



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 927 445 875
Organisasjonsform: Aksjeselskap
Foretaksnavn: DENTSU NORGE AS
Forretningsadresse: Kristian Augusts gate 23
0164 OSLO

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

Konsern

Mørselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Forenklet IFRS
Benyttet ved utarbeidelsen av årsregnskapet til konsernet: -

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Fredrik Taranger
Dato for fastsettelse av årsregnskapet: 17.06.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 17.12.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	13	2 825 890 000	85 830 000
Sum inntekter		2 825 890 000	85 830 000
Kostnader			
Varekostnad		2 555 913 000	
Lønnskostnad	9, 10	156 850 000	41 687 000
Avskrivning av driftsmidler og immaterielle eiendeler	3	11 758 000	11 557 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	3		
Annen driftskostnad	9	66 753 000	39 876 000
Sum kostnader		2 791 273 000	93 120 000
Driftsresultat		34 617 000	-7 290 000
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	11		
Annen renteinntekt	11		
Annen finansinntekt	11	50 750 000	118 977 000
Sum finansinntekter		50 750 000	118 977 000
Nedskrivning av finansielle eiendeler	7, 11	2 520 000	
Annen rentekostnad	11	563 000	675 000
Annen finanskostnad	11	45 325 000	8 910 000
Sum finanskostnader		48 408 000	9 585 000
Netto finans		2 341 000	109 392 000
Ordinært resultat før skattekostnad		36 958 000	102 102 000
Skattekostnad på ordinært resultat	8	15 961 000	6 859 000
Ordinært resultat etter skattekostnad		20 997 000	95 244 000
Årsresultat		20 997 000	95 244 000
Årsresultat etter minoritetsinteresser		20 997 000	95 244 000



Resultatregnskap

Beløp i: NOK	Note	2021	2020
Totalresultat		20 997 000	95 244 000
Overføringer og disponeringer			
Ordinært utbytte	1	20 000 000	71 253 000
Avsatt til annen egenkapital	1	997 000	23 991 000
Sum overføringer og disponeringer		20 997 000	95 244 000



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter o.l.	3		
Utsatt skattefordel	8	1 001 000	631 000
Goodwill	3, 7	13 546 000	
Sum immaterielle eiendeler		14 547 000	631 000
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom	3	122 059 000	10 612 000
Maskiner og anlegg	3		
Skip og flytende installasjoner	3		
Driftsløsøre, inventar o.a. utstyr	3	722 000	648 000
Sum varige driftsmidler	3	122 781 000	11 259 000
Finansielle anleggsmidler			
Investering i datterselskap	4	202 158 000	295 257 000
Andre langsiktige fordringer	5	62 834 000	
Sum finansielle anleggsmidler		264 992 000	295 257 000
Sum anleggsmidler		402 320 000	307 147 000
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer	12, 14	304 070 000	12 881 000
Andre kortsiktige fordringer	5, 12	240 932 000	146 535 000
Konsernfordringer	5, 12		
Sum fordringer	5	545 002 000	159 415 000
Investeringer			
Andre finansielle instrumenter		10 000	10 000
Sum investeringer		10 000	10 000
Bankinnskudd, kontanter og lignende			



Balanse

Beløp i: NOK	Note	2021	2020
Bankinnskudd, kontanter o.l.	6	306 595 000	404 270 000
Sum bankinnskudd, kontanter og lignende		306 595 000	404 270 000
Sum omløpsmidler		851 607 000	563 695 000
SUM EIENDELER		1 253 927 000	870 843 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Aksjekapital	2	7 600 000	7 600 000
Overkurs	1		
Annen innskutt egenkapital	1	936 000	1 157 000
Sum innskutt egenkapital		8 536 000	8 757 000

Opptjent egenkapital

Annen egenkapital	1	213 547 000	64 384 000
Udisponert resultat			
Sum opptjent egenkapital		213 547 000	64 384 000

Sum egenkapital

	1	222 083 000	73 141 000
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Gjeld

Langsiktig gjeld

Utsatt skatt	8		
Andre avsetninger for forpliktelser	5		10 968 000
Sum avsetninger for forpliktelser			10 968 000

Annen langsiktig gjeld

Konvertible lån	5		
Obligasjonslån	5		
Gjeld til kredittinstitusjoner	5		
Øvrig langsiktig gjeld	5	124 266 000	11 408 000
Sum annen langsiktig gjeld		124 266 000	11 408 000

Sum langsiktig gjeld

	5	124 266 000	22 376 000
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Balanse

Beløp i: NOK	Note	2021	2020
Kortsiktig gjeld			
Konvertible lån	5		
Sertifikatlån	5		
Gjeld til kredittinstitusjoner	5		
Leverandørgjeld	5, 12	506 799 000	14 435 000
Betalbar skatt	5, 8	15 800 000	6 810 000
Skyldig offentlige avgifter	5	42 086 000	2 109 000
Utbytte	5	20 000 000	71 253 000
Kortsiktig konserngjeld	5, 12	171 177 000	655 641 000
Annen kortsiktig gjeld	5, 12	151 716 000	25 078 000
Sum kortsiktig gjeld		907 578 000	775 325 000
Sum gjeld		1 031 844 000	797 701 000
SUM EGENKAPITAL OG GJELD		1 253 927 000	870 843 000



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Dentsu International Limited

Consolidated Report and Financial Statements

31 December 2021



Dentsu International Limited

Table of Contents

Consolidated Report and Financial Statements	Page
Strategic Report	2
Directors' Report	15
Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and the Financial Statements	19
Independent Auditor's Report to the Members of Dentsu International Limited	20
Consolidated income statement	24
Consolidated statement of other comprehensive income	25
Consolidated balance sheet	26
Consolidated statement of changes in equity	27
Consolidated cash flow statement	28
Notes to the consolidated financial statements	29-97
Company Financial Statements	
Company balance sheet	98
Company statement of changes in equity	99
Notes to the Company's financial statements	100-142



Dentsu International Limited

Directors

Timothy Andree (resigned 18 February 2022)
Takaki Hibino (resigned 18 February 2022)
Nicholas Priday
Valerie Scoular
Arinobu Soga
Toshihiro Yamamoto (resigned 18 February 2022)
David Williams (resigned 18 February 2022)
Wendy Clark
Hiroshi Igarashi
Haruhiko Hirate (appointed 18 February 2022)
Soichi Takahashi (appointed 18 February 2022)

Company secretary

Mary Hitchon

Ultimate parent entity

Dentsu Group Inc.
1-8-1 Higashi-shimbashi
Minato-ku
Tokyo 105-7001

Registered office

10 Triton Street
Regent's Place
London NW1 3BF
Tel: 020 7070 7700

Registered number

1403668 England and Wales

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL



Dentsu International Limited

Strategic Report

The Directors present their Strategic Report on Dentsu International Limited, its subsidiaries and related companies ("the Group") for the year ended 31 December 2021.

Principal Activity

The principal activity of Dentsu International Limited ("DI Limited" or "the Company") is that of an agency parent company based in London. Its subsidiaries and related companies provide a broad range of customer solutions across media and digital including planning and buying, creative solutions, customer relationship management and communication strategies through its branded businesses across the global markets in which it operates.

The management group includes the Group, as well as certain entities which are held directly by the ultimate parent, Dentsu Group Inc. and reported separately within the Dentsu Group Inc. consolidated financial statements.

Strategic Priorities

The strategic priorities of the Group are to:

- Be the company of choice for the best talent;
- Work with brands and partners looking to create meaningful progress by knowing people better than anyone else;
- Be the industry leader in integrating idea led, data-driven and tech-enabled solutions to grow our clients' businesses;
- Have disciplined delivery of financial targets with sequential quarterly improvement;
- Lead people everywhere toward awareness, understanding and commitment to a new way of living;
- Enable our Group's long-term success by balancing use of resources, growth, profitability and societal good.

The Board understands that it must act in good faith to promote the success of Dentsu International Limited and the wider Dentsu Group over the long term in accordance with Section 172(1) of the Companies Act. In doing so, not only must it be clear about the Company's strategic priorities as above, but it must also have regard to its key stakeholders. The Company's Section 172 statement is included lower down in the Strategic Report.

Key Performance Indicators

During 2021 the Group delivered the following performance against major Key Performance Indicators ("KPIs"), which align to the Group's strategic objectives:

- Organic revenue less cost of sales growth of 10.2% (2020: (12.7)%)
- Digital revenue is 59.0% of the Group's revenue less cost of sales in 2021 (2020: 61.6%)
- £177.5m (2020: £50.7m) invested, (net of cash acquired) in the initial consideration for the controlling stake in 3 new acquisitions (2020: 3)
- £19.5m (2020: £24.8m) invested in additional stakes of 10 existing subsidiaries (2020: 6)



Dentsu International Limited **Strategic Report (continued)**

Operating Review

Overview

The year 2021 saw the Group return to growth as we recovered from the unprecedented impact of the global pandemic, with a significant rebound in performance led by a cyclical recovery in media as well as increased client spend on digital transformation initiatives.

In 2021, the Group generated revenue less cost of sales of £3,624.9m, an increase of 6.3% or 11.3% at constant currency. A constant currency comparison is calculated by using the current year's currency exchange rate for the current and prior year numbers. Organic growth represents the constant currency year-on-year growth after adjusting for the effect of businesses acquired or disposed of since the beginning of the prior year. On an organic basis, the Group delivered organic revenue less cost of sales growth of 10.2% (2020: (12.7)%).

The Group is focused on delivering Integrated Solutions through three Service Lines, Media, Creative and CXM (Customer Experience Management), that complement the regional organisational structure. This ensures our services are globally consistent and easier for our clients to navigate. This structure will allow the Group to deliver specialist capabilities on an integrated basis. The Group continued to derive a significant proportion of revenue through its digital capabilities, with 59.0% (2020: 61.6%) being through these channels. This is maintained through a combination of targeted acquisitions and a focus on placing digital media at the centre of its client offering.

The Group invested £177.5m cash consideration (net of cash acquired) on the controlling stake in three acquisitions, and £739.5m was disbursed in relation to deferred consideration and purchases of additional stakes in existing subsidiaries in 2021, to accelerate its growth strategy.

The Group has continued with the implementation of the transformation programmes announced in 2019 and 2020. Involving every region, all service lines, functions and central teams, the programmes are designed to support the focused strategy of integrated solutions and aimed at simplifying the business for both clients and operations; structurally and permanently lowering operating expenses; enhancing the efficiency of our balance sheet and maximising long-term shareholder value. These activities will be substantially completed by the end of 2022. Further to the expense of £280.7m recognised in 2020, an expense of £140.3m has been recognised in our income statement in the year. The related provision stands at £172.3m as at 31 December 2021.

In 2021, there was an increase in Group headcount, excluding the addition of employees brought into the business via acquisition, of 1.5% from the end of 2020.

Management at all levels of the Group up to and including Board level continued to monitor developments in respect of COVID-19 and take actions as necessary to mitigate the pandemic's impact on the Group's operations. The vaccination programmes and relaxing of restrictions in many of the markets the Group operates in that allowed for a more positive outlook in 2021 have continued into 2022, allowing offices to open and many employees to return to a hybrid office and remote working approach.



Dentsu International Limited Strategic Report (continued)

Operating Review (continued)

EMEA

EMEA revenue less cost of sales increased by 7.7% at reported rates and by 10.8% at constant currency to £1,421.1m. On an organic basis, EMEA delivered a revenue less cost of sales increase of 11.1%. Strong recovery was delivered across the region with high growth seen in large markets such as France, Spain, Germany and UK.

Americas

Americas revenue less cost of sales increased by 4.9% at reported rates and by 12.2% at constant currency to £1,648.4m. On an organic basis, Americas delivered a revenue less cost of sales increase of 10.6%. The Americas regional performance was delivered principally by growth in the US and Canada markets (across all three major service lines), partially offset by contraction in the Brazil market.

APAC

APAC revenue less cost of sales increased by 6.8% at reported rates and by 9.9% at constant currency to £555.3m. On an organic basis, APAC delivered a revenue less cost of sales increase of 6.8%. The APAC regional performance was delivered principally by growth in the Australia and Indonesia markets, offset by contraction in the India and China markets.

Financial Review

The Group generated revenue of £3,832.4m (2020: £3,633.6m), revenue less cost of sales of £3,624.9m (2020: £3,411.2m), and an operating profit of £287.5m (2020: £(132.2)m loss (restated)). Profit before tax was £48.3m (2020: £(232.6)m loss (restated)). The main drivers of the improvement in profit before tax are a lower restructuring expense in 2021 and no goodwill impairment (in contrast to 2020), partially offset by the remeasurement of deferred consideration and put option liabilities due to the improved performance and forecasts in acquired businesses. The 2020 comparative has been restated for a change in accounting policy related to the costs of implementation and configuration of cloud computing arrangements (see Note 3 for additional information).

The balance sheet shows a positive funding position based on the availability of undrawn facilities, and net assets of £731.7m (2020: £742.7m (restated)). The Group ended the year comfortably within its financial covenants, with undrawn available credit facilities of £500.0m (2020: £500.0m). Cash inflows from operating activities during the year were primarily used to invest in the restructuring project, fund acquisitions and settle deferred consideration payments.

Future Developments

The Directors continue to focus on achieving the strategic targets of the Group, including organic revenue less cost of sales growth and transformation through integrated solutions (for simplicity for all stakeholders), growth and margin enhancement. The fastest growth area of the business and where we see the greatest potential for the Group in the coming years is Customer Transformation & Technology. Over time we expect this to become 50% of the Group's revenues through a combination of organic growth* and targeted acquisitions.

**Organic growth represents the constant currency year-on-year growth after adjusting for the effect of businesses acquired or disposed of since the beginning of the prior year.*



Dentsu International Limited Strategic Report (continued)

Section 172 reporting

A statement describing how the Directors have performed their Section 172 duties over the financial year through stakeholder engagement is included below.

Employees

We depend on the commitment, talent, creative abilities and technical skills of our people. Engagement and clear communication are particularly important during a period of organisational restructuring.

We engage with our workforce through:

- The systematic provision of information of matters that concern the business in general and them specifically. This is done through event specific electronic communications (e.g. Dentsu Group Inc's mid and year end results); regular Dentsu group-wide emails and business line or business unit specific emails; and several electronic platforms for employee reference including an intranet;
- Bi-annual employee engagement surveys;
- Townhalls including monthly calls for our global leadership population;
- Consultation with specific groups/individual employees regularly so that their views can be considered in making decisions about matters which affect them;
- Disclosure of gender pay gap and pay comparison; and
- The establishment of Diversity, Equity and Inclusion Councils in each of our three regions that are employee led and the appointment of Chief Equality Officers in each region who will be dedicated to driving this agenda forward.

Customers

The Group has dedicated client relationship teams in place, as well as global client management teams established in regional offices to maintain strong customer relationships. The Company develops various services, with an emphasis on innovation for clients and manages conflicts of interest with multiple agencies. Due diligence is undertaken for all new clients and written contracts must be in place before starting any significant work.

Suppliers

As a media, digital and creative services provider, we procure services from both domestic and international suppliers across a diverse range of goods and services delivered through contracts negotiated by budget holders within our operating companies. Due diligence is undertaken for new suppliers and we reserve the right to audit any supplier or their sub-contractors.

Our expectations are set out in our Supplier Code of Conduct, including requirements in relation to: maintenance of financial records; data privacy; respect for human rights (including modern slavery issues); anti-bribery, corruption and facilitation payments; gifts and hospitality; tax evasion, fraud and money laundering; and environmental impact.

Society

Dentsu International has made strong progress in our decarbonisation efforts during 2021, reducing our Scope 1 and 2 emissions by 53% against our 2019 baseline, and by 22% compared to 2020. In 2021 our market-based Scope 1 and 2 emissions were 4,450 tonnes of CO₂ equivalent (tCO₂e), compared to 5,728 tCO₂e in 2020 and 9,416 tCO₂e in 2019.



Dentsu International Limited **Strategic Report (continued)**

Section 172 reporting (continued)

Not only did this far exceed the 8.4% reduction target we had planned to meet in 2021, but it also surpassed our 2030 target of 46.2% nine years early. This was in part due to remote working, but these reductions can be largely attributed to our ongoing commitment to power our operations with 100% renewable electricity, including continued efforts to switch to local renewable tariffs and to procure in-country renewable electricity certificates.

We exceeded our 2020 target of reaching one billion people with campaigns relating to the UN Sustainable Goals, reaching 3.7 billion people, and helped a global non-profit organisation, Malaria No More, raise over \$14 billion for malaria relief through our pro bono partnership with them. We also achieved our goal of supporting 100 female entrepreneurs through our flagship mentoring programme Female Foundry. Whilst the pandemic constrained our people's ability to volunteer, we successfully digitised our digital skills programme "The Code" and continue to deliver this to school children in 13 countries across the world. Today over 30,000 young people have benefitted through The Code. We have increased our focus on building a diverse and inclusive workforce committing to mandatory training on inclusion and bias for all employees. In 2021, 34% of our senior leaders were female.

In early 2021, Dentsu International launched a new 2030 'Social Impact' strategy centred on our ability to inspire people everywhere to a new way of living. The strategy sets out the three areas where we can make the biggest difference to society: Sustainable World, Fair and Open Society and Digital for Good. The strategy is underpinned by an ambitious set of goals: an ambition to achieve net-zero emissions by 2040, enable one billion people to make more sustainable choices by 2030, achieve gender parity in leadership by 2025 and create a generation of 100,000 empowered digital citizens by 2030. In April 2021, on World Malaria Day, in collaboration with over 500 NGOs, we launched our global campaign to 'Draw The Line' against malaria. The campaign has reached over 470 million people to date and is helping to shape global policy on health. In October 2021 Dentsu International became one of the first companies in the world to have its Net Zero target formally validated by the Science Based Target Initiative.

Dentsu International acknowledges that from April 2022 the UK Government will make it mandatory for Britain's largest businesses to disclose their climate-related risks and opportunities, in line with Taskforce on Climate-related Financial Disclosures (TCFD) recommendations. We are supportive of the legislative change and are making preparations to comply in future with the increased mandatory disclosure.

Shareholders

The Company's parent company is Dentsu Group Inc, a company listed on the Tokyo Stock Exchange. Given that the Group accounts for a large proportion of Dentsu Group Inc's revenue, it is essential that Dentsu Group Inc is kept informed of the Group's performance and that the Company's Board acts in the best interests of the Dentsu Group Inc group. To that end, the Company's Directors include several senior Dentsu executives including the President and CEO of Dentsu Group Inc. Tokyo based directors attend board meetings where they receive formal updates in relation to the Group's operational and financial performance and acquisition opportunities consistent with the delivery of the Group's strategy. In addition, they are kept informed about the Company's day-to-day management through various Dentsu Group Inc management forums of which the Chairman, CEO and CFO are members. This assists the Group in making decisions and reviewing performance as "One Dentsu".

Principal Risks and Uncertainties

Risk Management Approach

The Group recognises the importance of effective risk management processes and systems. The Board is ultimately responsible for risk management and determining the nature and extent of the risks it is willing to take in achieving its strategic objectives. The Audit Committee reviews the effectiveness of the Group's internal financial controls and internal control and risk management systems, providing a level

6



Dentsu International Limited
Strategic Report (continued)

Principal Risks and Uncertainties (continued)

of independent and impartial review to the Board. The Group’s Risk Committee is accountable for the design, implementation and monitoring of the Group’s risk management policy, framework, vision, approach and governance structure.

The Group strategy aims to deliver continued growth whilst managing strategic risk by diversifying client base, country and media. To enable this, the Group maintains a strong, flexible balance sheet and ensures that it remains comfortably within its financial covenants.

Risk	Mismanagement of restructuring programmes
Risk description	Risk of excessive financial loss and reputational damage from restructuring of the Group’s activities and retirement of brands
Potential risk impact	Negatively impacts the performance of the Group, loss of clients and potential reputational damage.
Risk management strategy	Ensuring robust controls are in place to manage the costs associated with the programme. Ensuring there is clear communication with all relevant stakeholders as to the rationale and benefit of the programme.
Risk mitigation actions	The Group has: Established a consistent communications strategy and approach around the key principles and objectives of the transformational programmes and ensured this is communicated to our Executive and Global leadership. Deployed an integrated Transformation Management Office with planning and change management capability to prioritise and manage the change activities. Established regular touchpoints with regional leadership to highlight the importance of reaching the targets on time. Implemented a financial tracking process and developed guidance for proactive client and employee communications. Developed guidance for proactive communications with relevant stakeholders. Developed a strong and compelling narrative for the overall brand consolidation, emphasising the power of the dentsu brand and our global leadership brands.

Risk	Response to the situation in Ukraine
Risk description	Risk of reputational damage and financial loss from an inadequate or inappropriate response to the situation in Ukraine.
Potential risk impact	Negatively impacts the performance of the Group, loss of clients and potential reputational damage.
Risk management strategy	Monitoring developments closely, including humanitarian situation, sanctions lists and client and stakeholder responses.
Risk mitigation actions	Humanitarian donations and refugee support activities in neighbouring countries. Family transfer, legal and housing support for employees of our affiliate partner in Ukraine, together with employment opportunities at other dentsu companies in other regions. The Group Legal & Compliance function monitors and tracks changes to legislation and regulation as applicable. Review of transfer options in respect of our Russian business, which is part-owned by local partners.



