January – 31 December
Established: 1 January 2000
Registered office: Copenhagen

Board of Directors

Peter Gottfredsen, Chairman
Michael Holmer
Frank Boe Aagaard Andersen

Executive Board

Morten Choi Kristensen, Managing Director

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø
Denmark
CVR no. 25 57 81 98

General meeting

The annual general meeting will be held on 28 June 2023 at the Company's address.

Management's review

Operating review

Principal activities

PHD Copenhagen A/S provides a wide range of specialist services offered to advertisers in the form of technology and consultancy projects in the areas of: business transformation, marketing strategy, media investment, digital performance optimisation, marketing intelligence and reporting.

The Company has an integrated cooperation with some of Denmark's largest advertisers and processes media buying and optimisation on behalf of these companies.

Business development and finances

In the financial year 2022, PHD Copenhagen A/S realised revenue of DKK 19.0 million, compared to DKK 19.3 million in the financial year 2021, representing a decrease of 1.6%. Profit for the year was DKK 3.6 million, compared to DKK 3.5 million in the financial year 2021. The drop in revenue is below the expectations set in the original budget but exceeded our expectations in the light of the continuous impact from the breakdown in supply chains, which affected a wide range of clients.

The profit for the year is in line with our expectations, growing 2% compared to the financial year 2021. The growth is driven by strong cost control.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Outlook

We expect that the Danish economy will be stable in 2023, with a corresponding trend in media spending. But the Russian invasion of Ukraine, together with the inflation, will have a negative impact and slow down the growth.

PHD Copenhagen A/S has successfully transformed internal processes and client-facing technologies, which has enabled significant performance leaps in client deliveries.

We therefore expect the Company to strengthen its market position and market share significantly in the coming year.

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2022	2021
Revenue	2	19,027	19,297
Other external costs		-5,807	-6,152
Gross profit		13,220	13,145
Staff costs	3	-8,719	-8,536
Operating profit		4,501	4,609
Financial income	4	17	0
Financial expenses	5	-80	-55
Profit from ordinary activities before tax		4,438	4,554
Tax on profit for the year	6	-818	-1,008
Profit for the year		3,620	3,546
 Proposed distribution of profit			
Proposed dividend for the financial year		0	0
Retained earnings		3,620	3,546
		3,620	3,546

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2022	2021
ASSETS			
Receivables			
Trade receivables		31,396	27,953
Contract work in progress	7	95	545
Amounts owed by group entities		19,184	24,179
Other receivables		178	821
Deferred tax	8	29	31
Prepayments		19	1
		<u>50,901</u>	<u>53,530</u>
Cash at bank and in hand		<u>0</u>	<u>0</u>
Total current assets		<u>50,901</u>	<u>53,530</u>
TOTAL ASSETS		<u><u>50,901</u></u>	<u><u>53,530</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2022	2021
EQUITY AND LIABILITIES			
Equity	9		
Share capital		500	500
Retained earnings		17,360	13,740
Proposed dividend prior years		0	7,000
Total equity		<u>17,860</u>	<u>21,240</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		24,766	23,815
Contract work in progress	7	0	904
Amounts owed to group entities/associates		68	0
Tax payable		989	1,027
Other payables		3,251	1,634
Deferred income		3,967	4,910
		<u>33,041</u>	<u>32,290</u>
Total liabilities other than provisions		<u>33,041</u>	<u>32,290</u>
TOTAL EQUITY AND LIABILITIES		<u>50,901</u>	<u>53,530</u>
Contingent liabilities and security	10		
Related parties disclosure	11		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of PHD Copenhagen A/S for 2022 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with additions from higher accounting classes.

The accounting policies applied in the preparation of the annual report are consistent with those of last year.

The annual report of PHD Copenhagen A/S is included in the consolidated financial statements of Omnicom Media Group A/S.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the Company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Income statement

Revenue

Revenue consists of media revenue and revenue regarding consultancy services.

Media invoicing to customers is recognised in the income statement provided that delivery and transfer of risk to the buyer has taken place before year end and that the income can be reliably measured and is expected to be received. Media revenue is measured ex. VAT, tax charged and rebates in connection with the sale. We act as an agent and revenue is recognised as invoicing to customers less media expenses.

In our business we incur third-party costs on behalf of clients. Third-party direct costs include, among others: purchased media, studio production services, including artists and other freelance labor, market research and third-party data and other related expenditures.

The inclusion of billings related to third-party direct costs in revenue depends on whether we act as a principal or as an agent in the client arrangement. In our businesses, including advertising, which also includes studio production efforts and media planning and buying services, we act as an agent and arrange, at the client's direction, for third parties to perform certain services.

In these cases, we do not control the goods or services prior to the transfer to the client. As a result, revenue is recorded net of these costs, equal to the amount retained for our fee or commission.