Dentsu International Limited Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Risk	COVID-19
Risk description	The global response to the COVID-19 pandemic is having a wide ranging and significant impact on local and global economies.
Potential risk impact	Negatively impacts the performance of the Group.
Risk management strategy	Using cross-functional teams to identify how the Group may be impacted by COVID-19 and the practical steps that can be taken to mitigate any impact.
Risk mitigation actions	<p>The Group has taken various actions to protect operating margins and preserve cash.</p> <p>The Group has worked with its parent company Dentsu Group Inc. to increase liquidity.</p> <p>The Group has increased monitoring of cash and net working capital positions.</p> <p>The Group carefully considers the impact of the pandemic on the wellbeing and health of our employees.</p> <p>Employees across the Group have access to a Wellbeing portal on the intranet, including access to counsellors and other resources for those suffering financial difficulty, physical and mental health issues.</p> <p>Surveys have been sent out at regular intervals to gauge the wellbeing of all employees and to ensure the Group responds accordingly.</p> <p>The Group switched principally to home working in many territories and supported its people by providing suitable equipment and practical advice, however the Group intends that going forward, employees will return to office working on a flexible basis with options to continue working at home or become primarily office based again. Office working will be offered as appropriate and when local authorities advise this is safe.</p>

Risk	Inability to retain strong talent
Risk description	Loss of key employees and failure to attract high quality people.
Potential risk impact	Negatively impacts the performance of the Group.
Risk management strategy	Talent management is a key priority to ensure there is a strong pipeline of people to develop as future leaders who can operate in the global digital economy. The Group aims to ensure it is well placed to attract high quality people.
Risk mitigation actions	<p>The Group has made significant investment to make it an attractive place to work.</p> <p>It makes developing future leaders, by career planning and training, a priority.</p> <p>Talent and succession reviews are performed across critical roles, including full leadership assessment and reviews of the talent pipeline needed to ensure succession management in all such roles.</p> <p>Quarterly reports on diversity and inclusion have been prepared throughout 2021 to ensure the best talent is identified and championed regardless of background.</p>



Dentsu International Limited
Strategic Report (continued)

Principal risks and Uncertainties (continued)

Risk	Not maintaining strong client relationships
Risk description	Loss of key clients and failure to win new clients.
Potential risk impact	Negatively impacts the performance of the Group. Subsequent loss of key talent.
Risk management strategy	Ensuring the Group remains a highly competitive organisation to help win new clients and continue to provide a high-quality service to existing clients.
Risk mitigation actions	Service lines have dedicated client relationship teams in place. There are also additional teams dedicated to managing those clients of the Group that have a wide-ranging global presence, to assist in co-ordination of our global service to them. The Group develops multiple services, with an emphasis on innovation for clients. The Group monitors and manages conflict of interest, by using multiple agencies to manage multiple clients. The Group performs client satisfaction surveys ('The Referral Rating') to identify clients who are at higher risk of loss.

Risk	Adverse economic conditions locally and globally
Risk description	Adverse economic conditions can lead clients to cut back on media investment and squeeze margins. The economic and political uncertainty in some of our larger markets may have an impact on the Group's suppliers or client base and their spending power. Inflationary pressures also impact costs and operating margins.
Potential risk impact	Negatively impacts the performance of the Group due to lost revenue or reduction in margins.
Risk management strategy	The Group is a diversified business with a strategy to grow its exposure to areas that are more resilient to macro-economic challenges, including faster-growing geographic regions and digital.
Risk mitigation actions	Diversify the business into faster-growing product areas, markets and acquisitions. Regular monthly detailed reporting by business units to senior management ensures that senior executives understand local performance. There are regular reforecasts of financial performance presented to the Board. If sales were to slow, controls over costs and working capital would be tightened further to mitigate the loss of revenue. Over time we expect revenue from Customer Transformation & Technology to become 50% of the Group's revenues, which provides both access to higher growth and also a less cyclical and more defensive business. We will seek to balance our commercial approach to passing on increased costs, caused by inflation, to our customers. Our aim is to protect margins whilst also remaining competitive in both the retention of customers and in obtaining new business.



Dentsu International Limited
Strategic Report (continued)

Principal risks and Uncertainties (continued)

Risk	Counterparty credit risk
Risk description	Counterparty risks include the loss of income from clients who have cash flow or insolvency problems and potential media buying liabilities in markets where the Group acts as principal in law.
Potential risk impact	Negatively impacts the performance of the Group due to bad debt.
Risk management strategy	Maintaining and developing robust financial and operating systems to ensure the Group minimises any potential loss of income from third parties.
Risk mitigation actions	Due diligence, including credit risk, is undertaken for all new clients and written contracts must be in place before starting any significant work. Ongoing monitoring of existing clients. Group policy requires credit limits to be imposed for all new commercial clients. Global credit insurance policy in place covering the vast majority of clients.

Risk	Foreign currency and cash flow interest rate risks within the Group
Risk description	The Group's activities expose it to certain financial risks, including changes in foreign currency and interest rates.
Potential risk impact	Negatively impacts the performance of the Group.
Risk management strategy	Use of derivative financial instruments to mitigate the exposure through hedging.
Risk mitigation actions	The Group uses forward exchange contracts and interest rate swap contracts to hedge exposures to foreign currency and interest rate risks where they are considered to be significant. The Group does not use derivative financial instruments for speculative purposes. See also Accounting Policy (Financial Instruments) for disclosure of how the hedging relationship is determined.

Risk	Targeting and pursuit of inappropriate acquisition opportunities
Risk description	Acquisitions need to be value creating and support the Group strategy.
Potential risk impact	Negatively impacts the performance of the Group.
Risk management strategy	Targeting acquisitions which are aligned with the Group's strategy and culture, as well as ensuring they meet specific financial criteria.
Risk mitigation actions	The Group maintains a pipeline of potential targets across a diverse range of geographies and product offerings. All acquisitions require approval by the Merger and Acquisitions ("M&A") committee chaired by the Group CEO. Larger acquisitions have to be agreed by the Board. The Group aims to mitigate integration risk and ensure effective transition through the use of short-term earnouts. There is a Group M&A team in place to support local management in sourcing and acquiring targets. Acquisitions must demonstrate the ability to achieve earnings enhancement in the first full year of ownership.



Dentsu International Limited Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Risk	Business Interruption
Risk description	A significant event (international conflict, terrorist attack, fire, systems failure, loss of multiple senior executives) limits the Group's ability to respond to major business needs.
Potential risk impact	Negatively impacts the viability of the Group.
Risk management strategy	Maintaining a business continuity plan to mitigate disruption in case of an event.
Risk mitigation actions	The Group's key technology infrastructure is maintained to provide a back-up in case of business interruption. The IT environment is now principally cloud-based which allows for real-time backup and data saving to better facilitate home working. Business continuity plans are in place to mitigate disruption in markets.

Risk	Non-compliance with corporate responsibilities
Risk description	The Group is unable to respond to the changing regulatory environment around environmental and community responsibility, unable to meet its clients' and employees' sustainability requirements or unable to fulfil stakeholder expectations.
Potential risk impact	Negatively impacts the performance of the Group. Reputational damage.
Risk management strategy	Integrating sustainability considerations in Group policies and procedures and developing ambitious targets and programmes to turn sustainability risks into opportunities.
Risk mitigation actions	Existence of a 'Social Impact' strategy with supporting programmes and goals. The Governance committee, chaired by the CEO, meet to oversee implementation. Reporting protocols to ensure standardised measurement and reporting of social and environmental impacts as well as policies to ensure local compliance including acquisitions. Maintainance of a network of 'Social Impact' champions in each market to support implementation, ensure local compliance through standardised reporting and develop local action plans to achieve targets, and to raise awareness. Embedding sustainability into strategy and planning processes of flagship brands including Carat, Isobar, Merkle and Dentsu X.



Dentsu International Limited
Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Risk	Regulatory and Compliance
Risk description	The Group operates in an environment regulated by legislation, codes and standards.
Potential risk impact	Failure to comply with any regulation may result in financial or reputational risk.
Risk management strategy	The Group monitors adherence on a regular basis.
Risk mitigation actions	<p>The Group has a number of internal policies and standards to ensure compliance.</p> <p>The Group Legal & Compliance function monitors and tracks changes to legislation and regulation applicable to the Group's business globally via several means. It manages the Group's legal and contractual risks via the Group's internal policies and procedures and the use of both internal and external counsel, as appropriate.</p> <p>The Group Finance & Control function monitors and ensures that the Group's external financial reporting is compliant with International Financial Reporting Standards and manages communications in relation to changes to these standards.</p> <p>The organisation has an internal audit function that provides assurance over the effectiveness of the control environment.</p>

Risk	Negative environmental impact of the Group's activities
Risk description	There is a reputational and regulatory risk of engaging in activities that may be considered to or that do negatively impact the environment, particularly in light of climate change issues.
Potential risk impact	Failure to comply with any regulation may result in financial or reputational risk.
Risk management strategy	<p>While contributing to the environment and society through the services we provide our customers, we are also reinforcing our Social Impact activities.</p> <p>Under the stewardship of a Social Impact committee, comprising members from various Group companies, we will coordinate Social Impact activities throughout the wider Group under a common strategy.</p>
Risk mitigation actions	<p>In June 2019, the G20 (Ministerial Meeting on Energy Transitions and Global Environment for Sustainable Growth) presented action plans pertaining to issues such as climate change, biodiversity loss, efficient use of resources, and sustainable consumption and production.</p> <p>Nowadays, companies cannot achieve sustainable growth without overcoming these social issues at a global level, and companies are now under pressure to seek new relationships with society.</p> <p>The marketing and communications domain, in which the Group engages as a business, has a great social mission, playing the role of a bridge, connecting companies and consumers.</p> <p>Encouraging sustainable consumption among consumers, engaging in responsible communications and focusing on ESG (environment, society, and governance) are indispensable from the perspective of corporate management, and the Group also believes this will contribute to the realisation of the Sustainable Development Goals (SDGs).</p> <p>Going forward, the Group's policy is to enhance corporate value by strengthening activities appropriate for a leading group in the global communications domain.</p>



Dentsu International Limited
Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Risk	Climate change threatens financial and economic stability
Risk description	Climate change and the transition to a net zero economy will have extensive implications for policy, technology, and consumer behaviour and will drive new and destroy existing markets for advertising services.
Potential risk impact	Not acting on climate change could be considered as an act of criminal negligence, and failure to help our clients proactively demonstrate eco-initiatives through their marketing communications presents a reputational risk.
Risk management strategy	<p>Business as usual is no longer enough, best in class environmental performance is now seen as our licence to operate.</p> <p>We also recognise the role that we have played in driving consumption on a planet with constrained resources. We must use the power we have through our core offering, to help the world find a better way.</p> <p>We have embedded climate change into our existing governance processes and decision making.</p>
Risk mitigation actions	<p>The location and extent of climate-related risks are highly uncertain, so we have undertaken scenario analysis to understand the implications of climate change for our business and to prompt long term strategic thinking.</p> <p>We are committed to becoming a Net Zero emissions business by 2030, and we are proud to be part of a select, but growing, number of organisations that are aiming for the highest level of climate ambition, to prevent a rise about 1.5°C, in order to mitigate the most dangerous effects of climate change. In 2020 we became the first in our industry to become 100 % powered by renewable energy, and we will continue our commitment to be powered by renewables in all countries in which we operate in support of our transformation to Net Zero.</p> <p>We recognise our role in helping companies adjust to shifting consumer preferences and macro-economic circumstances. Consumer intelligence is at the heart of everything we do, and we therefore are excellently placed to ensure our clients understand the changing demands for sustainable products and services. This is why we make available our roadmap to 2030 of the long-term consumer trends that will shape the next decade.</p> <p>As a global leader in media and digital communications, we also recognise the opportunity and responsibility we have to help our clients decarbonise their media and we are objectively and transparently assessing the emissions associated with our placement of digital advertising.</p>



Dentsu International Limited
Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Risk	Not managing the security, compliance and privacy of data
Risk description	Unauthorised access to or inappropriate use of client, employee or other confidential data.
Potential risk impact	Negatively impacts the performance of the Group, loss of clients and potential reputational damage.
Risk management strategy	Ensuring robust IT and financial reporting systems are in place, in line with best practice data security and compliance regulations (including GDPR) and internal policies and procedures.
Risk mitigation actions	<p>Access to information is protected by the IT security framework which is regularly assessed through vulnerability testing and periodic reviews.</p> <p>The Group has a Data Protection Officer network and has implemented a programme to ensure compliance to GDPR. The Group has in place an Information Security Policy that is available to all employees via the Group's intranet.</p> <p>The Group insists on confidentiality clauses in employee and supplier contracts.</p> <p>Phishing training is provided to all employees, the Group's email software also provides functionality for reporting suspicious emails direct to IT.</p>

By order of the Board

Mary Hitchon
Company Secretary
29 June 2022



Dentsu International Limited

Directors' Report

The Directors present their report and the audited financial statements of the Company (registered number 1403668) and consolidated financial statements of the Group for the year ended 31 December 2021.

Branches outside the UK

The Company has a branch in Luxembourg.

Future Developments

The discussion of future developments of the Company has been included in the Strategic Report.

Business Relationships

Details of how the Directors have had regard to the need to foster the Company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the Company during the year are disclosed in the Section 172(1) statement on page 5 within the Strategic Report.

Dividend

No dividends were declared or paid for the year 2021 or 2020.

Financial instruments

Information about the use of financial instruments by the Company and its subsidiaries is given in Note 19 to the consolidated financial statements and in the Principal Risks and Uncertainties section in the Strategic Report.

Post-balance sheet events

Post-balance sheet events generally include funding, acquisition and disposal activities and are disclosed in Note 31 to the consolidated financial statements. The Directors are not aware of any significant post-balance sheet events that require disclosure in the financial statements other than those disclosed in Note 31.

In March 2022 Dentsu announced that it intends to transfer ownership of its Russian business to local partners in response to the situation in Ukraine. Further details are discussed in Note 31.

Donations

The Group made charitable donations of £1.1m during the year (2020: £0.6m). No political donations were made during the year (2020: nil).

Research and Development

There have been no material research and development activities in the current or prior year.

Corporate Governance

The Company applies many of the governance principles associated with a listed entity.

The Group is governed by the Dentsu International Board, which currently comprises seven directors who are collectively responsible for the overall success of the Group and for the creation of long-term shareholder value. Between seven and nine directors served throughout the year and they are listed on page 17. Toshihiro Yamamoto served as Chairman of the Board in 2021 before stepping down earlier this year and Hiroshi Igarashi now chairs the Board. The Board held nine meetings in 2021 (2020: seven meetings) using video conference facilities, due to continuing travel restrictions resulting from the global COVID-19 pandemic. The Board considers that it has adapted well to the challenges presented by remote and hybrid working. As with last year, business of a routine nature was conducted by written resolution.



Dentsu International Limited Directors' Report (continued)

Corporate Governance (continued)

Looking ahead to the next year, the Board is unlikely to revert to its pre-pandemic practice of meeting physically for meetings as it has been demonstrated that they are able to work well in virtual meetings. The situation will, however, be kept under review.

The list of matters reserved to the Board for decision includes:

- Group strategy, annual budget and operating plans
- Major capital projects, acquisitions, investments and commitments
- Reporting to shareholders
- Dividend policy
- Matters relating to share capital

The governance of the Group is supported by the Audit Committee, which reviews the internal control framework of the Group, working as necessary with the external auditor, internal auditor, the Company's Risk Committee and reviewing both internal and external reporting. In 2021 the Committee was chaired by Simon Laffin, an external director of Dentsu Group Inc and a member of the Audit & Supervisory Committee. During the year the Committee, whose other members were drawn from the Dentsu International Board and senior Dentsu executives, met eight times by way of video conference (2021: seven times). Simon Laffin stepped down from the Committee on 31 March 2022 after nearly six years as Chairperson and John Baker, a former audit partner at PwC, assumed the role on 1 April 2022. Meetings are customarily attended by the Group Chairman, CEO and CFO, the external auditor, the Director of Risk and Audit and others. The Committee also met privately with the internal and external auditor.

The Board is supported by a Social Impact Steering Committee, chaired by the Group CEO, which oversees progress and implementation and is attended by representatives from across the business. The Committee meets quarterly.

The Board is also supported by the Compensation Committee in matters related to remuneration within the Group. The Committee was chaired by Shun Sakurai during 2021, a former director of the Company and director of Dentsu Group Inc. Its members were mainly drawn from the Board and included two members of the Audit Committee to ensure that consideration of reward proposals and outcomes were made with appropriate regard to the Group's financial performance as well as individual performance set out within a balanced scorecard. The Committee met six times using video conference facilities (2020: seven times) and matters of a more routine nature were dealt with through written resolutions. In February 2022, Shun Sakurai stepped down as Chairperson of the Committee upon his retirement from the Dentsu Group and Haruhiko Hirate took on the role. The Committee is supported by the Global Human Resources Director and Global Reward Director and they attend all Meetings. In addition, the CEO and CFO attend Meetings unless their own remuneration is being discussed.

Other Group committees include the M&A Committee and the Nominating Committee, both chaired by the Group CEO.



Dentsu International Limited Directors' Report (continued)

Directors

The Directors in office during the year were as set out below.

Name	Title	Appointment or Resignation date
Timothy Andree	Executive Chairman, Dentsu International Representative Director and Vice President, Dentsu Group Inc	Resigned 18 February 2022
Wendy Clark	CEO, Dentsu International Director and Executive Officer, Dentsu Group Inc	
Takaki Hibino	Executive Officer, Dentsu Group Inc	Resigned 18 February 2022
Nick Priday	CFO, Dentsu International Director and Executive Officer, Dentsu Group Inc	
Valerie Scoular	Advisor to Dentsu Group Inc	
Arinobu Soga	Director and Executive Officer, Dentsu Group Inc	
Toshihiro Yamamoto	Representative Director, President & CEO, Dentsu Group Inc	Resigned 18 February 2022
David Williams	Director, Dentsu International	Resigned 18 February 2022
Hiroshi Igarashi	CEO, Dentsu Group Inc	
Haruhiko Hirate	Executive Vice President, Dentsu Group Inc	Appointed 18 February 2022
Soichi Takahashi	Director, Dentsu Group Inc	Appointed 18 February 2022

Directors' Indemnities

A qualifying third-party indemnity ("QTPI"), as permitted by the Articles of Association and sections 232 and 234 of the Companies Act 2006, has been granted by the Company to each of its Directors. Under the QTPIs the Company undertakes to indemnify each director against liability to third parties (excluding criminal and regulatory penalties) and to pay directors' costs as incurred, provided that they are reimbursed to the Company if the Director is convicted or, in an action that is brought by the Company, judgement is given against the Director. Directors resigning from the Board continue to have the benefit of the QTPI for potential liability to third parties that occurred prior to their resignation.

Employment Policies

The Group operates throughout the world and has developed employment policies that meet local conditions and requirements. These policies are based on the best traditions and practices in any given country in which it operates.

Human Rights, Diversity and Disability

The Group has a series of human resources policies that require its employees to act respectfully and responsibly at all times. These policies include those on human rights, diversity and disability.

The Group is committed to treating each employee and each applicant fairly and equitably. Employment decisions are based on merit, experience and potential, without regard to race, nationality, sex, marital status, age, religion, disability or sexual orientation. The Group is committed to following the applicable labour and employment laws for all jurisdictions in which it operates.



Dentsu International Limited Directors' Report (continued)

Human Rights, Diversity and Disability (continued)

Disability, mental illness or other health conditions may affect anyone at some point during their working life. The Group aims to provide the right support, including training, to enable people affected by disability to play a full role in the Group.

Employee Engagement

The Group has employee consultation processes throughout the business in accordance with local laws. In addition, the Group updates all employees on a regular basis with Group developments and progress through newsletters, internal publications, senior management notes, townhalls and face-to-face meetings.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office for the financial year 2022.

Directors' Confirmation

Each of the Directors at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware
- the Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any 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 section 418 of the Companies Act 2006.

Going Concern

The Group's business activities, together with factors likely to affect its future development, performance and financial position and commentary on the Group's financial results, its cash flows, liquidity requirements and borrowing facilities are set out in the Directors' Report, the Strategic Report and in the accompanying Financial Statements. In determining whether it is appropriate to continue to adopt the going concern basis in preparing the financial statements for 2021, the Board has considered the following factors:

- The Group's balance sheet position and cash flow forecasts
- The impact of macroeconomic factors on the Group's funding requirements (including the situation in Russia and Ukraine, cost inflation and COVID-19)
- Headroom on the Group's banking covenants
- The maturity profile of the Group's borrowings, its plans for refinancing and the Group's access to credit facilities
- Funding and dependence on support provided by the Company's parent company

Details of this assessment is disclosed within Note 2 to the consolidated financial statements. Consequently, the Board is confident that the Group will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

By order of the Board

Mary Hitchon
Company Secretary
29 June 2022



Dentsu International Limited

Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and the Financial Statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare the group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the parent company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 group and parent company and of the group's profit or loss for that period. In preparing each of the group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the group and parent 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 group or the parent 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 parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its 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 group and to prevent and detect fraud and other irregularities.

By order of the Board

Wendy Clark
Chief Executive Officer
29 June 2022

Nicholas Priday
Chief Financial Officer
29 June 2022



Independent Auditor's Report to the Members of Dentsu International Limited

Opinion

We have audited the financial statements of Dentsu International Limited ("the Company") for the year ended 31 December 2021 which comprise the consolidated income statement, consolidated statement of other comprehensive income, consolidated balance sheet, consolidated statement of changes in equity, consolidated cash flow statement, the company balance sheet, the company statement of changes in equity and related notes, including the accounting policies in note 3 of the consolidated financial statements and note 2 of the company standalone statements.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2021 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group or the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.



Independent Auditor's Report to the Members of Dentsu International Limited

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, the audit committee, internal audit, legal counsel and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, Audit committee, Compensation committee and Mergers and Acquisition committee meeting minutes.
- Considering remuneration incentive schemes and performance targets.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the group to full scope component audit teams of relevant fraud risks identified at the Group level and request to full scope component audit teams to report to the Group audit team any instances of fraud that could give rise to a material misstatement at group.

As required by auditing standards, and taking into account our fraud risk procedures, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that revenues are recorded in the wrong period and the risk that Group and component management may be in a position to make inappropriate accounting entries.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test for all in-scope components based on risk criteria and comparing the identified entries to supporting documentation. These included high risk journals around cut-off of revenue and accruals at the year end.
- Specifying procedures for all in-scope components to perform to address the risk of revenue cut-off, including tests of details over revenue transactions recorded pre and post year end to ascertain whether it was recognized in the correct year.
- Specifying procedures for all in-scope components to perform to address the risk that revenues may be misstated due to inappropriate recognition or failure to pass back monies to the clients under contractual terms. These procedures included inspection of a selection of contracts.
- In relation to the matter in note 22, assessed management's actions to respond to risks of fraudulent revenue recognition and the appropriate reversal of transactions identified as not being bona fide in nature. This included tracing a sample of cash receipts and payments to assess the completeness of the reversals.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards); from inspection of the Group's regulatory and legal correspondence and further discussion with external or internal legal counsel on these matters, where relevant, to gain a fuller understanding of this correspondence; and discussed with the directors, internal legal counsel and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the group to in-scope component audit teams of relevant laws and regulations identified at the Group level, and a request for in-scope component auditors to report to the group team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at group.



Independent Auditor's Report to the Members of Dentsu International Limited

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, employment law, advertising, data protection, commercial and competition laws, and certain aspects of company legislation recognising the nature of the Group's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

For the matter discussed in note 22 related to the Group's Indian subsidiaries, in conjunction with the India component audit team and our own Forensic specialists, we have assessed the Groups' response via its internal and external investigation. We have made enquiries of the Group's external legal advisors, inspected correspondence with these external legal advisors and reports obtained by the Group from other external advisors on this matter. We also inspected the Group's notification to the authorities in India. We have compared the underlying accounting and disclosures against our understanding based on these procedures.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.

We have nothing to report in these respects.



Independent Auditor's Report to the Members of Dentsu International Limited

Directors' responsibilities

As explained more fully in their statement set out on page 19, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Group and parent 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 they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Sean McCallion (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

29 June 2022



Dentsu International Limited

Consolidated income statement

For the year ended 31 December 2021

		2021	2020 (Restated)*
	Notes	£m	£m
Revenue	5	3,832.4	3,633.6
Cost of sales		(207.5)	(222.4)
Revenue less cost of sales		3,624.9	3,411.2
Operating expenses		(3,337.4)	(3,543.4)
Operating profit / (loss)	6	287.5	(132.2)
Share of results of associates		0.1	(16.9)
Profit/ (loss) before interest and tax		287.6	(149.1)
Finance income	8	14.5	68.7
Finance expenses	9	(253.8)	(152.2)
Net finance expenses		(239.3)	(83.5)
Profit / (loss) before tax		48.3	(232.6)
Taxation	10	(91.3)	(15.6)
Loss for the year		(43.0)	(248.2)
Attributable to:			
Equity holders of the parent		(53.0)	(266.1)
Non-controlling interests		10.0	17.9
Loss for the year		(43.0)	(248.2)

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

All results are from continuing operations

The accompanying notes form an integral part of the consolidated financial statements



Dentsu International Limited

Consolidated statement of other comprehensive income

For the year ended 31 December 2021

	2021	2020
	£m	(Restated)* £m
Loss for the year	(43.0)	(248.2)
Other comprehensive income that may be subsequently reclassified to profit or loss:		
Currency translation differences on foreign operations:		
- Group	(37.1)	(59.2)
- Non-controlling interests	(3.2)	(2.6)
Net investment hedges and net investments in foreign operations	(15.7)	1.6
Cash flow hedges: movements taken to equity	84.9	(47.3)
Other reserve losses	-	-
Tax on movements taken to equity	(16.1)	8.0
Net other comprehensive income / (loss) that may be subsequently reclassified to profit or loss	12.8	(99.5)
Other comprehensive income that will not subsequently be reclassified to profit or loss:		
Fair value movement on equity instruments measured at fair value through other comprehensive income	1.9	11.3
Remeasurement gains / (losses) on defined benefit plans	6.6	(1.3)
Tax movements taken to equity	3.9	12.6
Net other comprehensive income that will not subsequently be reclassified to profit or loss	12.4	22.6
Other comprehensive income / (loss) for the year, net of tax	25.2	(76.9)
Total comprehensive loss for the year	(17.8)	(325.1)
Attributable to:		
Equity holders of the parent	(24.6)	(343.0)
Non-controlling interests	6.8	17.9
Total comprehensive loss for the year	(17.8)	(325.1)

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information



Dentsu International Limited Consolidated balance sheet


At 31 December 2021

		31 December 2021	31 December 2020 (Restated)*	1 January 2020 (Restated)*
	Notes	£m	£m	£m
Non-current assets				
Goodwill	11	3,822.9	3,764.3	3,829.8
Intangible assets	12	430.0	507.0	669.8
Property, plant and equipment	13	121.8	160.4	193.7
Right-of-use assets	29	342.0	385.0	515.5
Interests in associates and joint ventures	14	4.1	5.8	25.4
Deferred tax assets	20	113.8	154.8	64.5
Equity instruments	15	7.9	6.5	6.2
Derivative financial assets	19	6.1	12.8	11.8
Other financial assets	19	92.1	81.3	78.9
		4,940.7	5,077.9	5,395.6
Current assets				
Work in progress	16	3.3	4.5	10.8
Trade and other receivables	17	6,492.9	5,784.8	6,380.8
Current tax receivable		136.6	125.7	101.2
Derivative financial assets	19	3.2	2.8	16.3
Other financial assets	19	19.3	19.8	14.5
Cash and cash equivalents	19, 28	1,509.0	1,988.6	1,819.8
		8,164.3	7,926.2	8,343.4
Total assets		13,105.0	13,004.1	13,739.0
Current liabilities				
Trade and other payables	18	(7,732.3)	(7,459.0)	(7,211.0)
Borrowings	19	(477.0)	(927.5)	(1,790.9)
Lease liabilities	29	(94.1)	(120.3)	(163.6)
Derivative financial liabilities	19	(57.5)	(56.7)	(52.6)
Provisions	21	(77.6)	(163.7)	(95.9)
Current tax liabilities		(86.4)	(68.6)	(72.4)
		(8,524.9)	(8,795.8)	(9,386.4)
Net current liabilities		(360.6)	(869.6)	(1,043.0)
Non-current liabilities				
Borrowings	19	(2,871.0)	(2,353.3)	(2,085.6)
Lease liabilities	29	(353.5)	(354.4)	(422.1)
Other non-current liabilities	26	(189.1)	(287.6)	(588.0)
Derivative financial liabilities	19	(187.6)	(201.8)	(815.3)
Provisions	21	(144.6)	(132.7)	(11.3)
Deferred tax liabilities	20	(102.6)	(135.8)	(134.2)
		(3,848.4)	(3,465.6)	(4,056.5)
Total liabilities		(12,373.3)	(12,261.4)	(13,442.9)
Net assets		731.7	742.7	296.1
Equity				
Share capital	23	78.5	78.5	78.5
Share premium account	23	1,991.6	1,991.6	1,190.7
Other equity reserves		0.2	0.2	0.2
Foreign currency translation reserve	24	(325.2)	(272.3)	(214.5)
Retained earnings	24	(974.5)	(1,001.6)	(302.4)
Potential acquisition of non-controlling interests	24	(131.0)	(150.0)	(669.8)
Equity attributable to equity holders of the parent		639.6	646.4	82.7
Non-controlling interests		92.1	96.3	213.4
Total equity		731.7	742.7	296.1

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

Company registration number 1403668 England and Wales

These financial statements were approved on behalf of the Board of Directors on 29 June 2022 and were signed on its behalf by:



Wendy Clark
Chief Executive Officer



Nicholas Priday
Chief Financial Officer



Dentsu International Limited

Consolidated statement of changes in equity

At 31 December 2021

	Share Capital	Share premium account	Other equity reserves **	Foreign currency translation reserve	Retained earnings	Potential acquisition of non-controlling interests	Sub-total	Non-controlling interests	Total equity
	£m	£m	£m	£m	£m	£m	£m	£m	£m
Balance at 1 January 2020 (as previously reported)	78.5	1,190.7	0.2	(214.5)	(186.0)	(669.8)	199.1	213.4	412.5
Adjustment on change in intangibles assets capitalisation policy	-	-	-	-	(116.4)	-	(116.4)	-	(116.4)
1 January 2020 (restated)*	78.5	1,190.7	0.2	(214.5)	(302.4)	(669.8)	82.7	213.4	296.1
(Loss)/profit for the period (restated)*	-	-	-	-	(266.1)	-	(266.1)	17.9	(248.2)
Currency translation differences on foreign operations	-	-	-	(59.2)	-	-	(59.2)	(2.6)	(61.8)
Net investment hedges and net investments in foreign operations	-	-	-	1.6	-	-	1.6	-	1.6
Fair value movement on equity instruments measured at fair value through other comprehensive income	-	-	-	-	8.7	-	8.7	2.6	11.3
Cash flow hedges: movements taken to equity	-	-	-	-	(47.3)	-	(47.3)	-	(47.3)
Actuarial gain – defined benefit pension scheme	-	-	-	-	(1.3)	-	(1.3)	-	(1.3)
Tax on movements taken to equity	-	-	-	-	20.6	-	20.6	-	20.6
Total comprehensive income and expense (restated)*	-	-	-	(57.6)	(285.4)	-	(343.0)	17.9	(325.1)
Issuance of share capital	-	800.9	-	-	-	-	800.9	-	800.9
Transactions with non-controlling interests	-	-	-	-	(403.3)	519.8	116.5	(129.5)	(13.0)
Dividends	-	-	-	-	-	-	-	(6.9)	(6.9)
Other	-	-	-	(0.2)	(10.5)	-	(10.7)	1.4	(9.3)
Balance at 31 December 2020 (restated)*	78.5	1,991.6	0.2	(272.3)	(1001.6)	(150.0)	646.4	96.3	742.7
(Loss)/profit for the period	-	-	-	-	(53.0)	-	(53.0)	10.0	(43.0)
Currency translation differences on foreign operations	-	-	-	(37.2)	0.1	-	(37.1)	(3.2)	(40.3)
Net investment hedges and net investments in foreign operations	-	-	-	(15.7)	-	-	(15.7)	-	(15.7)
Fair value movement on equity instruments measured at fair value through other comprehensive income	-	-	-	-	1.9	-	1.9	-	1.9
Cash flow hedges: movements taken to equity	-	-	-	-	84.9	-	84.9	-	84.9
Actuarial gain – defined benefit pension scheme	-	-	-	-	6.6	-	6.6	-	6.6
Tax on movements taken to equity	-	-	-	-	(12.2)	-	(12.2)	-	(12.2)
Total comprehensive income and expense	-	-	-	(52.9)	28.3	-	(24.6)	6.8	(17.8)
Issuance of share capital	-	-	-	-	-	-	-	-	-
Transactions with non-controlling interests	-	-	-	-	(27.1)	19.0	(8.1)	(8.6)	(16.7)
Dividends	-	-	-	-	-	-	-	(2.4)	(2.4)
Common control transactions	-	-	-	-	14.4	-	14.4	-	14.4
Other	-	-	-	-	11.5	-	11.5	-	11.5
Balance at 31 December 2021	78.5	1,991.6	0.2	(325.2)	(974.5)	(131.0)	639.6	92.1	731.7

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

** The other equity reserves relate to the capital redemption reserve.



Dentsu International Limited

Consolidated cash flow statement

For the year ended 31 December 2021

	Notes	2021 £m	2020 (Restated)* £m
Cash flows from operating activities			
Cash inflow from operations	28	789.0	676.6
Income taxes paid		(119.0)	(151.0)
Income taxes received		41.0	36.5
Net cash inflow from operating activities		711.0	562.1
Investing activities			
Interest received		10.5	13.9
Dividends received from associates		(0.1)	0.4
Net cash paid on purchase of subsidiaries	25	(177.5)	(50.7)
Net cash paid on disposal or liquidation of subsidiaries		(15.0)	-
Net cash invested in associates and joint ventures		0.3	9.5
Payments of deferred consideration on current and prior period acquisitions	26	(720.0)	(147.5)
Purchase of property, plant and equipment and intangible assets		(65.1)	(76.6)
Proceeds from disposal of property, plant and equipment and intangible assets		-	8.3
Purchase of investments		-	(86.7)
Other investing activities		11.8	1.9
Net cash outflow from investing activities		(955.1)	(327.5)
Financing activities			
Dividends paid to non-controlling interests		(2.2)	(7.6)
Net cash paid on purchase of additional stakes in existing subsidiaries		(19.5)	(24.8)
Interest and other financial charges paid		(85.3)	(101.3)
Proceeds from borrowings		764.7	1,036.9
Repayments of borrowings		(633.5)	(782.8)
Interest paid on lease obligations		(20.5)	(24.4)
Repayment of lease obligations		(108.9)	(124.9)
Proceeds on issue of share capital		-	800.9
(Cash paid) / proceeds from settlement of derivatives		(34.7)	21.7
Share option payments		(96.1)	(54.2)
Other financing activities		15.2	(1.6)
Net cash (outflow) / inflow from financing activities		(220.8)	737.9
Net (decrease) / increase in cash and cash equivalents	28	(464.9)	972.5
Translation differences		(37.8)	(16.6)
Cash and cash equivalents at beginning of financial year		1,981.1	1,025.2
Cash and cash equivalents at end of financial year	28	1,478.4	1,981.1
Represented by:			
Cash and short-term deposits		1,509.0	1,988.6
Cash and cash equivalents in the consolidated balance sheet		1,509.0	1,988.6
Bank overdrafts	28	(30.6)	(7.5)
Cash and cash equivalents in the consolidated cash flow statement		1,478.4	1,981.1

	1 January 2021 £m	Cash flow £m	Other non-cash movements £m	Exchange movements £m	31 December 2021 £m
Analysis of net debt					
Cash and cash equivalents	1,981.1	(464.9)	-	(37.8)	1,478.4
Gross debt net of issue costs	(3,273.3)	(129.1)	(26.6)	111.5	(3,317.5)
Total	(1,292.2)	(594.0)	(26.6)	73.7	(1,839.1)

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information



Dentsu International Limited

Notes to the consolidated financial statements

For the year ended 31 December 2021

1. General information

Dentsu International Limited ("DI Limited" or "the Company") is a private company incorporated, domiciled and registered in England in the United Kingdom under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the Group's operations and its principal activities are set out in the Strategic Report.

These financial statements are presented in pound sterling (GBP), which is the Company's functional currency. Foreign operations are included in accordance with the policies set out in Note 3.

2. Basis of preparation

The Dentsu International Limited Group ("the Group") comprises DI Limited and the companies directly and indirectly owned by DI Limited. The ultimate and immediate parent company of the Group is Dentsu Group Inc., whose consolidated financial statements are available at the Dentsu Group Inc. website: www.group.dentsu.com.

The group financial statements have been prepared and approved by the Directors in accordance with UK-adopted international accounting standards. The Company has elected to prepare its parent company financial statements in accordance with FRS 101 which presents information about the Company as a separate entity and not as a group. These are presented on pages 98 to 142. The group financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments. The principal accounting policies adopted are set out in Note 3.

Going concern

In determining whether it is appropriate to continue to adopt the going concern basis in preparing the financial statements for 2021, the Board has considered the following factors:

- The Group's balance sheet position and cash flow forecasts
- The impact of macroeconomic factors on the Group's funding requirements (including the situation in Russia and Ukraine, cost inflation and COVID-19)
- Headroom on the Group's banking covenants (see also page 69)
- The maturity profile of the Group's borrowings, its plans for refinancing and the Group's access to credit facilities
- Funding and dependence on support provided by the Company's parent company

Notwithstanding net current liabilities of £360.6m as of 31 December 2021 and a loss for the year then ended of £43.0m, the financial statements have been prepared on a going concern basis which the Board considers to be appropriate for the following reasons.

The Board is satisfied that the Group has a strong liquidity position and the Group remains well-financed with considerable cash. During 2021 the Group generated positive operating cash inflows from operations before tax, acquisitions and capital expenditure. The main factors contributing to these cash inflows are the retention of the customer base, actions undertaken to protect and improve margin and the continuing management of working capital within the Group.

Forecasts and projections used in the assessment of going concern incorporate the Board's latest expectations of the impact of global macroeconomic conditions on business operations and results, including the measures the Group has undertaken to improve operating margins and preserve cash. Significant one-off and non-operating expenditures have also been included related to existing and future acquisition activity and restructuring programmes announced in 2019 and 2020. The forecasts have been subjected to downside scenarios representing declines in revenues, reductions in margin and deterioration of net working capital.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

2. Basis of preparation (continued)

Going concern (continued)

This has included a downside scenario with a repeat of the negative revenue growth experienced in 2020 due to the global pandemic, no improvement in operating margin throughout the forecast period, a deterioration in net working capital and an increase in interest rates. Covenant headroom also has been modelled and does not indicate a projected breach in any of the forecast scenarios (refer to Note 19 for covenant requirements).

As of 31 December 2021, the Group had one unsecured loan due to mature in March 2022 with a carrying value of £147.8m and one loan due to mature in 2023 with a carrying value of £282.8m. The 2022 maturity has been refinanced on a long-term basis by Dentsu Group Inc. (see note 31 for details). Term funding is expected to continue to predominantly be raised at the Dentsu Group Inc. level and provided to the Group through intercompany loans or capitalisations.

The Group continues to have access to a £500.0m revolving credit facility which remains undrawn. This is not due to expire until 2025 at which point a one-year extension option is available at the lenders' option. Short term liquidity is further supplemented by the Group's participation in a cash pooling arrangement with Dentsu Group Inc. The Board has also considered various alternative operating and funding strategies, should these be necessary, and is satisfied that a range of actions, including cost reduction activities, could be adopted.

The Board has therefore prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking account of downsides, the Group will have sufficient funds, through its operating cash flows, existing credit facilities and funding from its ultimate parent company, Dentsu Group Inc., to meet its liabilities as they fall due for that period.

Those forecasts are dependent on Dentsu Group Inc. continuing to provide financial support during that period. Dentsu Group Inc. has indicated its intention to continue to make available such funding as is needed by the Group for a period of at least 12 months from the date of approval of these financial statements. As with any company placing reliance on other group entities for financial support, the Board acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, the Group's funding strategy has been approved by the Dentsu Group Inc. board and it has no reason to believe that this support will not continue.

Consequently, the Board is confident that the Group and Company will have sufficient funds to continue to meet their liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the Group and Company financial statements on a going concern basis.

New standards and amendments

The Group has applied the following new standards and amendments for the first time for the year commencing 1 January 2021:

- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

These new standard does not have a material effect on the Group's financial statements.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies

In April 2021, the International Financial Reporting Interpretations Committee (IFRIC) published an agenda decision, *Configuration or customisation cost in a cloud computing arrangement*. This decision related to whether the costs associated with customisation and configuration of software-as-a-service (SaaS) arrangements should be capitalised and if not, how the expenditure should be expensed over time.

The Committee has determined that in most cases the costs of configuring or customising software used under a SaaS arrangement would not result in an intangible asset being recognised as the customer does not control the software being configured and those configuration or customisation activities do not create a resource controlled by the customer that is separate from the underlying software. Consequently, the costs should be expensed on an accrual basis.

The Group's accounting policy has historically been to capitalise the direct costs associated with implementing SaaS applications. Following the adoption of the IFRIC agenda guidance a review has been performed to identify SaaS arrangements and assess whether the Group's Software continues to meet the capitalisation criteria under the revised Group policy. Where it has been determined that we do not control the underlying SaaS arrangement, and the implementation costs themselves do not create an asset, the Group has derecognised these implementation cost from intangible assets.

The balance sheet as of 31 December 2020 has been restated in accordance with IAS 8, and in accordance with IAS 1 (revised). The change in policy has resulted in a reduction as at 31 December 2020 of £116.0m in intangible assets recognised, and an increase of £1.5m in deferred tax assets recognised and an increase in operating profit before tax of £1.1m.

Impact on Consolidated Balance Sheet

	As previously reported 31 Dec 2020 £m	Impact of restatement £m	Restated 31 Dec 2020 £m
Intangible assets	623.0	(116.0)	507.0
Deferred tax assets	153.3	1.5	154.8
Other net assets/liabilities	80.9	-	80.9
Net assets	857.2	(114.5)	742.7
Retained earnings	(887.1)	(114.5)	(1,001.6)
Other equity balances	1,744.3	-	1,744.3
Net equity	857.2	(114.5)	742.7



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

	As previously reported 1 Jan 2020 £m	Impact of restatement £m	Restated 1 Jan 2020 £m
Intangible Assets	786.9	(117.1)	669.8
Deferred Tax Assets	63.8	0.7	64.5
Other net assets/liabilities	(438.2)	-	(438.2)
Net Assets	412.5	(116.4)	296.1
Retained earnings	(186.0)	(116.4)	(302.4)
Other equity balances	598.5	-	598.5
Net Equity	412.5	(116.4)	296.1

Impact on consolidated income statement and consolidated statement of other comprehensive income

	As previously reported 2020 £m	Impact of restatement £m	Restated 2020 £m
Amortisation of intangible assets	(191.3)	14.0	(177.3)
Other	(3,353.2)	(12.9)	(3,366.1)
Total operating expenses	(3,544.5)	1.1	(3,543.4)
Operating loss	(133.3)	1.1	(132.2)
Loss before tax	(233.7)	1.1	(232.6)
Taxation	(16.4)	0.8	(15.6)
Loss for the year	(250.1)	1.9	(248.2)
Attributable to:			
Equity holders of the parent	(268.0)	1.9	(266.1)
Non-controlling interests	17.9	-	17.9

Impact on statutory tax rate and effective tax rate on adjusted loss

	As previously reported 2020 £m	Impact of restatement £m	Restated 2020 £m
Loss before tax	(233.7)	1.1	(232.6)
Tax at the UK corporation tax rate of 19%	44.4	(0.2)	44.2
Tax expense for the year	(16.4)	0.8	(15.6)
Effective rate of statutory tax charge on statutory losses (%)	(7.0)		(6.7)



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Impact on consolidated cash flow statement

	As previously reported 2020 £m	Impact of restatement £m	Restated 2020 £m
Cash inflow from operations	689.5	(12.9)	676.6
Net cash inflow from operating activities	575.0	(12.9)	562.1
Purchase of property, plant and equipment and intangible assets	(89.5)	12.9	(76.6)
Net cash outflow from investing activities	(340.4)	12.9	(327.5)
Net cash inflow from financing activities	737.9	-	737.9
Net increase in cash and cash equivalents	972.5	-	972.5

Principal accounting policies

The principal accounting policies set out below have been consistently applied to all the periods presented in these financial statements.