Contract work in progress is recognised as revenue as the production is carried out. Accordingly, revenue corresponds to the selling price of work performed during the year (the percentage of completion method). Revenue is recognised when total income and expenses and the stage of completion of the contract at the balance sheet date can be reliably calculated and when it is probable that the economic benefits, including payment, will flow to the Group.

Other external costs

Other external costs comprise expenses for sale, advertising, administration, premises, etc.

Staff costs

Staff costs comprise salaries and wages, including holiday allowance, pension and other social security costs, etc., to the Company's employees excluding refunds from public authorities.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts regarding the financial year. Financial income and expenses comprise interest income and expense, realised and unrealised gains and losses on securities, payables and transactions denominated in foreign currencies as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit for the year

Tax for the year comprises current tax and changes in deferred tax for the year. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

The Company is jointly taxed with the other Omnicom companies in Denmark. The tax effect of the joint taxation is allocated in proportion to the taxable income (full absorption).

Balance sheet

Receivables

Receivables are measured at amortised cost. Write-down is made for bad debt losses.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

When the selling price of a construction contract cannot be measured reliably, the selling price is measured at the lower of costs incurred and net realisable value.

Contract work in progress is recognised in the balance sheet under receivables or payables, depending on the net amount of the selling price less progress billings and prepayments.

Selling costs and costs incurred in securing contracts are recognised in the income statement when incurred

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Prepayments, assets

Prepayments comprise costs incurred concerning subsequent financial years.

Equity

Dividend

Proposed dividends are recognised as a liability at the date on which they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year (declaration date) is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised on the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan together interest expenses.

Trade payables and amounts owed to group entities are recognised at cost.

Other liabilities are measured at net realisable value.

Deferred income recognised as liabilities include incoming payments regarding income in following years.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Financial statements 1 January – 31 December

Notes

DKK'000	2022	2021
2 Revenue		
Invoicing to customers	163,919	183,498
Media expenses, etc.	-144,892	-164,201
	<u>19,027</u>	<u>19,297</u>
3 Staff costs		
Wages and salaries	8,077	7,904
Pensions	528	521
Other social security costs	114	111
	<u>8,719</u>	<u>8,536</u>
Average number of full-time employees	<u>15</u>	<u>15</u>
4 Financial income		
Interest income received from associates	17	0
	<u>17</u>	<u>0</u>
5 Financial expenses		
Other financial expenses	80	55
	<u>80</u>	<u>55</u>

Financial statements 1 January – 31 December

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DKK'000	2022	2021
6 Tax on profit from ordinary activities		
Current tax for the year/joint taxation contribution	989	1,027
Adjustment of deferred tax	2	-19
Adjustment of tax concerning previous years	-173	0
	<u>818</u>	<u>1,008</u>
7 Contract work in progress		
Contract work in progress	95	228
Work in progress, payments received on account	0	-587
	<u>95</u>	<u>-359</u>
Recognised in the balance sheet as follows:		
Contract work in progress (assets)	95	545
Contract work in progress (liabilities)	0	-904
	<u>95</u>	<u>-359</u>
8 Deferred tax asset		
Deferred tax 1 January	31	12
Deferred tax adjustment	-2	19
Deferred tax at 31 December	<u>29</u>	<u>31</u>

Financial statements 1 January – 31 December

Notes

9 Equity

DKK'000	Share capital	Retained earnings	Proposed dividend prior years	Total
Equity at 1 January 2022	500	13,740	7,000	21,240
Distributed dividend	0	0	-7,000	-7,000
Net profit for the year	0	3,620	0	3,620
Equity at 31 December 2022	500	17,360	0	17,860

The share capital consists of 5,000 shares of a nominal value of DKK 100. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years

10 Contingent liabilities and security

The company has no lease commitments.

Joint taxation

The Company is jointly taxed with the group of Danish subsidiaries. The administrative company, together with the group of Danish subsidiaries included in the joint taxation, has joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends and interest. The jointly taxed companies' net liabilities to SKAT appears in the administrative company's annual report, Omnicom Media Group A/S, CVR no. 15 10 68 75. Any subsequent corrections of the taxable income subject to joint taxation or withholding taxes on dividends, interest and royalties may entail that the Company's liability will increase.

Financial statements 1 January – 31 December

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11 Related parties and ownership

PHD Copenhagen A/S' related parties include Omnicom Media Group A/S and group enterprises as well as the companies' Board of Directors', Executive Board, executive employees and family members. Related parties also include companies in which the above persons have substantial interests.

Controlling interest

Omnicom Media Group A/S, Midtermolen 3, 2100 Copenhagen Ø, Denmark, which is the major shareholder.

Ownership

The following shareholders are recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Omnicom Media Group A/S
Midtermolen 3
2100 København Ø
Denmark

Consolidated annual report

Consolidated annual report can be required at owner (see above). The supreme parent is Omnicom Group Inc., and their consolidated annual report can be required at:

Omnicom Group Inc.
437 Madison Avenue
New York, New York 10022