Basis of consolidation

(a) Subsidiaries

The consolidated financial statements incorporate the results, cash flows and net assets of DI Limited and the entities controlled by it (its subsidiaries) drawn up to 31 December each year after eliminating internal transactions and recognising any non-controlling interests in those entities. Control is achieved when the Group:

- has power over the acquiree;
- is exposed, or has rights, to variable returns from its involvement with the acquiree; and
- has the ability to use its power to affect its returns.

The Group re-assesses whether it controls an acquiree if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Where subsidiaries are acquired or disposed of in the year, their results and cash flows are included from the effective date of acquisition or up to the effective disposal date.

Where a consolidated company is less than 100% owned by the Group, the non-controlling interests' share of the results and net assets are recognised at each reporting date. On initial recognition, the interests of non-controlling shareholders are ordinarily measured at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets as at acquisition date but may alternatively be initially measured at fair value. The choice of measurement is made on an acquisition-by-acquisition basis.

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Basis of consolidation (continued)

(a) Subsidiaries (continued)

Total comprehensive income is attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Where a business combination is achieved in stages, on the date control is achieved the Group remeasures its previously held equity interest in the acquiree at its acquisition-date fair value, with any resulting gain or loss recognised in profit or loss. Any amounts previously deferred in other comprehensive income are recognised on the same basis as if the Group had directly disposed of the equity interest.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. On the loss of control, the assets and liabilities of the subsidiary are derecognised, along with any related non-controlling interests and other components of equity. Any difference between the amount by which the non-controlling interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to equity holders of the parent.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are reclassified to profit or loss or transferred directly to retained earnings as appropriate, in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition of the reclassified investment.

A list of the significant investments in subsidiaries and associates, including the name, country of incorporation and proportion of ownership interest is given in the notes to the Company's separate financial statements.

(b) Associates

Associates are entities in which the Group has a participating interest, over whose operating and financial policies it exercises significant influence, and which are neither subsidiaries nor joint ventures. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over these policies. The accounting policies used by the Group's associates are the same as those used by the Group, as are the reporting dates in the majority of cases.

An associate of the Group is accounted for using the equity method of accounting. Any excess of the cost of acquisition over the Group's share of the fair values of the identifiable net assets of the associate at the date of acquisition is recognised as goodwill within the associate's carrying amount and is assessed for impairment as part of that investment. The Group's share of its associate's post-acquisition profit or loss and any impairment of goodwill is recognised in the income statement and as a movement in the Group's share of the associate's net assets in the balance sheet. Its share of any post-acquisition movements in reserves is recognised either directly in equity or in other comprehensive income as appropriate.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Basis of consolidation (continued)

(b) Associates (continued)

Where an associate's loss for the year is greater than the Group's interest in that associate, the carrying value of the associate is reduced to nil, with the excess portion of the losses only recognised to the extent that the Group has legal or constructive obligations or made payments on behalf of the associate. Where a Group company transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in comprehensive income.

(c) Joint arrangements

Joint arrangements are arrangements where two or more parties have joint control. Joint ventures are investments in a joint arrangement whereby the Group exercises joint control along with a third party and has rights to the net assets of the joint venture. Joint control is contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities require unanimous consent of the parties sharing control. Such investments are equity-accounted, using the same method of equity accounting as described in associates above.

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured as the aggregate of the acquisition-date fair values of assets transferred, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Where applicable, the consideration for the acquisition includes deferred consideration, measured at its acquisition-date fair value. Subsequent changes in the deferred consideration are adjusted against the cost of the acquisition when they qualify as measurement period adjustments (see below), or otherwise are accounted for as remeasurements in profit or loss.

The acquiree's identifiable assets and liabilities are recognised at their fair value at the acquisition date. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts. Provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. This includes the intangible assets that arise as part of the business combination. During the measurement period the goodwill is adjusted for the value of the business combination intangibles acquired, once completed.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed at the acquisition date, limited to one year.

For acquisitions of subsidiaries and businesses under the common control of the Dentsu Group Inc. group, the Group has elected to adopt the Pooling of Interest method for acquisitions. The consideration for each acquisition is measured against the acquisition balance sheet and any surplus recognised in equity.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is achieved (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed.

Following initial recognition, goodwill is not amortised but is carried at cost less any accumulated impairment losses. Goodwill recognised under UK GAAP prior to the date of transition to IFRS is stated at net book value as at that date less any subsequent accumulated impairment losses.

Goodwill written off to reserves under UK GAAP prior to 1998 has not been reinstated and is not included in determining any subsequent profit or loss on disposal.

Goodwill impairment

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") that are expected to benefit from the synergies of the combination. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss identified is first allocated to reduce the carrying amount of any goodwill attributed to that CGU with any excess impairment allocated on a pro rata basis to other assets within that CGU. The Group's CGUs are outlined in Note 11.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Intangible assets

Separately acquired intangible assets are capitalised at cost. Intangible assets acquired as part of a business combination are capitalised at fair value at the date of acquisition. Fair value is calculated based on the Group's valuation methodology, using discounted cash flows, charges avoided or replacement costs, as appropriate.

An internally generated intangible asset arising from the Group's development activities is recognised only if all the following conditions are met:

- an asset is created that can be identified (such as software and new processes);
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where these criteria are met, the development expenditure is capitalised at cost. Where they are not met, development expenditure is recognised as an expense in the period in which it is incurred. Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Customisation and configuration costs related to software-as-a-service (SaaS) arrangements, that do not create an asset to the Group, are expensed.

Intangible assets (both internally generated and separately acquired) are amortised to residual values on a straight-line basis over their useful economic lives as follows:

Software	20% to	50% per annum
Customer relationships	10% to	50% per annum
Patents and trademarks	7% to	33% per annum
Non-compete agreements	5% to	100% per annum
Intellectual property	7% to	33% per annum
Other	10% to	50% per annum

Once an acquired intangible asset has exceeded its useful economic life, the cost and accumulated amortisation of the asset is removed from the balance sheet as an asset retirement. Where an asset's useful life is considered indefinite, an annual impairment test is performed (see below).

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any recognised impairment losses. Depreciation is charged to write off the cost of these assets to their residual value over their expected useful lives, using the straight-line method, on the following basis:

Freehold buildings	1% to 5% per annum
Leasehold buildings	Over the period of the lease
Leasehold improvements	10% to 20% per annum or over the period of the lease, if shorter
Office furniture, fixtures, equipment and vehicles	10% to 50% per annum

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets (both internally generated and separately acquired) 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 to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the CGU to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

Work in progress

Work in progress is valued at cost. A provision is made for irrecoverable costs where appropriate.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, including the risks and uncertainties surrounding the obligation.

From time to time the Group is exposed to legal claims. Provision for costs is made when it is more likely than not, taking account of all available evidence, including legal advice, that a present obligation exists at balance sheet date and other recognition criteria described above are met.

Restructuring provisions are recognised when a detailed formal plan for the restructuring is identified and a valid expectation has been raised in those affected that the plan will be carried out by either starting to implement the plan or announcing its main features to those affected by it. Only those costs necessarily incurred as a result of the restructuring and not associated with the ongoing activities of the entity are included in the provision. Where supplier and customer contracts become onerous as part of the wider restructuring activities, the onerous cost is included as part of the provision.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Revenue

The Group's major sources of revenue are from advertising and media services including creative, planning, buying and other ad-hoc project and consulting services. The Group recognises revenue in accordance with the 5-step model established under IFRS 15 'Revenue from contracts with customers'. Further information on how the Group recognises revenue is outlined below.

The Group recognises revenue when it has a binding contract with a customer. Revenue is recognised as it transfers control of a product or service to a customer. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties where the Group is acting as an agent. The Group acts as a principal when the services are controlled by the Group prior to being transferred to customers. An assessment of key indicators including pricing discretion, inventory risk and primary responsibility, is performed to establish if the Group is an agent or a principal in a particular contract.

Most of the Group's contracts include many interconnected activities which are provided to the customer. In most instances, these activities are not considered distinct, or represent a series of activities which are substantially the same with the same pattern of transfer to the customer. As such, these activities are accounted for as a single performance obligation. However, when there are contracts with activities which are capable of being distinct, these are recognised as separate performance obligations. Where there are contracts with multiple performance obligations, the transaction price is allocated to the separate transaction prices based on relative stand-alone selling prices, unless this is not possible in which case it is determined with reference to standalone prices for comparable customers or relative costs of fulfilling obligations.

Revenue is recognised as the performance obligation to which it relates is satisfied. Most of the Group's revenue is recognised over time. When the Group recognises revenue over time it uses an appropriate measure, commensurate to the pattern of transfer of the service to the customer, to determine the rate of revenue recognition. These include:

- Straight line
- In proportion to the level of time worked as a percentage of total expected time worked on the contract
- In proportion to the costs incurred as a percentage of total expected costs
- Customer milestones delivered

When revenue is in the form of a retainer, it is a stand-ready obligation to perform services on an ongoing basis over the life of the contract, and it is recognised over time on a straight-line basis, unless there is high seasonality. If there are high levels of seasonality, then the retainer revenue is recognised over time in proportion to the level of time spent of the total expected time for the contract.

When revenue is in the form of commissions, revenue is recognised over time as the media airs or is published, depending on the form of the media.

Contracts may include variable consideration, such as performance related fees, which are part of the transaction price. Such fees are recognised in line with the revenue recognised in respect of the underlying performance obligation, to the extent that is highly probable that a significant reversal will not occur.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Revenue (continued)

The Group may receive volume rebates from certain suppliers for transactions entered into on behalf of the Group's customers. Customer contracts and local law determine whether such rebates are retained by the Group or transferred to the customer. If rebates are retained by the Group, they are recognised in line with the revenue recognised in respect of the underlying performance obligation, and if transferred to customers, they are recorded as a liability until settled.

Costs of obtaining a contract are expensed as the vast majority of the Group's contracts run for 12 months or less.

Costs incurred on behalf of clients and other third-party costs that have not yet been billed to clients are considered receivables under IFRS 15 and therefore are presented within trade receivables and accrued income in the consolidated balance sheet.

Finance income

Finance income comprises interest income, fair value gains (including in relation to ineffective hedging instruments), dividend income and net foreign exchange gains that are recognised in the income statement (see foreign currency accounting policy).

Interest income is recognised on an accruals basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Remeasurement gains on deferred consideration and put options, which result from the liability being less than the amount payable, are recognised as a gain within finance income.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Finance expenses

Finance expenses comprise interest payable, fair value losses (including in relation to ineffective hedging instruments) and net foreign exchange losses that are recognised in the income statement (see foreign currency accounting policy).

Interest payable is recognised in the income statement as it accrues, using the effective interest method.

Remeasurement losses on deferred consideration and put options, which result from the liability being greater than the amount payable, are recognised as a loss within finance expenses.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

Deferred incentives

Liabilities are held in respect of deferred incentive payments to certain employees in relation to the Group's long-term incentive schemes. The payment of these incentives is conditional on continued employment for specific periods and, in certain cases, on business performance.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Deferred incentives (continued)

The incentive is discounted to determine its present value and is recognised on a straight-line basis in profit or loss over the specified period. Any remeasurements are recognised in profit or loss in the period which they arise.

Share-based payments

Share-based payments are transactions where the Group receives goods or services in exchange for consideration in the form of equity instruments (equity-settled), or cash or other assets for amounts that are based on the price of equity instruments of the Group (cash-settled).

Equity settled arrangements are measured at fair value (excluding the effect on non-market based vesting conditions) at the date of the grant. The fair value is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity. The amount recognised as an expense is adjusted to reflect the actual number of shares that are expected to vest.

The fair value of the amount payable to employees in respect of the share awards which are assessed as being cash-settled is recognised as an expense with a corresponding increase in liabilities over the vesting period. The liability is remeasured at each reporting date and settlement date and any changes in the liability are recognised in profit and loss.

Retirement benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Retirement benefits for employees are principally provided by such defined contribution schemes which are funded by contributions from Group companies and employees. The amount charged to the income statement is the contribution payable in the year by Group companies.

A defined benefit scheme is any post-employment benefit plan other than a defined contribution plan. The Group operates a small number of retirement benefit schemes that do not fall under the definition of defined contribution schemes, principally where required by local statutory regulations. The principal schemes are located in Germany, Italy, France and Switzerland. Under these schemes, the Group's liabilities in respect of past service are fixed as a percentage of past salaries, but the schemes do not meet the definition of defined contribution schemes because contributions have not been paid to a separate entity. These schemes are not considered by management to represent standard defined benefit schemes and do not vary significantly in terms of the Group's liability. However, IAS 19 requires that these schemes be disclosed as defined benefit schemes.

The principal funded defined benefit schemes are in Switzerland and Germany. The assets of this scheme are held separately from those of the Group in independently administered funds, in accordance with scheme rules and statutory requirements. The unfunded defined benefit schemes are principally in France.

The remeasurement gains and losses of these schemes are recognised immediately in other comprehensive income. The service cost to the Group and interest expense is recognised in the income statement in the period that they arise.

The liability recognised in the balance sheet in respect of defined benefit obligations is the present value of the defined benefit obligation at the balance sheet date less the fair value of the plan assets.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Retirement benefits (continued)

Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. The defined benefit obligation is calculated using the project unit credit method with actuarial valuations being carried out at each balance sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds approximating to the terms of the related liability.

The actuarial valuations are obtained at least triennially, with the most recent actuarial valuations of plan assets and the present value of the defined benefit obligation being carried out on 31 December 2021 in France, Switzerland and in Germany. The present value of the defined benefit obligation, the related service cost and the past service cost were measured using the projected unit credit method.

Employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Government grants

Government grants are recognised when there is reasonable assurance that the entity will comply with the conditions and that the grant will be received. They are recognised as income directly against staff costs within operating expenses in profit or loss, on a systematic basis over the period in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Foreign currencies

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are retranslated at the exchange rate ruling at the balance sheet date. Upon settlement, monetary assets and liabilities denominated in foreign currencies are retranslated at the rate ruling on the settlement date. Exchange differences arising upon retranslation at the balance sheet date or settlement date are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences arising on the retranslation of foreign currency borrowings used to provide a hedge against foreign currency investments, including goodwill, are recognised in other comprehensive income where the hedge remains effective.

For consolidation purposes, the trading results and cash flows arising in operations with non-sterling functional currencies are translated into pound sterling at average exchange rates for the period, which approximate the foreign exchange rates ruling at the dates of the transactions within the period. Assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date.

Exchange differences arising upon consolidation are recognised in other comprehensive income and maintained in the foreign currency translation reserve within equity. In the event of the disposal of an operation, the cumulative effect of such translation is reclassified to the income statement.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Leased assets

The Group as a lessee

The Group considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use.
- the Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or comprehensive income if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets and lease liabilities have been separately presented.

The Group as a lessor

The Group's accounting policy under IFRS 16 has not changed from the comparative period. As a lessor the Group classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Taxation

Current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated income statement 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 Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax nor accounting profit.

Deferred tax is calculated for all business combinations in respect of intangible assets and properties. A deferred tax liability is recognised to the extent that the fair value of the assets for accounting purposes exceeds the value of those assets for tax purposes and will affect the associated goodwill recognised on acquisition.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, including interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 income statement, except when it relates to items charged or credited to other comprehensive income or directly to equity, in which case the deferred tax is also dealt with in other comprehensive income or equity respectively.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets against tax liabilities under current legislation and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Accounting for taxes is judgemental and carries a degree of uncertainty because tax law is subject to interpretation, which might be questioned by the relevant tax authority. The Group recognises the most likely current and deferred tax liability and asset, assessed for uncertainty using consistent judgements and estimates.

Current and deferred tax assets are only recognised where their recovery is deemed probable, and current and deferred tax liabilities are recognised at the amount that represents the best estimate of the probable outcome having regard to their acceptance by the tax authorities.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

Classification and measurement of financial assets

Management determines the classification and subsequent measurement of the financial asset based on the contractual terms at the initial recognition date and is not subsequently reclassified unless the Group changes its business model for managing financial assets. The classifications and subsequent measurement include the following:

Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Current trade receivables do not carry any interest charge. Interest may be charged on overdue balances.

Financial assets at amortised cost

The Group classifies its financial assets as measured at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

All receivables are categorised as amortised cost. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income (FVOCI) are initially measured at fair value, and subsequently measured at fair value with movements in fair value recorded in other comprehensive income.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

FVOCI comprise:

- Equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, and the Group considers this classification to be more relevant. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses being recognised in OCI and are never reclassified to comprehensive income.
- Debt securities where the contractual cash flows are solely principal and interest on specified dates, and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Financial assets at fair value through profit or loss

The Group classifies the following financial assets and derivative financial assets at fair value through profit or loss (FVPL):

- debt investments that do not qualify for measurement at either amortised cost or FVOCI
- equity investments that are held for trading, and
- equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

Financial assets carried at FVPL are initially recorded at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Impairment of financial assets

The Group considers evidence of impairment for these assets at both an individual asset and a collective level at each reporting date. All individually significant assets are individually assessed for impairment.

Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet individually identified.

The Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables. The Group uses the simplified provision matrix approach to calculate its expected credit losses taking into account various factors including the ageing of receivables, the credit rating of customers, market risk and any relevant credit enhancements.

Offsetting of balances within financial assets

In line with IAS 32, the Group has a legally enforceable right, and there is an intention to settle on a net basis, through signed legal agreements, to offset cash deposits and overdrafts that are in cash-pool arrangements with relationship banks. The Group does not offset other financial assets and liabilities where there is no legally enforceable right to do so. The amounts offset are presented gross in note 19.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification and measurement

Management determines the classification of its financial liabilities as either debt or equity at initial recognition according to the substance of the contractual arrangements entered into. All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVPL. The classifications include the following:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVPL) are either designated in this category; or they are held for trading, such as an obligation for securities borrowed in a short sale which are required to be returned in the future. Derivatives are also categorised as 'held for trading' unless they are designated as hedges. The Group's financial liabilities at fair value through profit or loss are disclosed as such in Note 19. Subsequent to initial recognition, financial liabilities at fair value through profit or loss measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities measured at amortised cost using the effective interest method

Other financial liabilities measured at amortised cost using the effective interest method are non-derivative financial liabilities which are not designated on initial recognition as liabilities at fair value through profit or loss. Any subsequent interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Ordinary shares are classified as equity instruments. Equity instruments issued by the Company are recorded at the value of proceeds received, net of direct issue costs.

Derivative financial instruments

The Group's activities expose it to certain financial risks including changes in foreign currency exchange rates and interest rates. The Group uses foreign exchange forward contracts and interest rate swap contracts to hedge these exposures where they are considered to be significant. The Group does not use derivative financial instruments for speculative purposes.

Where hedge accounting is applied, as permitted by IFRS 9 the Group has chosen to defer application of the new general hedging model and therefore continues to apply the hedge accounting requirements of IAS 39 'Financial Instruments: Recognition and Measurement'. At the inception of the hedge relationship the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Derivative financial instruments (continued)

Derivative financial instruments are held at fair value at the balance sheet date. A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Where a hedge relationship is established, the Group documents the economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. At the start of the hedge designation and throughout the hedge term, the Group documents whether the hedging instrument in the relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item. The Group's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

Changes in the fair value of derivative financial instruments that are designated and effective as cash flow hedges, are recognised directly in other comprehensive income and the ineffective portion is recognised immediately in the income statement. Amounts deferred in this way are recognised in the income statement in the same period in which the hedged firm commitments or forecast transactions are recognised in the income statement.

For currency risk the main sources of ineffectiveness are the effect of the counterparties' and the Group's own credit risk on the fair value of the forward foreign exchange contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in exchange rates; and changes in the timing of the hedged transactions.

For interest risk the main sources are the effect of the counterparties and the Group's own credit risk on the fair value of the swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement as they arise. Although hedge accounting does not apply in these instances, the changes in the fair value may result in a natural hedge.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At that point in time, any cumulative gain or loss on the hedging instrument recognised in other comprehensive income is retained until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in other comprehensive income is transferred to the income statement. Note 19 includes further information on hedge accounting as applied by the Group.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Liabilities in respect of put option agreements over non-controlling interests

The Group is party to a number of put and call options over the remaining non-controlling interests in its subsidiaries. In accordance with IAS 32, a put option over equity instruments and the amount that is to be potentially paid for the interest in the subsidiary is recorded as a financial liability measured at the present value of the future redemption amount (PVFRA) with a corresponding charge directly to equity reserve. Subsequent remeasurements are recorded in the income statement.

The Group applies the present access method for the recognition and measurement of non-controlling interests in relation to subsidiaries with put options.

On exercise and settlement of a put option liability the initial amount recognised in respect of the put option being exercised is removed from the potential acquisition of non-controlling interests reserve, along with the de-recognition of non-controlling interests.

Fair value measurement

The Group applies the requirements of IFRS 13 'Fair Value Measurement'. In accordance with its provisions, all assets and liabilities which are measured at fair value are classified within the hierarchy levels of 1, 2, 3 as defined in Note 19.

The Group assesses whether there have been any transfers between the hierarchy levels through an annual review. In this review, there is an assessment of whether there have been any changes to the nature of the inputs in each level.

Credit value adjustments and debt value adjustments are derived by the Group and applied to the valuation of the respective financial instruments to reflect the credit risk of the derivative counterparty.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

3. Accounting policies (continued)

Financial instruments (continued)

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price.
- These instruments are included in Level 1. Instruments included in Level 1 comprise held-to-maturity investments and quoted available-for-sale investments.
- The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. Instruments included in Level 2 comprise derivative instruments, which are calculated using quoted prices and yield curves derived from these quoted prices.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

Put option liabilities and deferred consideration are measured based on discounted cash flow methods with unobservable inputs including future profits and discount rate.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

4. Critical accounting estimates and judgements

The Group makes estimates and judgements concerning the future, and the resulting estimates may, by definition, vary from the related actual results. The Directors consider the critical accounting estimates and judgements to be:

Revenue recognition

Judgement is required in selecting the appropriate timing and amount of revenue recognised, particularly where the Group recognises variable consideration. Revenue is only recognised to the extent that it is highly probable to not result in significant reversal and, where there is a performance related element, to the extent to which the performance criteria have been met.

The likelihood of collection of trade receivables also requires judgement to be applied. The Group monitors the levels of provisioning required based on historical trends and by detailed review of individually significant balances.

Deferred consideration and put option payments in respect of acquisitions

The Group determines the amount of deferred consideration and put option liabilities to be recognised according to the formulae agreed at time of acquisition, normally related to the future earnings of the acquired entity. Estimates of the expected future earnings of the acquired entity therefore affect the valuation of deferred consideration.

Key areas of judgement in calculating the carrying value of deferred consideration and put option liabilities are the expected future cash flows of the acquired entity, the timing of exercise of options and the discount rate.

Valuation of acquired intangible assets

The Group exercises judgement in determining the fair value of identifiable assets acquired and liabilities assumed in business combinations. In calculating the fair values of intangibles, the Group makes assumptions on the timing and amount of future cash flows generated by the assets it has acquired, the appropriate discount rates and the useful economic lives of the assets purchased.

Impairment

In determining whether an impairment loss has arisen on goodwill or intangible assets the Group makes judgements over the value-in-use of its CGUs. In calculating the value-in-use of a CGU the Group makes estimates of forecast cash flows and discount rates to derive a net present value of these cash flows and determine if an impairment has occurred. Key areas of judgement include the forecasted revenue growth and operating margins, as well as the determination of the long-term growth rate applicable to each CGU. See Note 11 for further details.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

4. Critical accounting estimates and judgements (continued)

Share-based payments

Estimating the fair value for share-based payment transactions requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility, and grant date share price. Consideration also has to be made as to whether the payments meet the definition of 'cash settled' or 'equity settled'. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 27.

Current tax

Tax laws that apply to the Group's businesses may be amended by the relevant authorities, for example as a result of changes in fiscal circumstances or priorities. Such potential amendments and their application to the Group are regularly monitored and the requirement for recognition of any liabilities assessed where necessary.

Being a multinational Group with tax affairs in many geographic locations inherently leads to a highly complex tax structure which makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Group and is often dependent on the efficiency of legal processes. Such issues can take several years to resolve. The inherent uncertainty regarding these items means that the eventual resolution could differ significantly from the accounting estimates and therefore may impact the Group's results and future cash flows.

Deferred tax

The key area of judgement in respect of deferred tax accounting is the assessment of the expected timing and manner of realisation of temporary differences. In particular, an assessment is required of whether it is probable that there will be suitable future taxable profits against which any recognised and unrecognised deferred tax assets can be utilised.

Restructuring provisions (including onerous leases)

Judgement is required in identifying whether by the reporting date sufficient expectation has been raised in those affected by a restructuring plan that it will be carried out. Management works closely with internal teams of specialists and professional advisers to understand the extent and timing of communications and assess the appropriate accounting treatment.

In calculating the value of a restructuring provision, the Group estimates the amount of severance due through reference to average employee salaries and local legislation. The final amount payable and timing of payment is dependent on the results of employee consultation and other regulatory procedures, and therefore may differ from the initial estimate recorded.

Key assumptions applied in the calculation of the onerous lease provision include the headline subrental receivable, expected rate of increase in rental payments over the period, lease incentives and void periods, which aggregate to an estimated expected total sublease income on the onerous space.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

5. Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services in the following major geographical regions:

	2021	2020
	£m	£m
EMEA	1,547.4	1,432.0
Americas	1,721.4	1,673.6
APAC	563.6	528.0
	3,832.4	3,633.6

Assets and liabilities related to contracts with customers

Contract assets balances recognised as of 31 December 2021 total £28.5m (2020: £26.2m). These balances are presented within Trade receivables and accrued income and mainly represent accrued income where a performance obligation has been satisfied but the right to bill consideration is conditional and has not yet been billed. Deferred income balances presented within Trade and other payables in the consolidated balance sheet are considered contract liabilities. There have been no significant changes in contract asset and liability balances.

Revenue recognised in relation to contract liabilities

Revenue recognised in the reporting period that had been included in the contract liability balance at the beginning of the period was £232.4m (2020: £208.5m). Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods is £3.7m (2020: £4.6m).

Unsatisfied long-term performance obligations

The aggregate amount of the transaction price allocated to long-term performance obligations that are unsatisfied (or partially satisfied) as at the end of the reporting period is £nil (2020: £nil). The amount disclosed does not include variable consideration which is constrained. As permitted under IFRS 15, a practical expedient has been applied and the transaction price allocated to unsatisfied performance obligations for contracts with an expected duration of less than one year is not disclosed.

Assets recognised from costs to obtain or fulfil a contract

As of 31 December 2021, there were no material contract assets in relation to the costs to obtain or fulfil contracts with customers.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

6. Operating profit

Operating profit for the Group has been arrived at after charging:

	2021	2020 (Restated)*
	£m	£m
Net foreign exchange (gains) / losses	(1.6)	3.0
Depreciation of property, plant and equipment	46.2	64.3
Depreciation of leased assets	94.9	132.9
Amortisation of intangible assets	135.6	177.3
Impairment of intangible assets (excluding restructuring)	27.3	-
Impairment of goodwill	-	83.1
Loss on disposal of tangible assets	0.1	0.9
Staff costs	2,391.3	2,211.0
Restructuring expenses	140.3	280.7
Other	503.3	590.2
Total operating expenses	3,337.4	3,543.4

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

Other operating expenses for the current and prior year largely consists of administrative expenses, management charges and maintenance costs. Also included within other operating expenses is a charge of £27.3m (2020: £nil) relating to the impairment of intangible assets, including IT software.

Included within operating loss is a charge of £140.3m (2020: £280.7m) related to restructuring programmes announced in 2019 and 2020. Included within restructuring expenses is £21.4m (2020: £108.5m) relating to employee termination benefits, £45.9m (2020: £12.5m) of professional costs, £73.1m (2020: £157.3m) of onerous contracts, asset write-downs and other property related charges; and a net credit of £0.1m (2020: net credit of £6.7m) in relation to the 2019 programme.

Included within staff costs are credited amounts of £2.1m (2020: £32.9m) of government grants in relation to Covid-19 assistance schemes.

Defined contribution schemes

Retirement benefits for employees are principally provided by defined contribution schemes which are funded by contributions from Group companies and employees. The amount charged to the income statement of £50.5m (2020: £42.3m) represents contributions payable in the year to these schemes at rates specified in the rules of the plans. As at 31 December 2021, contributions of £1.9m (2020: £2.5m) due in respect of the current reporting period had not been paid over to the schemes.

Fees paid to auditor

	2021 £m	2021 %	2020 £m	2020 %
Audit fees				
Audit of these financial statements	1.1	9.1%	1.1	10.0%
Amounts receivable by the Company's auditor and its associates in respect of:				
Audit of financial statements of subsidiaries of the Company	9.8	81.0%	9.2	83.6%
Other services				
Other tax advisory services	0.2	1.7%	0.4	3.6%
Other assurance services	1.0	8.2%	0.3	2.8%
Total fees paid to the Company's auditor	12.1	100.0%	11.0	100.0%

54



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

7. Staff costs

The average number of people employed by the Group (including directors) during the year, analysed by category, was as follows:

	2021	2020
	Number	Number
Dentsu International Operations	42,269	43,884
Corporate	1,101	888
	43,370	44,772

Staff costs consist of:

	2021	2020
	£m	£m
Wages, salaries, bonus and benefits	2,113.3	1,934.8
Share based payments (See note 27)	15.0	31.4
Social security costs	206.9	198.6
Contributions to defined contribution plans	50.5	42.3
Expenses related to defined benefit plans	5.6	3.9
	2,391.3	2,211.0

Directors' remuneration

	2021	Aggregate 2020	Highest paid Director	
	£m	£m	2021	2020
			£m	£m
Directors' remuneration	14.8	8.3	7.1	5.0
Amounts receivable under long term incentive schemes	10.8	-	6.3	-
Company contributions to money purchase pension plans	0.3	0.4	0.1	0.1
	25.9	8.7	13.5	5.1

In addition to the amounts above, one former director received £1.85m (2020: £1.85m) under the terms of their termination agreement as compensation for loss of office.

One director received cash payments in lieu of contributions to money purchase schemes (2020: one director). The amount shown above includes the aggregate value of company contributions paid (or accrued) to a pension scheme in respect of money purchase benefits, as well as the cash payments to the Directors.

During the year, no director (2020: nil) exercised share options in the Company and no director (2020: nil) received shares, or had shares receivable under long-term incentive schemes, in respect of their qualifying service.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

8. Finance income

	2021	2020
	£m	£m
Interest income on financial assets measured at amortised cost	11.9	13.9
Other movements	2.6	0.2
Remeasurements of deferred consideration and put option liabilities	-	54.6
Finance income	14.5	68.7

Other movements on financing items include fair value movements in derivative instruments intended to provide a natural hedge of exchange rate risk. Information on the Group's designated hedges is given in Note 19.

9. Finance expenses

	2021	2020
	£m	£m
Interest expense on overdrafts	(3.1)	(9.8)
Interest expense on bank loans, loan notes, other loans	(56.1)	(64.4)
Interest expense on lease liabilities	(20.5)	(24.4)
Other interest expenses	(24.4)	(20.3)
Total interest expense on financial liabilities measured at amortised cost	(104.1)	(118.9)
Remeasurements of deferred consideration and put option liabilities	(143.4)	-
Financial assets at fair value through profit and loss	-	(20.5)
Other movements	(6.3)	(12.8)
Finance expenses	(253.8)	(152.2)

Other movements on financing items in 2021 include fair value movements in derivative instruments intended to provide a natural hedge of exchange rate risk. Information on the Group's designated hedges is given in Note 19.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

10. Tax on profit/(loss) on ordinary activities

The tax charge for continuing operations is made up of the following:

	2021	2020
	£m	(Restated)* £m
Current tax	105.1	84.8
Adjustments in respect of prior years	(27.4)	(6.6)
	77.7	78.2
Deferred tax (note 20)		
Origination and reversal of temporary differences	(4.0)	(63.1)
Reduction in tax rate	0.4	-
Recognition of previously unrecognised tax losses	(7.9)	(1.2)
Recognition of previously unrecognised temporary differences	(4.8)	(1.8)
Adjustments in respect of prior years	29.9	3.5
Subtotal	13.6	(62.6)
Total	91.3	15.6

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

The tax charge for the year ended 31 December 2021 is £91.3m (2020: £15.6m (restated)) representing an effective tax rate (including deferred tax on goodwill) on statutory profit of 189.0% (2020 losses: (6.7)% (restated)). The tax charge for the year ended 31 December 2021 includes a deferred tax expense of £24.2m (2020: £24.5m) for tax deductions in respect of goodwill. IFRS requires that such deferred tax is recognised even if a liability would only unwind on the eventual sale.

UK Corporation tax is calculated at 19.0% (2020: 19.0%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. The UK Government has announced an increase in the corporation tax to 25% from April 2023. This rate increase was substantively enacted on 24 May 2021.

The net UK deferred tax asset has been calculated using the substantially enacted rates applicable when the temporary difference is expected to reverse. The impact on the Group's net assets is not expected to be material.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

10. Tax on profit/(loss) on ordinary activities (continued)

The total tax charge recognised in other comprehensive income is as follows:

	2021	2020
	£m	£m
Items that may be subsequently reclassified to profit or loss:		
Tax on cash flow hedge: movements taken to equity	16.1	(8.0)
Items that are not subsequently reclassified to profit or loss:		
Tax credit on exercise of Merkle Share Scheme	(3.8)	(13.2)
Other	(0.1)	0.6
Tax expense for the year	12.2	(20.6)

The total tax gain recognised directly in equity during the year was £3.9m (2020: charge of £(12.6)m), this related to equity instruments.

The total charge for the year for the Group can be reconciled to the accounting profit (2020: loss) as follows:

	2021	2020
	£m	(Restated)* £m
Profit / (loss) before income tax	48.3	(232.6)
Tax at the UK corporation tax rate of 19% (2020: 19%)	9.2	(44.2)
Adjustments in respect of prior years – current and deferred tax	2.4	(3.1)
Non-deductible expenses (Non-taxable income) for tax purposes	32.1	14.9
Rate differences on overseas earnings	(6.4)	(2.1)
Current year tax losses not recognised	20.4	22.2
Local tax charge	17.3	9.6
Withholding taxes and other charges for the period	12.6	16.6
Other differences	3.7	1.7
Tax expense for the year	91.3	15.6
Effective rate of statutory tax charge on statutory losses	189.0%	(6.7)%

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

IAS 1 requires income from associates to be presented net of tax on the face of the income statement and not in the Group's tax charge. Associates' tax included within 'share of results of associates' for the year ended 31 December 2021 is £nil (2020: £nil).



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

11. Goodwill

Cost	£m
At 1 January 2020	4,118.8
Additions	52.6
Measurement period adjustments	20.7
Other movements	(0.2)
Exchange differences	(55.0)
At 31 December 2020	4,136.9
Additions	102.7
Measurement period adjustments (note 25)	(3.8)
Other movements	(3.2)
Exchange differences	(40.6)
At 31 December 2021	4,192.0
Accumulated impairment losses	£m
At 1 January 2020	289.0
Impairment losses for the year	83.1
Exchange differences	0.5
At 31 December 2020	372.6
Exchange differences	(3.5)
At 31 December 2021	369.1
Carrying amount	£m
At 31 December 2021	3,822.9
At 31 December 2020	3,764.3

Additions to goodwill are as a result of the Group's acquisition of LiveArea in 2021 (see Note 25).

Measurement period adjustments relate to adjustments made during the measurement period to the provisional net assets that were recognised at the acquisition date. These adjustments are made in order to reflect new information obtained about facts and circumstances that existed as of the acquisition date, in accordance with IFRS 3. Under IFRS 3 the Group has 12 months in which to finalise the goodwill valuation and purchase price allocation for each acquisition.

For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs as follows:

	2021	2020
	£m	£m
EMEA	1,152.4	1,187.6
Americas	2,179.0	2,071.5
Asia Pacific	491.5	505.2
Total Group	3,822.9	3,764.3

Goodwill is assessed for impairment annually.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

11. Goodwill (continued)

The recoverable amount of a CGU is determined based on value-in-use calculations. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next year and management forecasts for the subsequent four years. These calculations reflect management's experience and future expectations of the markets in which the CGU operates. Key assumptions on which management has based these cash flow projections are revenue growth, underlying operating profit* margin, long term growth rates and discount rate. Liabilities that would be required to be assumed by a buyer, such as lease liabilities and restructuring provisions, are deducted from the CGU's value in use as well as its carrying value.

Revenue growth of 3% (2020: 2-3%) and underlying operating profit* margin of 15.4% (2020: 14.2%) for the Group have been used as mid-term (year 2 to 5) assumptions in the calculations. These have been projected taking into account historic and expected future organic growth and profitability. Long-term average growth rates after the 5-year specific forecast have been calculated through reference to third-party forecast gross domestic product data. Rates applied range from 1.5% to 2.0% (2020: 1.5% to 1.75%).

The rate used to discount the forecast cash flows is 9.7% for the EMEA CGU (2020: 10.8%), 9.0% for the Americas CGUs (2020: 9.6%) and 11.3% for the Asia Pacific CGU (2020: 12.4%). These are pre-tax measures based on market derived costs of debt and equity. Cost of equity is calculated using risk free rates adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the CGUs. EMEA and Americas are considered to have similar risk and market profiles.

Expected future cash flows are inherently uncertain and could materially change over time. They are significantly affected by a number of factors such as market growth, discount rates and currency exchange rates. A reasonably possible change in a key assumption for the EMEA and Americas CGUs is not expected to result in any impairment.

The APAC CGU's recoverable amount exceeds its carrying amount by £116.7m. If the following sensitivities were applied individually to the key assumptions, the recoverable amount of the APAC goodwill would be equal to its carrying amount: decrease of revenue growth rate (-6.5)%, reduction in long term growth rate of (-1.5)%, increase of cashflow discount rate +1%, reduction in budgeted performance of (-9.8)% (in the first forecast year, then subject to key assumptions from that lower base) and reduction in forecasted mid-term underlying operating profit margin of (-2.2)%.

**Underlying operating profit is a profit indicator to measure recurring business performance which is calculated as operating profit added to M&A related items and one-off items.*

M&A related items: amortization of purchased intangible assets, acquisition costs, share-based compensation expenses related to acquired companies, share based compensation expense following the acquisition of 100% of a subsidiary.

One-off items: business restructuring costs, impairment loss and gain/loss on sale of non-current assets.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

12. Intangible assets

	Software	Customer Relationships	Non-competes Agreements	Intellectual Property	Other	Total
	£m	£m	£m	£m	£m	£m
Cost						
At 1 January 2020 (as previously reported)	239.3	687.7	71.5	200.3	164.0	1,362.8
Adjustment on change in intangibles assets capitalisation policy (see Note 3)	(108.9)	-	-	-	(24.9)	(133.8)
1 January 2020 (restated)*	130.4	687.7	71.5	200.3	139.1	1,229.0
Additions						
- separately acquired (restated)*	11.8	-	-	3.6	15.1	30.5
- internally generated	1.0	-	-	-	4.0	5.0
Acquired on acquisition of a subsidiary	0.4	(23.0)	1.6	7.0	25.3	11.3
Disposals (restated)*	(48.5)	-	-	-	(8.3)	(56.8)
Assets retired	-	(66.4)	(6.9)	(22.5)	(11.5)	(107.3)
Transfers and other movements	22.1	-	-	-	(23.2)	(1.1)
Exchange differences	(0.1)	(17.1)	(0.9)	(5.8)	(3.2)	(27.1)
At 31 December 2020 (restated)*	117.1	581.2	65.3	182.6	137.3	1,083.5
Additions						
- separately acquired	5.7	-	-	0.5	21.1	27.3
- internally generated	0.6	-	-	-	1.6	2.2
Acquired on acquisition of a subsidiary	0.6	54.8	1.6	4.7	1.4	63.1
Disposals	(20.3)	(3.6)	(0.1)	(0.3)	(3.3)	(27.6)
Transfers and other movements	19.8	-	-	(4.1)	(12.6)	3.1
Exchange differences	(2.1)	(8.2)	(1.6)	0.5	(3.0)	(14.4)
At 31 December 2021	121.4	624.2	65.2	183.9	142.5	1,137.2
Accumulated amortisation & impairment losses						
At 1 January 2020 (as previously reported)	120.7	286.3	40.1	57.1	71.7	575.9
Adjustment on change in intangibles assets capitalisation policy (see Note 3)	(15.0)	-	-	-	(1.7)	(16.7)
1 January 2020 (restated)*	105.7	286.3	40.1	57.1	70.0	559.2
Charge for the year (restated)*	15.5	102.5	10.4	19.6	29.3	177.3
Disposals (restated)*	(41.3)	-	-	-	(5.4)	(46.7)
Impairment	0.3	0.5	0.2	7.1	1.0	9.1
Assets retired	(0.2)	(66.4)	(6.9)	(22.5)	(9.3)	(105.3)
Transfers and other movements	0.8	-	-	-	0.1	0.9
Exchange differences	0.4	(12.2)	(0.7)	(2.8)	(2.7)	(18.0)
At 31 December 2020 (restated)*	81.2	310.7	43.1	58.5	83.0	576.5
Charge for the year	11.0	80.8	8.8	18.0	17.0	135.6
Disposals	(19.3)	(3.2)	(0.1)	(0.3)	(2.6)	(25.5)
Impairment	23.4	-	-	-	4.2	27.6
Transfers and other movements	4.8	-	-	-	(0.5)	4.3
Exchange differences	(1.5)	(7.5)	(1.2)	(0.2)	(0.9)	(11.3)
At 31 December 2021	99.6	380.8	50.6	76.0	100.2	707.2
Carrying amount						
At 31 December 2021	21.8	243.4	14.6	107.9	42.3	430.0
At 31 December 2020 (restated)	35.9	270.5	22.2	124.1	54.3	507.0

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

The consolidated cash flow statement, on page 28 of the financial statements, includes separate disclosure of the proceeds from disposal of property, plant and equipment and intangible assets.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

13. Property, plant and equipment

	Freehold land and buildings	Long leasehold and leasehold improvements	Office furniture, fixtures, equipment and vehicles	Total
Cost	£m	£m	£m	£m
At 1 January 2020	3.7	237.0	223.2	463.9
Additions	0.3	22.4	18.9	41.6
Acquisitions of subsidiaries	-	0.3	0.1	0.4
Disposals and assets retired	-	(16.6)	(47.7)	(64.3)
Transfers and other movements	(0.2)	0.4	(0.8)	(0.6)
Exchange differences	-	(3.8)	(1.2)	(5.0)
At 31 December 2020	3.8	239.7	192.5	436.0
Additions	0.2	10.7	25.6	36.5
Acquisitions of subsidiaries	-	0.1	2.9	3.0
Disposals and assets retired	(0.3)	(71.7)	(35.3)	(107.3)
Transfers and other movements	(0.2)	(1.3)	(13.9)	(15.4)
Exchange differences	(0.2)	(1.9)	(5.1)	(7.2)
At 31 December 2021	3.3	175.6	166.7	345.6
Accumulated depreciation and impairment losses				
At 1 January 2020	0.7	134.1	135.4	270.2
Charge for the year	0.5	28.9	34.9	64.3
Impairments	-	0.8	0.2	1.0
Disposals and assets retired	-	(10.9)	(44.1)	(55.0)
Transfers and other movements	-	-	(1.6)	(1.6)
Exchange differences	(0.1)	(2.2)	(1.0)	(3.3)
At 31 December 2020	1.1	150.7	123.8	275.6
Charge for the year	-	20.4	25.8	46.2
Impairments	0.1	-	-	0.1
Disposals and assets retired	(0.1)	(62.0)	(29.3)	(91.4)
Transfers and other movements	-	1.3	(4.2)	(2.9)
Exchange differences	(0.1)	(0.2)	(3.5)	(3.8)
At 31 December 2021	1.0	110.2	112.6	223.8
Carrying amount				
At 31 December 2021	2.3	65.4	54.1	121.8
At 31 December 2020	2.7	89.0	68.7	160.4

At 31 December 2021, the Group had capital commitments of £0.9m contracted, but not provided, for the acquisition of property, plant and equipment (2020: nil).

The consolidated cash flow statement, on page 28 of the financial statements, includes separate disclosure of the proceeds from disposal of property, plant and equipment and intangible assets.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

14. Interests in associates and joint ventures

	Associates & joint ventures
	£m
At 1 January 2021	5.8
Share of results after tax	0.1
Disposal	(0.3)
Transfers	(1.4)
Dividends received	0.1
Exchange differences	(0.2)
Others	-
At 31 December 2021	4.1

Investments in associates at 31 December 2021 include goodwill of £nil (2020: £nil).

There is no cumulative unrecognised share of losses as at the end of 2021 (2020: £nil).

15. Equity instruments

	2021	2020
	£m	£m
Equity instruments	7.9	6.5

Equity instruments consist of an investment in Workpoint Entertainment Limited held in Thailand (£6.4m) and various other smaller holdings.

16. Work in progress

	2021	2020
	£m	£m
Work in progress	3.3	4.5

Work in progress consists principally of media inventory.

17. Trade and other receivables

	2021	2020
	£m	£m
Trade receivables	4,209.2	3,571.7
Accrued income	1,838.0	1,848.1
Prepayments	45.1	52.2
VAT receivable	81.5	74.9
Receivables from Parent and other Dentsu Group Inc group entities	248.4	151.3
Amount receivable from associated undertakings	-	0.1
Other receivables	70.7	86.5
	6,492.9	5,784.8

Receivables from the ultimate parent, Dentsu Group Inc., and other Dentsu Group Inc. subsidiaries are disclosed in Note 30 Related party transactions. The Directors consider that the carrying amount of trade and other receivables approximates their fair value and each item is stated net of an allowance described below.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

17. Trade and other receivables (continued)

Loss allowance for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets that are measured at amortised cost. The expected credit losses on each class of asset are estimated based on the ageing profile, external credit ratings, third party default data and location of each receivable.

Movement on loss allowance

The following categories are used in the tables below for receivables:

- Group A (allowance from 12-month expected credit losses) financial instruments with loss allowance measured at an amount equal to 12-month expected credit losses
- Group B (allowance from lifetime expected credit losses) financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets
- Group C (allowance from lifetime expected credit losses) financial assets that are credit-impaired at the reporting date
- Group D (allowance from lifetime expected credit losses) trade receivables and contract assets for which the loss allowance are measured based on simplified approach described in IFRS 9

	Group A £m	Group B £m	Group C £m	Group D £m	Total £m
At 1 January 2020	1.0	-	-	133.0	134.0
Transfers	0.3	-	-	(0.3)	-
Provided (released) in the year	1.0	-	-	34.5	35.5
Acquisition of subsidiaries	-	-	-	0.6	0.6
Utilisation of allowance	-	-	-	(73.5)	(73.5)
Exchange differences	0.1	-	-	3.6	3.7
At 31 December 2020	2.4	-	-	97.9	100.3
Provided (released) in the year	(1.2)	-	-	(2.9)	(4.1)
Utilisation of allowance	-	-	-	(13.8)	(13.8)
Exchange differences	(0.2)	-	-	(1.6)	(1.8)
At 31 December 2021	1.0	-	-	79.6	80.6

Ageing past due date on receivables

At 31 December 2021

	Group A £m	Group B £m	Group C £m	Group D £m	Total £m
Not past due and past less than 30 days	313.9	-	-	5,566.7	5,880.6
Past 31 – 90 days	-	-	-	189.9	189.9
Past over 90 days	-	-	-	151.1	151.1
Total	313.9	-	-	5,907.7	6,221.6



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

17. Trade and other receivables (continued)

Loss allowance by ageing

At 31 December 2021

	Receivable	Loss allowance	Average % of loss allowance
	£m	£m	
Not past due and past less than 30 days	5,880.6	25.0	0.4%
Past 31 – 90 days	189.9	1.5	0.8%
Past over 90 days	151.1	54.1	35.8%
Total	6,221.6	80.6	1.3%

18. Trade and other payables

	2021	2020
	£m	£m
Trade payables and accruals	6,126.8	5,254.5
Deferred income	326.9	232.4
Taxation and social security	155.3	179.3
Deferred consideration	235.4	735.1
Payables to Parent and other Dentsu Group entities	67.1	24.1
Amount payable to associated undertakings	4.9	6.0
Advanced payments and billings	357.9	514.4
Share based payment liability	23.7	109.4
Other payables	434.3	403.8
	7,732.3	7,459.0

Payables to the ultimate parent Dentsu Group Inc. and other Dentsu Group Inc. subsidiaries are disclosed in Note 30 Related party transactions.

19. Financial instruments

The Group has established objectives concerning the holding and use of financial instruments. The key objective is to manage the financial risks faced by the Group, which are discussed below. Formal policies and guidelines have been set to achieve these objectives and it is the responsibility of Group Treasury to implement these policies using the strategies set out below.

The Group manages its capital to enable the entities in the Group to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes the Group's borrowings, cash and cash equivalents, and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

The Group does not trade in financial instruments nor engage in speculative arrangements and it is the Group's policy not to use any complex financial instruments, unless, in exceptional circumstances, it is necessary to cover defined risks.

Management of financial risk

The Group considers its major financial risks to be currency risk, liquidity risk, interest rate risk and credit risk. The Group's policies with regard to these risks and the strategies concerning how financial instruments are used to manage these risks are set out below.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Currency risk

A significant portion of the Group's activities take place overseas. The Group therefore faces currency exposures on transactions undertaken by subsidiaries in foreign currencies and upon consolidation, following the translation of the local currency results and net assets/liabilities of overseas subsidiaries.

The Group's foreign currency management policy requires subsidiaries to hedge all transactions and financial instruments with material currency exposures. The Group is party to a number of foreign currency forward contracts in the management of exchange rate exposures. The instruments purchased are primarily denominated in the currencies of the Group's principal markets. These are held at fair value at the balance sheet date. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted rates matching the maturities of the contracts. Movements in the fair value of forward foreign exchange contracts are taken to the income statement. The total notional amounts of outstanding forward foreign exchange contracts that the Group has committed are shown below.

	2021	2020
	£m	£m
Forward foreign exchange contracts - notional principal	287.5	288.6

The maturity of the forward foreign exchange contracts is within one year.

In line with the Group's overall funding strategy, the Group may borrow centrally or locally. When borrowing locally, this acts as a natural hedge against the translation risk arising from its net investments overseas. Where major borrowings are denominated in a currency other than pound sterling, the Group may enter into cross-currency swaps to reduce currency risk. A currency analysis of borrowings and other financial liabilities is given in section c) of this note.

The following table details the Group's sensitivity to a 1% increase in the Sterling against the significant foreign currencies of the Group. The sensitivity analysis was performed taking outstanding foreign currency denominated monetary items as at year end and adjusting their translation at the period end for a 1% change in foreign currency rates. The sensitivity analysis includes external loans and excludes any amount of sensitivity arising from receivables and payables to Dentsu Group Inc. and its consolidated subsidiaries. For a 1% weakening of the Sterling against the relevant currency, there would be an equal and opposite impact on the loss before tax and other comprehensive income.

	Euro Currency Impact		US Dollar Currency Impact	
	2021	2020	2021	2020
	£m	£m	£m	£m
Loss before tax	(0.1)	(0.4)	(0.1)	0.5
Other comprehensive income	-	-	-	-

Liquidity risk

The Group's objective of ensuring that adequate funding is in place is achieved by having agreed sufficient committed bank facilities. The Group also seeks to manage its working capital requirement by requiring clients to pay for media in advance whenever possible along with utilisation of funding schemes.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Liquidity risk (continued)

The Group makes use of non-recourse trade receivables financing arrangements provided by certain of its banking partners. The largest of these arrangements is centrally administered by the Group's Treasury function with a balance of £317.9m sold but not settled as at 31 December 2021 (2020: £490.5m). Given the non-recourse nature of the arrangement these have been derecognised from trade and other receivables.

At 31 December 2021, the Group had net debt (before issue costs of new debt) of £1,844.0m (2020: £1,296.4m). The Group had cash and cash equivalents, net of overdrafts, of £1,478.4m at 31 December 2021 (2020: £1,981.1m) and gross borrowings (before issue costs of new debt and excluding overdrafts which are included in cash and cash equivalents) of £3,317.5m (2020: £3,277.3m). The Group's principal debt instruments are subject to certain financial covenants as set out in page 69.

The following table represents the carrying value of the structured unsecured loans included within gross borrowings adjusted with related accrued interests together with contractual maturities of financial liabilities:

Description	Interest rate	Maturity date	Carrying value £m	2022	2023	2024	2025+
				£m	£m	£m	£m
MUFG Bank Ltd \$500m	3.15%	2024	370.0	-	-	370.0	-
SMBC Bank International Plc \$400m	3.26%	2024	296.0	-	-	296.0	-
MUFG Bank Ltd \$200m	0.75%	2022	147.8	147.8	-	-	-
MUFG Bank Ltd \$200m	0.87%	2024	147.8	-	-	147.8	-
Mizuho Bank Ltd £250m	0.90%	2025	250.0	-	-	-	250.0
Dentsu Group Inc. ¥44b	0.40%	2023	282.8	-	282.8	-	-
SMBC Bank International Plc £50m	1.95%	2025	50.0	-	-	-	50.0
Norinchukin Bank \$100m	0.86%	2026	74.1	-	-	-	74.1
Mizuho Bank Ltd £400m	0.85%	2026	400.7	-	-	-	400.7
Dentsu Group Inc. ¥44b	0.48%	2025	283.2	-	-	-	283.2
Dentsu Group Inc. ¥44b	0.83%	2030	283.7	-	-	-	283.7
Dentsu Group Inc. ¥41b	0.58%	2025	264.1	-	-	-	264.1
Dentsu Group Inc. ¥27.5b	0.58%	2026	176.9	-	-	-	176.9

The Group has a core revolving facility and term loan agreements of £500.0m. At 31 December 2021, this facility was undrawn, giving the Group total undrawn committed facilities of £500.0m (2020: £500.0m).

Interest rate risk

Borrowings are held at fixed and floating rates. Certain portions of the Group's borrowings are subject to interest rate swaps.

The Group has in place cash pooling arrangements in a number of territories. These enable the Group to minimise the interest paid on short-term borrowings and overdrafts, whilst allowing net surplus funds to be invested in interest bearing accounts.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Interest rate risk (continued)

A 1% increase in floating interest rates would have increased the loss before tax in the consolidated income statement by £2.0m (2020 loss before tax: £2.0m), assuming that all other factors are constant. The analysis does not include floating interest rate debt whose interests are fixed by interest rate swaps and other derivative transactions.

Credit Risk

The Group's credit risk is primarily attributable to its trade receivables and cash balances. The amounts presented in the balance sheet in respect of trade and other receivables are net of allowances for expected credit losses, estimated by the Group's management based on current conditions and forecasts of future economic conditions in addition to prior experience. Trade credit risk is managed in each territory through a global trade credit insurance policy which is a full turnover policy, except in those markets in which the Group acts as agents only from a legal perspective. Where credit insurance cover is not available for a client, alternative securities are sought such as bank or parental guarantees, or payments in advance. Every new client is also credit checked.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Amount and movement of loss allowance for expected credit losses are disclosed in Note 17 Trade and other receivables.

Current receivables and payables and currency disclosures

Due to the nature of the operations of the business, Group companies are able to match current receivables and payables in currencies other than their functional currency and therefore do not have material, unhedged monetary assets and liabilities. Current receivables and payables are therefore excluded from currency analyses provided in this note.

Trade receivables and other financial assets are held at amortised cost and include those items of trade and other receivables that meet the definition of financial assets. Derivatives are excluded from this definition.

Trade payables and other financial liabilities are held at amortised cost and include those items of trade and other payables that meet the definition of financial liabilities. Derivatives and deferred consideration are excluded from this definition.

Interest rate swaps

The fair value of the interest rate swaps, excluding cross currency interest rate swaps, at 31 December 2021 is a liability of £(5.2)m (2020: £(53.2)m). The fair value is based on a discounted cash flow model and market interest yield curves applicable and represents unrecognised gains which the Group expects to realise as a result of lower or higher interest payments under the swap compared with the interest payable on the underlying debt instrument.

Cross currency interest rate swaps

The fair value of the cross-currency interest rate swaps at 31 December 2021 is a liability of £(84.8)m (2020: £(35.5)m). The fair value is based on a discounted cash flow model and market yield curves applicable and represents movements in the exchange spot rates and in interest rate yields.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Covenants

The Group's leverage covenant (net debt/EBITDA) was 0.9 times (compared to a covenant requirement of <3.5 times) (2020: 0.1 times) and interest cover covenant (EBITDA/net interest) was 11.8 times (compared to a covenant requirement >4 times) (2020: 8.0 times) at 31 December 2021.

Cash flow hedges

Hedged forecast interest payments in GBP and foreign currency are expected to occur at various dates over the duration of the hedged loans. The portion of the gain or loss on the hedging instruments determined to be an effective hedge is recognised in other comprehensive income. This amount is held in the hedging reserve in equity and is subsequently reclassified to the income statement in the same periods during which the forecasted interest payments affect the income statement.

The amounts relating to items designated as hedging instruments and hedge ineffectiveness were as follows:

Nominal amount £m	2021 Foreign currency risk*	2021 Interest rate risk*	2020 Foreign currency risk*	2020 Interest rate risk*
Carrying value				
Asset £m **	0.9	6.1	23.3	-
Liability £m	(57.8)	(37.6)	(41.2)	(70.8)
Line item in the consolidated balance sheet where the hedging instrument is included	Derivative financial assets; Derivative financial liabilities	Derivative financial assets; Derivative financial liabilities	Derivative financial assets; Derivative financial liabilities	Derivative financial assets; Derivative financial liabilities
During the period				
Changes in the value of the hedging instrument recognised in OCI £m – gain / (loss)	(114.9)	(84.9)	(48.9)	(47.3)
Hedge ineffectiveness recognised in comprehensive income £m	-	-	-	-
Amount reclassified from hedging reserve to comprehensive income £m	115.9	-	48.9	-
Line item in comprehensive income affected by the reclassification	Finance expenses	Finance expenses	Finance expenses	Finance expenses

*Nominal amount related to cross currency interest rate swaps of £1,287.6m (2020: £1,226.9m) disclosed in both foreign currency risk and interest rate risk columns which also includes FX rate risk.

**Negative amounts in assets are due to single derivatives hedging both foreign currency and interest rate risks. Where the instrument as a whole is in an asset position this is classified as an asset.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Cash flow hedges (continued)

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting:

	2021	2020
	£m	£m
Balance as at 1 January	(56.6)	(17.1)
Change in fair value – foreign currency risk	(94.8)	(48.9)
Change in fair value – interest rate risk	70.5	(39.5)
Amount reclassified to comprehensive income – foreign currency risk	96.2	48.9
Amount reclassified to comprehensive income – interest rate risk	-	-
Balance as at 31 December	15.3	(56.6)

Net investment hedges

The risk of foreign exchange fluctuations on certain investments in foreign operations are hedged using cross currency derivative hedging instruments. The portion of the gain or loss on the hedging instruments determined to be an effective hedge is recognised in other comprehensive income. This amount is held in the translation reserve until such time as the investments are disposed.

As at 31 December 2021 there were no designated net investment hedges in place.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

Net investment hedges (continued)

The total changes in fair value of net investment hedges, taken directly to equity in the year, was a loss of £nil (2020: loss of £(15.5)m). The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from net investment hedge accounting:

	2021	2020
	£m	£m
Balance as at 1 January	(14.7)	0.8
Change in fair value – foreign currency risk	-	(15.5)
Balance as at 31 December	(14.7)	(14.7)

Interest Rate Benchmark Reform (“IBOR reform”)

The Group has exposure to the following interest rate benchmarks in its hedging relationships: GBP LIBOR and USD LIBOR.

During 2021, loans with an interest benchmark linked to GBP LIBOR were re-novated to transition to GBP SONIA interest benchmarks in 2022. Loans with an interest benchmark linked to USD LIBOR are expected to require transition in 2023 or later.

The GBP LIBOR transition was contracted in such a way that the provisions of Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) could be applied, leading to the continuation of hedge accounting.

The nominal amount of hedging instruments utilising such benchmarks with a maturity after the end of 2021 when the benchmarks are expected to be discontinued was £1,016.3m as at 31 December 2021. These hedging instruments are designated in cash flow hedges of the variability of cash flows of certain of the Group’s floating-rate borrowings instruments due to changes in the LIBOR based interest rates.

The Group will continue to apply the amendments to IAS 39 until the uncertainty arising from IBOR reforms with respect to the timing and amount of the underlying cash flows to which the Group is exposed ends. The Group has assumed that this uncertainty will not end until the Group’s contracts that reference IBORs are amended to specify the date on which the interest rate benchmark will be replaced, the cash flows of the alternative benchmark rate and the relevant spread adjustment.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

a) Maturity profile of Group financial liabilities

There are no material differences between the recorded and fair values of the Group's financial assets at 31 December 2021. The fair values of financial assets reflect market values or are based upon readily available market data.

2021	Note	Less than 1 year £m	1-2 years £m	2-5 years £m	More than 5 years £m	Total more than 1 year £m	Total £m
Financial liabilities							
Bank overdrafts		30.6	-	-	-	-	30.6
Bank loans		443.2	0.2	1,586.4	-	1,586.6	2,029.8
Amounts due to Dentsu group companies		4.8	282.6	722.5	282.6	1,287.7	1,292.5
Less: Issue costs of debt to be amortised		(1.6)	(1.5)	(1.8)	-	(3.3)	(4.9)
Total borrowings		477.0	281.3	2,307.1	282.6	2,871.0	3,348.0
Derivative financial liabilities:							
• Forward foreign exchange contracts		0.7	-	-	-	-	0.7
• Interest rate swaps		0.7	9.9	61.6	24.0	95.5	96.2
• Put option liabilities		56.1	21.1	47.3	23.7	92.1	148.2
Total derivative financial liabilities		57.5	31.0	108.9	47.7	187.6	245.1
Deferred consideration	26	235.4	56.9	23.2	-	80.1	315.5
Other financial liabilities	26	3,588.2	2.7	0.9	1.0	4.6	3,592.8
Total		4,358.1	371.9	2,440.1	331.3	3,143.3	7,501.4
2020	Note	Less than 1 year £m	1-2 years £m	2-5 years £m	More than 5 years £m	Total more than 1 year £m	Total £m
Financial liabilities							
Bank overdrafts		7.5	-	-	-	-	7.5
Bank loans		317.0	146.5	1,112.6	473.3	1,732.4	2,049.4
Amounts due to Dentsu group companies		604.0	-	624.1	-	624.1	1,228.1
Less: Issue costs of debt to be amortised		(1.0)	(0.9)	(2.1)	(0.2)	(3.2)	(4.2)
Total borrowings		927.5	145.6	1,734.6	473.1	2,353.3	3,280.8
Derivative financial liabilities:							
• Forward foreign exchange contracts		3.1	-	-	-	-	3.1
• Interest rate swaps		38.4	3.6	36.0	23.4	63.0	101.4
• Put option liabilities		15.2	27.0	96.3	15.5	138.8	154.0
Total derivative financial liabilities		56.7	30.6	132.3	38.9	201.8	258.5
Deferred consideration	26	735.1	100.6	66.3	-	166.9	902.0
Other financial liabilities	26	3,417.4	19.3	0.7	0.3	20.3	3,437.7
Total		5,136.7	296.1	1,933.9	512.3	2,742.3	7,879.0

Other financial liabilities are presented within Trade and other payables and Other non-current liabilities on the consolidated balance sheet.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

a) Maturity profile of Group financial liabilities (continued)

The maturity profile of the anticipated future cash flows (including interest but excluding trade and other payables meeting the definition as financial liabilities) in relation to the Group's non-derivative financial liabilities are below. These are not discounted and therefore differ from both the liabilities' carrying values and fair values.

	2021	2021	2021	2020	2020	2020
	External	Other	Total	External	Other	Total
	loans	liabilities		loans	liabilities	
	£m	£m	£m	£m	£m	£m
Less than 1 year	519.9	235.4	755.3	965.4	735.1	1,700.5
1-2 years	317.4	57.3	374.7	181.8	120.7	302.5
2-5 years	2,341.1	23.7	2,364.8	1,776.9	68.7	1,845.6
More than 5 years	290.8	-	290.8	474.8	0.3	475.1
Total	3,469.2	316.4	3,785.6	3,398.9	924.8	4,323.7

The cash flows for Other liabilities include amounts in relation to Deferred consideration.

The maturity profile of the interest on the Group's financial derivatives, using undiscounted cash flows, is as follows:

Interest rate swaps	2021	2021	2020	2020
	Payable	Receivable	Payable	Receivable
	£m	£m	£m	£m
Less than 1 year	(17.4)	6.6	(19.9)	5.8
1-2 years	(16.8)	6.6	(17.4)	5.6
2-5 years	(29.8)	14.0	(42.8)	15.5
More than 5 years	-	-	(3.7)	1.7
Total	(64.0)	27.2	(83.8)	28.6

Cross currency interest rate swaps	2021	2021	2020	2020
	Payable	Receivable	Payable	Receivable
	£m	£m	£m	£m
Less than 1 year	(22.7)	7.3	(9.0)	3.7
1-2 years	(18.2)	6.6	(7.9)	2.7
2-5 years	(36.4)	14.0	(5.7)	4.1
More than 5 years	(19.9)	8.2	-	-
Total	(97.2)	36.1	(22.6)	10.5



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

a) Maturity profile of Group financial liabilities (continued)

The table below sets out the maturity profile of the Group's principal payments for cross currency interest rate swaps:

	2021	2021	2020	2020
	Payable	Receivable	Payable	Receivable
	£m	£m	£m	£m
Less than 1 year	-	-	(639.4)	602.8
1-2 years	(288.7)	282.5	-	-
2-5 years	(787.4)	722.5	(605.3)	624.1
More than 5 years	(315.2)	282.6	-	-
Total	(1,391.3)	1,287.6	(1,244.7)	1,226.9

The maturity profile of the Group's put option liabilities, using undiscounted cash flows, is as follows:

	2021	2020
	£m	£m
Less than 1 year	(56.1)	(15.2)
1-2 years	(21.8)	(27.7)
2-5 years	(48.3)	(99.6)
More than 5 years	(25.0)	(16.3)
Total	(151.2)	(158.8)

The Group had the following undrawn, committed bank borrowing facilities and other lines of credit available at 31 December and at the date of signing these financial statements in respect of which all conditions precedent had been met at that date:

	2021	2020
	£m	£m
Expiring between one and five years	500.0	500.0
Total	500.0	500.0



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

b) Valuation of financial assets and liabilities

Except as detailed in the following table, the carrying amounts of financial assets and liabilities recorded at amortised cost in the financial statements are approximately equal to their fair values. The following items of financial liabilities (debt) are within fair value hierarchy level 2.

	2021	2021	2020	2020
	Fair value	Carrying value	Fair value	Carrying value
	£m	£m	£m	£m
2017 BTMU	380.6	370.0	389.3	366.9
2017 SMBC	305.1	296.0	312.3	293.5
2017 Mitsubishi	294.8	295.6	291.2	293.2
2018 Mizuho	245.9	250.0	242.5	250.0
2018 Dentsu Group Inc	281.0	282.8	308.4	312.3
2019 SMBC	49.8	50.0	51.0	50.0
2019 Norinchukin	72.9	74.1	71.9	73.4
2019 Mizuho	389.2	400.7	386.3	400.5
2020 Dentsu Group Inc	277.9	283.2	906.0	915.9
2021 Dentsu Group Inc	702.4	724.7	-	-
Total	2,999.6	3,027.1	2,958.9	2,955.7



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

b) Valuation of financial assets and liabilities (continued)

The following table provides an analysis of financial instruments that are measured, subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2021	Measured at:	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets					
Held for trading:					
• Foreign currency forward contracts	FVPL	-	3.2	-	3.2
• Other financial assets	FVPL	8.5	5.6	-	14.1
Hedging instruments: Interest rate swaps and cross currency interest rate swaps	FV	-	6.1	-	6.1
Equity instruments	FVOCI	6.2	-	1.7	7.9
Total financial assets		14.7	14.9	1.7	31.3
Financial liabilities					
Held for trading: Foreign currency forward contracts	FVPL	-	(0.7)	-	(0.7)
Put option liabilities	PVFRA	-	-	(148.2)	(148.2)
Hedging instruments: Interest rate swaps and cross currency interest rate swaps	FV	-	(96.1)	-	(96.1)
Deferred consideration	FVPL	-	-	(315.5)	(315.5)
Total financial liabilities		-	(96.8)	(463.7)	(560.5)



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

b) Valuation of financial assets and liabilities (continued)

2020	Measured at:	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets					
Held for trading:					
• Foreign currency forward contracts	FVPL	-	2.8	-	2.8
• Other financial assets	FVPL	8.3	4.9	-	13.2
Hedging instruments: Interest rate swaps and cross currency interest rate swaps	FV	-	12.8	-	12.8
Equity instruments	FVOCI	4.9	-	1.6	6.5
Total financial assets		13.2	20.5	1.6	35.3
Financial liabilities					
Held for trading: Foreign currency forward contracts	FVPL	-	(3.1)	-	(3.1)
Put option liabilities	PVFRA	-	-	(154.0)	(154.0)
Hedging instruments: Interest rate swaps and cross currency interest rate swaps	FV	-	(101.4)	-	(101.4)
Deferred consideration	FVPL	-	-	(902.0)	(902.0)
Total financial liabilities		-	(104.5)	(1,056.0)	(1,160.5)

There were no transfers between levels during 2021 or 2020.

Financial instruments whose fair value through profit or loss (held for trading) and derivative instruments in designated hedge accounting relationships are measured based on the estimation by financial institutions or calculation with observable inputs from markets, accordingly they are categorised within level 2.

Equity instruments which have active markets are measured based on the quoted prices, accordingly they are categorised within level 1. Others are measured based on unobservable inputs, mainly market approach (comparable peer company analysis), accordingly they are categorised within level 3.

Other financial assets include level 1 assets which are listed mutual funds.

Put option liabilities and deferred consideration are measured based on discounted cash flow methods with unobservable inputs, accordingly they are categorised within level 3. The significant unobservable inputs used in the measurement are mainly future profits and discount rate. Increase or decrease in the future profits would increase or decrease the both liabilities.

Financial assets and liabilities categorised within level 2 and level 3 are measured under group policy and procedures for fair value measurement.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

c) Interest rate and currency profile

The following interest rate and currency profile of the Group's financial assets and liabilities is after taking into account any interest rate and cross currency swaps entered into by the Group.

Financial assets

The table below summarises cash and cash equivalents by interest type. The Group's non-current financial assets do not bear interest.

	Floating rate	Non-interest bearing	2021 Total	Floating rate	Non-interest bearing	2020 Total
	£m	£m	£m	£m	£m	£m
GBP	217.7	2.6	220.3	327.0	2.4	329.4
USD	462.9	18.7	481.6	954.3	35.3	989.6
EUR	213.1	23.8	236.9	111.9	14.4	126.3
Other currencies	523.4	46.8	570.2	482.8	60.5	543.3
	1,417.1	91.9	1,509.0	1,876.0	112.6	1,988.6

The majority of cash is invested in short-term fixed rate deposits of less than one month with the balance in interest bearing current accounts. It is management's view that the short-term nature of these deposits results in these effectively acting as floating rate assets.

The floating rate financial assets above are represented by cash at bank and in hand and short-term deposits.

Financial liabilities

The table below summarises gross borrowings by interest type. Gross borrowings below include the bank overdraft.

	Fixed rate	Floating rate	Non-interest bearing	2021 Total	Fixed rate	Floating rate	Non-interest bearing	2020 Total
	£m	£m	£m	£m	£m	£m	£m	£m
GBP	1,987.6	(1.4)	3.8	1,990.0	1,926.9	273.3	1.8	2,202.0
USD	1,034.2	2.3	1.4	1,037.9	1,025.6	(1.6)	1.4	1,025.4
EUR	-	-	-	-	-	(223.2)	-	(223.2)
Other currencies	41.3	283.7	-	325.0	47.5	233.3	-	280.8
Gross borrowings	3,063.1	284.6	5.2	3,352.9	3,000.0	281.8	3.2	3,285.0
Issue costs of debt	(4.9)	-	-	(4.9)	(4.2)	-	-	(4.2)
	3,058.2	284.6	5.2	3,348.0	2,995.8	281.8	3.2	3,280.8

The bank overdraft borrowings and the revolving credit facility incur interest at floating rates. All other borrowings incur interest at fixed rates after taking the swap arrangements into account.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

19. Financial instruments (continued)

d) Offsetting and amounts subject to master netting arrangements or similar agreements

In line with IAS 32, the Group has a legally enforceable right, through signed legal agreements, to offset cash deposits and overdrafts that are in cash-pool arrangements with relationship banks. The Group does not offset other financial assets and liabilities where there is no legally enforceable right to do so.

	2021 Gross amount of financial assets £m	2021 Gross amount of financial liabilities offset £m	2021 Gross amount of financial assets offset £m	2021 Net amount presented in balance sheet £m	2020 Gross amount of financial assets £m	2020 Gross amount of financial liabilities offset £m	2020 Gross amount of financial assets offset £m	2020 Net amount presented in balance sheet £m
Financial assets								
Cash and cash equivalents	1,984.3	(475.3)	-	1,509.0	2,626.5	(252.7)	(385.2)	1,988.6
Financial liabilities								
Bank overdraft	(505.9)	-	475.3	(30.6)	(645.4)	385.2	252.7	(7.5)

The Group enters into derivative transactions under International Swaps and Derivatives Association (ISDA) master netting agreements. The ISDA agreements do not meet the criteria for offsetting in the statement of financial position. The below table sets out the net amounts of recognised financial instruments that are subject to the above agreements.

	2021 Net amount £m	2020 Net amount £m
Financial assets		
Derivative assets - forward foreign exchange contracts and interest rate swaps	9.3	15.6
Financial liabilities		
Derivative liabilities - forward foreign exchange contracts and interest rate swaps	(96.8)	(104.5)



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

20. Deferred tax	Purchased intangibles	Deductions in respect of goodwill	Losses	Other temporary differences	Total
At 1 January 2021 - asset/(liability) (restated)*	(76.5)	(110.8)	96.9	109.5	19.0
Exchange rate differences	0.7	(0.4)	(2.9)	2.3	(0.2)
Deferred tax on acquisitions	0.1	-	-	8.8	8.9
Amount provided in reserves	-	-	-	(12.0)	(12.0)
Transfers	-	-	-	9.2	9.2
Profit or loss movement	22.3	(15.9)	(58.2)	38.2	(13.6)
Other movements	-	-	-	(0.1)	(0.1)
At 31 December 2021 asset/(liability)	(53.4)	(127.1)	35.8	155.9	11.2

	Purchased intangibles	Deductions in respect of goodwill	Losses	Other temporary differences	Total
At 1 January 2020 - asset/(liability) (restated)*	(114.4)	(96.8)	39.6	101.9	(69.7)
Exchange rate differences	2.0	1.4	1.0	(0.4)	4.0
Deferred tax on acquisitions	0.8	-	-	0.2	1.0
Amount provided in reserves	-	-	13.2	7.7	20.8
Transfers	-	-	-	0.3	0.3
Profit or loss movement (restated)	35.1	(15.4)	43.1	(0.2)	62.6
At 31 December 2020 asset/(liability) (restated)*	(76.5)	(110.8)	96.9	109.5	19.0

Certain deferred tax assets and liabilities have been offset in accordance with the Group's accounting policy. The following is the analysis of the deferred tax balances (after offset).

	2021	2020
	£m	(Restated*)
	£m	£m
Deferred tax asset	113.8	154.8
Deferred tax liability	(102.6)	(135.8)
	11.2	19.0

The Group has the following temporary differences in respect of which no deferred tax asset has been recognised.

	2021	2020
	£m	£m
	£m	(Restated**)
Losses – revenue	683.8	602.3
Losses – capital	109.5	109.5
Other temporary differences	14.2	19.5
	807.5	731.3

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

** "Losses – revenue" reported in the prior year included £89m of losses which should not have been included, and the balance has therefore been restated. There are no other impacts from this restatement on the primary statements or other notes.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

20. Deferred tax (continued)

Included in losses - revenue, are losses of £4.3m that will expire by 2022 (2020: £6.0m), £0.3m that will expire by 2023 (2020: £0.9m), £3.1m that will expire by 2024 (2020: £2.6m), £4.8m that will expire by 2025 (2020: £2.9m), £15.3m that will expire by 2026 (2020: £13.5m), £80.8m that will expire after 2027 (2020: £104.0m) and £575.2m (2020: £561.6m) that can be carried forward indefinitely.

The total amount of tax losses and other temporary differences for which no deferred tax was recognised was £807.5m (2020: £820.5m) on the basis that there is uncertainty around the future profitability of many entities that have tax losses or other tax attributes. Balances in the subsidiary entities are shown on a 100% basis, regardless of ownership percentage. Balances in associates and joint ventures are not included.

No deferred tax liability is recognised on temporary differences of £2,053.5m (2020: £1,742.1m) relating to the unremitted earnings of overseas subsidiaries, as the Group is able to control the timing of the reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future. The temporary differences at 31 December 2021 represent only the unremitted earnings of those overseas subsidiaries where remittance to the UK of those earnings may still result in a tax liability, principally as a result of dividend withholding taxes levied by the overseas tax jurisdictions in which these subsidiaries operate. Temporary differences arising in connection with interests in associates and joint ventures are insignificant.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

21. Provisions

	Property provision	Restructuring provisions	Legal & Compliance	Other provisions	Total
	£m	£m	£m	£m	£m
At 1 January 2021	13.4	239.7	26.6	16.7	296.4
Reclassified to accruals	-	(4.5)	-	-	(4.5)
Additional provision in the year	2.9	45.7	2.2	0.2	51.0
Utilisation	(0.2)	(74.8)	(1.1)	(0.6)	(76.7)
Released	(5.2)	(24.0)	(1.2)	(3.3)	(33.7)
Disposed	-	(7.0)	-	-	(7.0)
Exchange differences	-	(2.8)	-	(0.5)	(3.3)
At 31 December 2021	10.9	172.3	26.5	12.5	222.2

£77.6m (2020: £163.7m (restated)) of the above provisions are held as current liabilities.

During 2020, the Dentsu Group announced a comprehensive review and accelerated transformation programme. Involving every region, the review has supported the focused strategy of integrated solutions and is aimed at simplifying the business for both clients and operations; structurally and permanently lowering operating expenses; enhancing the efficiency of our balance sheet and maximising long-term shareholder value.

As at 31 December 2021 a provision of £172.3m is held in respect of restructuring (2020: £239.7m). It is expected that the cash outflows in respect of the provision will occur throughout 2022. Key assumptions applied in the calculation of the provision include local legislation in respect of severance payments and average employee salaries. There is uncertainty in respect of the value and timing of payments pending the results of employee consultation and other regulatory procedures. Final payments may therefore differ from the initial estimates recorded.

As at 31 December 2021 a provision of £129.9m is held in respect of onerous leases (2020: £114.5m), within restructuring provisions. Key assumptions applied in the calculation of the provision include the headline subrental receivable, expected rate of increase in rental payments over the period (16 years), lease incentives and void periods, which aggregate to an estimated expected total sublease income on the onerous space. There is uncertainty to the timing and value of any subrental income we will receive on the impacted properties. If the estimated total subrental income received was to change by +/-10% then the provision would move by +/- £29.5m. The final cash deficit to the Group may therefore differ from the initial estimates recorded. Certain properties that are considered surplus as part of the restructuring exercise have no onerous lease liability recorded at the balance sheet date, reflecting the advanced stage of negotiations to release the Group from any present obligation. Should these negotiations not reach the anticipated conclusion the current assessment would be materially different.

Other provisions include amounts provided for miscellaneous items which do not meet the definitions of the other categories.

The compliance, legal disputes & claims provision represents the Directors' best estimate of the likely cost associated with various claims, disputes and other contractual and compliance matters to which the Group and its subsidiaries are party or which are still being investigated as at the balance sheet date.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

22. Contingent liabilities

The wide range of business activities carried out by the Group's companies may result in it being subject to legal claims or regulatory inquiries that derive from these activities, including media audits by customers, media companies or subcontractors. In addition, the Group's internal legal and compliance teams regularly perform reviews, to confirm that contractual terms, and internal Group policies, are being complied with. Whilst the timing and ultimate quantum of settlement of these matters remains uncertain, based on findings to date and external legal advice received the Directors do not currently anticipate that the outcomes individually, or in aggregate, will have a material adverse effect on the consolidated accounts or on the operations of the Group over and above the provisions currently recorded. However, as is inherent in any such matters there is a risk that outcomes may be different and unfavourable to the Group.

In 2021, certain matters related to transactions entered into by one of the group's Indian subsidiaries were brought to the attention of the Group Board. These matters required detailed investigation with the assistance of external legal and professional advisors and have resulted in the group reporting details of transactions recorded by a specific subsidiary to the appropriate regulatory authorities in India. Related to the matters reported, the group has received claims totalling £54m from parties seeking payment for goods and services which those parties allege have been provided to the subsidiary in question. Based on legal advice received to date, the Group has rejected these claims. The Group contests the substance of the underlying transactions and is of the view that no bona fide goods or services were actually provided. Consequently, the group has not recorded a liability in association with these claims and the underlying transactions have been reversed from the income statement. Transactions with similar characteristics, but not subject to claims, were also reversed. Whilst the group continues to investigate the matters with the support of its external legal and professional advisors, it is vigorously defending its position with respect to the claims and continues to support the authorities with their enquiries. Notwithstanding this, the outcome of the legal proceedings and any action by the regulators remains uncertain on account of the fact that the proceedings are in the early stages and involve complex issues in dispute, the uncertainty and unpredictability of the number of potential claims, and the number of parties involved.

23. Share capital and share premium

Share capital account	2021 Number of ordinary shares	2021 £m	2020 Number of ordinary shares	2020 £m
Ordinary shares of 5.5p issued and fully paid:				
At 1 January	1,426,884,938	78.5	1,426,869,838	78.5
Issue of shares by the Company	-	-	15,100	-
At 31 December	1,426,884,938	78.5	1,426,884,938	78.5

The Company has one class of ordinary shares which carry no right to fixed income. The ordinary shares each have full voting rights.

Share premium account	2021 £m	2020 £m
At 1 January	1,991.6	1,190.7
Issue of shares by the Company	-	800.9
At 31 December	1,991.6	1,991.6



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

24. Reserves

Retained earnings reserve contains the accumulated historical profit and loss.

Foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as the effective portion of any foreign currency differences arising from hedges of a net investment in a foreign operation.

Potential acquisition of non-controlling interests reserve represents the value of NCI that the Group will acquire on settlement of put options struck as part of acquisition deals.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

25. Acquisition of subsidiaries

Summary of acquisitions

During the year, the Group acquired subsidiaries as detailed below:

Company	Country of incorporation	Network brand	% Acquired percentage of voting right	% Total Interests attributable to the Group (Non-controlling interests)	Month of acquisition
DIAMGI	Indonesia	Other	73%	85% (15%)	March
LiveArea	USA	Merkle	100%	100% (-)	August
Dentsu Argentina	Argentina	Other	95%	95% (5%)	September

Acquisitions that are not aligned to the existing network brands are referred to as 'Other' above.

There is no individually significant acquisition whose acquisition date is after the end of the reporting period.

The acquisitions were entered into to strengthen the Group's operations and increase its market share around the world, especially in faster growing regions; and to enhance its servicing capabilities in media and digital. The LiveArea acquisition increases the Group's experience and commerce capabilities and aligns to the Group's strategic objective of reaching 50% of net revenue generated by Customer Transformation & Technology (CT&T).

The acquisitions are accounted for under the acquisition method.

During the year, the Group also acquired additional stakes in existing subsidiaries as detailed below:

Company	Country of incorporation	% Acquired percentage of voting right	% Acquired percentage of interests attributable to the Group (Total interests of the Group)	Month of acquisition
Videobeat	Germany	30%	100% (100%)	January
Helloworld	US	13%	100% (100%)	February
IF Malaysia	Malaysia	10%	100% (100%)	February
Outfox	Sweden	5%	100% (100%)	March
Gleam	UK	10%	100% (100%)	April
Dentsu Spain	Spain	25%	100% (100%)	May
Shuriken Creatives	Philippines	30%	100% (100%)	June
McGarryBowen HK & SH	China	40%	100% (100%)	September
Red Dentsu X	Norway	1%	100% (100%)	December
Emerald	Vietnam	49%	100% (100%)	December

If the acquisitions above (excluding additional stakes in existing subsidiaries) had been completed on the first day of the financial year, Group revenues less cost of sales for 2021 would have been £3,668.3m and the profit before interest and tax for the continuing Group, would have been £285.1m. Post-acquisition revenue less cost of sales and profit before interest and tax on 2021 acquisitions were £35.3m and £1.1m respectively.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

25. Acquisition of subsidiaries (continued)

Goodwill capitalised in the period represents the expected future benefits of improving the breadth of the Group's service offering and anticipated operational synergies. £103m of goodwill capitalised in the period is estimated to be deductible for income tax purposes. All non-controlling interests are measured at the non-controlling interests' share of the carrying value of net assets. Under IFRS 3 the Group has 12 months in which to finalise the goodwill valuation and purchase price allocation for each acquisition.

Initial consideration for acquisitions of subsidiaries, excluding transaction costs (acquisition related fees), totalled £183.1m with no estimated deferred consideration. Acquisition related fees of £3.4m were expensed on these acquisitions. These acquisition related fees include (but are not limited to): due diligence, legal and other professional fees, and recognised in operating expenses in consolidated income statements.

The Group has taken the exemption provided by IFRS 3.B65 which allows for the aggregate disclosure of the particulars of each acquisition on the grounds of these being individually immaterial, but collectively material due to the volume of acquisitions.

Information on the acquisition of subsidiaries and further stakes in existing subsidiaries in the period since the reporting date is given in Note 31.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

25. Acquisition of subsidiaries (continued)

The following table summarises the recognised amounts of assets acquired, and liabilities assumed at the date of acquisition, along with the goodwill arising and consideration transferred.

	LiveArea £m	Other acquisitions £m	Total £m
Assets			
Property, plant and equipment	1.0	1.0	2.0
Right-of-use assets	2.2	-	2.2
Cash and cash equivalents	3.9	1.8	5.7
Trade and other receivables ¹	17.7	29.9	47.6
Business combination intangibles ²	67.4	-	67.4
Other assets	1.1	3.1	4.2
	93.3	35.8	129.1
Liabilities			
Trade and other payables	(11.5)	2.0	(9.5)
Borrowings	-	(19.3)	(19.3)
Lease liabilities	(2.2)	-	(2.2)
Other liabilities	(1.0)	0.2	(0.8)
	(14.7)	(17.1)	(31.8)
Net assets acquired	78.6	18.7	97.3
Non-controlling interest	-	(2.8)	(2.8)
Common control entry to retained earnings	-	(14.4)	(14.4)
Goodwill arising on acquisition	103.0	-	103.0
	181.6	1.5	183.1
Satisfied by			
Initial consideration	181.6	1.5	183.1
	181.6	1.5	183.1

1. The trade receivables acquired at the acquisition date had a fair value of £10.6m. This includes a loss allowance of £0.6m.

2. The basis of the valuation of business combination intangibles is discounted cash flow model - expected cash flow related to each intangible category, such as Customer relationship, discounted at its internal rate of return.

Measurement period adjustments recognised in the current year in respect of 2020 acquisitions include a decrease to business combination intangibles of £4.4m and a decrease to goodwill of £3.8m.

Goodwill arising on acquisitions mainly represents talent, intangible assets that do not qualify for separate recognition under IAS 38 and expected synergies from combining operations of the acquiree and the acquirer.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

26. Other non-current liabilities

	2021	2020
	£m	£m
Deferred consideration	80.1	166.9
Pensions	39.6	45.2
Deferred lease incentives	23.1	28.4
Share based payment liability	2.2	2.3
Other	44.1	44.8
	189.1	287.6

Pensions

The pensions balance above includes defined benefit schemes in Switzerland, France and Italy, the nature of which is discussed in the Accounting Policies note (Note 3). The largest schemes are in Switzerland where, although IAS 19 requires a pension liability to be calculated using the projected unit credit method, the company's liability to cover any shortfall is shared with employees and is generally covered by insurance. Contributions are only required while members are employed.

The gross aggregate defined benefit liability and plan assets are £78.8m liability (2020: £103.0m) and £39.2m plan assets (2020: £57.8m) respectively. There were no plan amendments, curtailments or settlements during the year.

Deferred consideration

Deferred consideration, which has been included within trade and other payables to the extent that it is due within one year (Note 18), may be paid to the vendors of certain subsidiary undertakings in the years to 2024. Such payments are either fixed under the terms of the acquisition or are contingent on future financial performance.

Deferred consideration is discounted at the weighted average interest rates of government bonds approximating to the terms of the related liabilities. The discount rate applied in the current year is 1% (2020: 1%). The Directors estimate that, at the rates of exchange ruling at the balance sheet date, the discounted liability at the balance sheet date for payments that may be due is as follows:

	2021	2020
	£m	£m
Within one year	235.4	735.1
Between one and two years	56.9	100.6
Between two and five years	23.2	66.3
	315.5	902.0

The minimum potential liability is £nil (2020: £nil) and the maximum potential liability is £1,415.2m (2020: £2,553.4m). There are no acquisitions as at 31 December 2021 (2020: no) where the deferred consideration due is uncapped, the carrying value of these liabilities is £nil. The maximum potential liability is only payable if the post-acquisition profit performance of the acquisition meets stretching profit targets in the post-acquisition period.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

26. Other non-current liabilities (continued)

Deferred consideration (continued)

A reconciliation of the movements in deferred consideration is provided below:

	2021	2020
	£m	£m
Balance at 1 January	(902.0)	(467.1)
Deferred consideration created	(6.9)	(668.7)
Deferred consideration settled	720.0	147.5
Remeasurements recognised in the income statement	(131.9)	51.8
Unwind of discounting	(1.9)	(9.4)
Exchange differences	7.2	43.9
Balance at 31 December	(315.5)	(902.0)

Put Options

Liabilities in respect of put options over non-controlling interests are disclosed as derivative liabilities. Put options are discounted at the weighted average interest rates of government bonds approximating to the terms of the related liabilities. The discount rate applied in the current year is 1% (2020: 1%). Their expected maturities are disclosed in Note 19 and a reconciliation of movements in the year are shown below.

A reconciliation of the movements in put option liabilities is provided below:

	2021	2020
	£m	£m
Balance at 1 January	(154.0)	(850.2)
Put options issued	-	(14.4)
Settlements, lapses, and transfers	13.3	730.6
Remeasurements	(6.4)	1.6
Unwind of discounting	(2.0)	(13.1)
Exchange differences	0.9	(8.5)
Balance at 31 December	(148.2)	(154.0)

An increase of 1% in the rate used to discount the expected gross value of deferred consideration and put options payments would lead to a decrease in the recorded liability of £(3.4)m. A decrease of 1% in the rate used to discount the expected gross value of deferred consideration and put options payments would lead to an increase in the recorded liability of £3.5m.

A 1% increase in the growth rates used in determining the put option and deferred consideration liabilities would lead to an increase in the recorded liability of £4.7m. A 1% decrease in the growth rates used in determining the put option and deferred consideration liabilities would lead to a decrease in the recorded liability of £(6.2)m.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

27. Share-based payment

Description of share-based payment arrangements

In 2020, 2,581,200 of Dentsu Group Inc. treasury shares were granted as share-based compensation for key members of Merkle's management team. The shares vest over a 3-year period until 31 December 2023 with a service condition.

In 2021, the Group introduced a new Dentsu Share Plan which entitles key management personnel and senior employees to equity in Dentsu Group Inc. as compensation for the performance of their duties while in office. The Share Plan is expected to run annually with awards vesting over a 3-year service period. Under the plan, executives are awarded a number of 'units' calculated in accordance with a calculation formula prescribed by the company, which represent the maximum number of Dentsu Group Inc. shares that may vest under the plan. The number of shares actually vesting at the end of the performance period is then dependent on the achievement of the following performance conditions:

Performance condition	Weighting
3 year Total shareholder return (TSR) vs Tokyo Stock Price Index (TOPIX)	30%
3 year TSR vs Peer group*	20%
Compound annual growth rate (CAGR) of consolidated underlying operating profit of the Dentsu Group over 3 years	50%

* Six companies comprising WPP plc, Omnicom Group Inc., Publicis Groupe S.A., Interpublic Group of Companies Inc., Accenture plc, and Hakuhodo DY Holdings Inc.

In 2021, 1,336,351 units were granted under the Dentsu Share Plan which will vest in February 2024 subject to the performance and service conditions.

Both schemes are equity-settled share-based payment arrangements in accordance with IFRS 2 'Share-based Payment' as they will be settled in equity by the Group's ultimate parent company Dentsu Group Inc. In a limited number of markets, where local jurisdictions do not allow the awards to be settled by a physical share transfer, the awards are treated as a cash-settled share-based payment arrangements.

Measurement of fair values

The weighted average fair value of the Merkle share options granted in 2020 was Japanese ¥2,072 per share. This was calculated as the observable market share price at the grant date.

The weighted average fair value of the Dentsu Share Plan awards granted in 2021 was ¥2,099 per unit. This was calculated as the observable market value of Dentsu Group Inc.'s share price at the grant date, which was adjusted for 3 years of average dividends and an assumed vesting percentage related to the TSR conditions using a Monte-Carlo simulation. The following assumptions were used:

Share price at grant date	¥3,535 /unit
Vesting period	3.2 years
Expected dividend yield	2.016%
Volatility**	41.21%
Risk free rate	(0.136) %

**Volatility of the stock price was calculated using historical weekly share price observations over a period of 3 years.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

27. Share-based payment (continued)

Measurement of fair values (continued)

The amount recognised as an expense is adjusted to reflect the actual number of shares that are expected to vest.

Reconciliation of outstanding awards

Merkle Scheme:

'000	Year of Award	1 Jan 2021	Granted	Forfeited	Vested	31 Dec 2021	Weighted average remaining life
Key Management Personnel	2020	1,306	-	-	(435)	871	1.5
Senior Employees	2020	1,275	-	(277)	-	998	2.0

Dentsu Share Plan:

'000	Year of Award	1 Jan 2021	Granted	Forfeited	Vested	31 Dec 2021	Weighted average remaining life
Key Management Personnel***	2021	-	455	-	-	455	2.0
Senior Employees***	2021	-	881	(126)	-	755	2.2

***Number of units representing maximum number of shares that may vest, subject to performance conditions.

Expense recognised in income statement

The expense recognised in the income statement in relation to the Merkle Scheme and Dentsu Share Plan in the year is £10.2m (2020: £8.6m) and £4.8m (2020: £nil) respectively.

Recharge agreements

There are recharge agreements in place between Dentsu International Limited and Dentsu Group Inc., the ultimate parent company, to reimburse the cost incurred by Dentsu Group Inc. in relation to the Merkle Scheme and the Dentsu Share Plan.

The expense recharged in the year relating to the Merkle Scheme is £10.2m (2020: £9.3m) and this is recorded as a liability at the year end.

The expense recharged in the year relating to the Dentsu Share Plan is £4.6m (2020: £nil) and this recorded as a liability at the year end. This is equal to the cost incurred by Dentsu Group Inc. under Japanese Accounting Standards ('Japanese GAAP'). A corresponding £0.2m credit is recorded in equity.



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

28. Notes to the cash flow statement

	2021	2020 (Restated)*
	£m	£m
Profit / (loss) before tax	48.3	(232.6)
Adjustments for:		
Share of results from associates	(0.1)	16.9
Finance income	(14.5)	(68.7)
Finance expenses	253.8	152.2
Depreciation of property, plant and equipment	46.2	64.3
Depreciation of leased assets	94.9	132.9
Amortisation of intangible assets	135.6	177.3
Impairment of intangibles and property, plant and equipment	26.4	-
Impairment on goodwill and investments	-	83.1
Stock option movement	10.1	31.4
Loss on disposal of property, plant and equipment & intangible assets	0.1	0.9
Loss on disposal of subsidiaries, JVs and associates	4.5	1.3
(Decrease) / increase in restructuring provision	(66.4)	160.4
Other non-cash	56.5	27.7
	595.4	547.1
(Decrease)/ increase in provisions	(6.0)	47.9
(Increase)/ decrease in receivables	(617.6)	593.7
(Decrease)/ increase in non-recourse receivables financing	(172.6)	31.0
Decrease in work in progress	1.3	6.3
Increase/ (decrease) in payables	988.5	(549.4)
	193.6	129.5
Cash generated from operations	789.0	676.6

* Please refer to Note 3 (Page 31) for further information on the restatement of the comparative information

All results are from continuing operations.

	1 January 2021	Cash flow	Other non- cash movements	Exchange movements	31 December 2021
	£m	£m	£m	£m	£m
Analysis of net debt					
Cash and short-term deposits	1,988.6	(442.3)	-	(37.3)	1,509.0
Overdrafts	(7.5)	(22.6)	-	(0.5)	(30.6)
Cash and cash equivalents	1,981.1	(464.9)	-	(37.8)	1,478.4
Debt due within one year	(921.0)	604.8	(171.7)	39.9	(448.0)
Debt due after more than one year	(2,356.5)	(736.0)	146.5	71.6	(2,874.4)
Net debt before issue costs of debt	(1,296.4)	(596.1)	(25.2)	73.7	(1,844.0)
Issue costs of debt	4.2	2.1	(1.4)	-	4.9
Total	(1,292.2)	(594.0)	(26.6)	73.7	(1,839.1)



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

29. Leases

The Group leases buildings and leasehold improvements, automobile/other transportation instruments, and furniture, fixtures and office equipment. Lease terms vary from 0.5 years to over 20 years, with a weighted average lease term by monthly rental if around 6 years. Some leases provide for additional rent payments that are based on changes in local price indices. For certain leases, the Group is restricted from entering into any sub-lease agreements. The Group leases "other short-term leases" with contract terms of less than one year or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The Group leases "other short-term leases" with contract terms of one to three years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group is a lessee is presented below:

a) Right -of-use assets

2021	Buildings and Leasehold Improvements	Other	Total £m
Balance at 1 January	379.4	5.6	385.0
Depreciation charge for the year	(95.3)	(4.9)	(100.2)
Additions to right-of-use assets	148.7	6.3	155.0
Disposals	(85.9)	(1.2)	(87.1)
Impairment	(2.8)	-	(2.8)
Foreign exchange differences	(7.4)	(0.5)	(7.9)
Balance as at 31 December	336.7	5.3	342.0

b) Amounts recognised in profit or loss

	2021 £m	2020 £m
Interest on lease liabilities	(20.5)	(24.4)
Expenses relating to short-term leases	(0.5)	(1.5)
Impairment of right of use assets presented within restructuring	(2.8)	(13.4)

c) Amounts recognised in statement of cash flows

	2021 £m	2020 £m
Total cash outflow for leases	(129.4)	(149.3)



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

29. Leases (continued)

d) Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options.

The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Group does not have any material unexercised extension options.

e) Lease liabilities

The following table sets out a maturity analysis of lease liabilities:

	2021	2020
	£m	£m
Less than one year	124.2	139.0
One to two years	104.6	107.5
Two to three years	80.8	82.0
Three to four years	68.1	58.8
Four to five years	56.2	44.8
More than five years	145.3	124.4
Subtotal	579.2	556.5
Effect of discounting	(131.6)	(81.8)
Total	447.6	474.7



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

30. Related party transactions

The Group's ultimate controlling party and ultimate parent is Dentsu Group Inc. (incorporated in Japan), which owns 100% of the Company's shares.

All trade transactions with related parties are carried out in the normal course of business and are detailed in the below table. Receivables, payables and borrowings are unsecured. Settlement, when made, will be in cash.

Transactions with associated undertakings

The balance due from Group companies to associated undertakings at the end of 2021 was £4.1m (2020: £6.0m). The balance due from associated undertakings to Group companies at the end of 2021 was £nil (2020: £0.9m). Transactions with associated undertakings were carried out in the normal course of business.

Transactions and balances with Dentsu Group Inc. and Dentsu Group companies

Counterparty	Gross Media Billings £m	Gross Media Buying £m	Other Income £m	Other Purchases £m	Receivables £m	Payables £m	Borrowings £m
Dentsu Group Inc.	-	-	5.0	(16.9)	4.7	(29.0)*	(1,290.9)
Dentsu Inc.	10.3	(13.4)	3.3	(0.4)	3.1	(1.4)	-
&c. Inc.	-	-	2.4	-	117.3	(29.6)	(72.7)
Beijing Dentsu Advertising Co Limited	-	-	3.0	-	110.8	(20.4)	(0.2)
Dentsu Mcgarrybowen (Taiwan) Inc.	10.9	(0.4)	0.2	-	0.4	-	-
Dentsu X (Taiwan) Inc	7.6	(1.2)	0.5	-	0.8	(1.1)	-
Dentsu Digital Inc.	-	(16.3)	-	-	-	-	-
Other Dentsu Group Entities	5.9	(1.3)	8.4	(3.4)	11.3	(9.3)	(10.5)
Total transactions/balance with Dentsu Group Inc and Other Dentsu Group Entities	34.7	(32.6)	22.8	(20.7)	248.4	(90.8)	(1,374.3)
Other Related Parties	-	-	-	-	-	(4.1)	-
Total	34.7	(32.6)	22.8	(20.7)	248.4	(94.9)	(1,374.3)

* Payables includes an amount of £23.7m relating to a share-based payment liability (Note 18) which is payable to Dentsu Group Inc. (see Note 27).



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

30. Related party transactions (continued)

Remuneration of key management personnel

The following is the compensation of key management personnel of the Group, being the Directors.

	Aggregate		Highest paid Director	
	2021	2020	2021	2020
	£m	£m	£m	£m
Key management remuneration	26.9	8.6	13.7	5.1
Company contributions to money purchase pension schemes	0.3	0.4	0.1	0.1
Total remuneration	27.2	9.0	13.8	5.2



Dentsu International Limited

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2021

31. Subsequent events

Russia

The group continues to be in the process of negotiating the transfer of ownership of the Russian business to local partners. In light of the planned disposal, the carrying value of assets and liabilities related to the Russian business were reviewed during our Q1 2022 reporting to Dentsu Group Inc. and an impairment of around £70m was recorded. Further charges are expected when the transfer is effected as these estimates will be updated and related historic foreign exchange translation differences will be recycled out of reserves through the income statement.

In addition, the composition of the Group's CGUs has been reviewed and it has been concluded that Russia should be removed from the EMEA CGU for the purpose of this impairment testing.

No adjustments have been made to the balance sheet or CGU composition as at 31 December 2021 as the matter is a non-adjusting post-balance sheet event.

Funding

In March 2022 the Group repaid \$200m of external debt to MUFG Bank. Also in March 2022, a loan of JPY 23,000m was issued by Dentsu Group Inc. to the Group. The loan has an interest rate of 0.575% per annum and matures on 30th March 2027.

In May 2022 the Group exercised a one-year extension option to 2025 in respect of its £500.0m revolving credit facility which was approved by its lenders.

Acquisitions and disposals

On 1 March 2022 the Group acquired 100% of the share capital in PT Pandji Advertama Gemilang Indonesia.

In April 2022 the Group acquired the remaining 13% non-controlling interest in Ugam Solutions Private Limited through a combination of an exercise of a put option and share-buyback. This brings total ownership to 100%.

An agreement to acquire the remaining 5% non-controlling interest in Isobar Nordics A/S was signed in April 2022.

On 27 May 2022 the Group entered into a share swap divesting 38% of its investment in PT Dentsu Pratama Kreasi in exchange for 11% of PT Dwi Sapta Pratama, PT Cipta Pratam Kreasi and PT Komunika Pratama Kreasi.

On 15 June 2022 the Group entered into an agreement to acquire 100% of Pexlify, a leading Salesforce consultancy based in the UK and Ireland. Pexlify will form part of the Group's technology-enabled, data-driven customer experience management (CXM) client offering. The acquisition of Pexlify aligns to the Group's strategic objective of reaching 50% of net revenue generated by Customer Transformation & Technology (CT&T), encompassing the fast growth areas of customer experience and commerce.

Dividends

On 12 May 2022 an interim dividend of £7,134,424.69 was declared, being £0.05 per share, and was paid on 30 May 2022.



Dentsu International Limited

Company balance sheet

At 31 December 2021

	Note	2021 £m	2020 (restated*) £m
Fixed assets			
Tangible assets	5	1.9	8.6
Intangible assets	6	25.4	28.4
Right-of-use assets	14	65.3	13.2
Investments	7	3,336.7	3,398.2
		<u>3,429.3</u>	<u>3,448.4</u>
Current assets			
Debtors (including £97.5m (2020: £485.9m) due after more than one year)	8	616.9	638.4
Cash at bank		0.9	12.4
		<u>617.8</u>	<u>650.8</u>
Current liabilities			
Creditors: amounts falling due within one year	9	(132.5)	(167.2)
Provisions	10	(3.6)	(9.1)
Lease liabilities	14	(7.3)	(11.4)
		<u>(143.4)</u>	<u>(187.7)</u>
Net current assets			
		<u>474.4</u>	<u>463.1</u>
Total assets less current liabilities			
		<u>3,903.7</u>	<u>3,911.5</u>
Non-current liabilities			
Creditors: amounts falling due after one year		(13.3)	-
Provisions	10	(4.3)	(2.0)
Lease liabilities	14	(70.9)	(12.2)
		<u>(88.5)</u>	<u>(14.2)</u>
Net assets			
		<u>3,815.2</u>	<u>3,897.3</u>
Capital and reserves			
Called-up share capital	13	78.5	78.5
Share premium account	13	1,991.6	1,991.6
Merger reserve		13.0	13.0
Profit and loss account		1,732.1	1,814.2
Shareholder's funds		<u>3,815.2</u>	<u>3,897.3</u>

* Please refer to Note 2 (Page 101) for further information on the restatement of the comparative information

Accompanying notes form part of these financial statements.

Company registration number 1403668 England and Wales.

As permitted by Section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent Company. Dentsu International Limited reported a loss for the financial year ended 31 December 2021 of £80.6m (2020 restated: £104.3m loss). The loss for the year of £80.6m includes £5.2m dividends received (2020: £nil) from subsidiary or associate companies.

These financial statements were approved by the Board of Directors on 29 June 2022 and were signed on behalf of the Board of Directors by:

Wendy Clark
Chief Executive Officer

Nicholas Friday
Chief Financial Officer



Dentsu International Limited Company statement of changes in equity

At 31 December 2021

	Called-up share capital	Share premium	Merger reserve	Profit and loss account	Total
	£m	£m	£m	£m	£m
At 1 January 2020 (as previously reported)	78.5	1,190.7	13.0	2,029.7	3,311.9
Adjustment on change in intangibles assets capitalisation policy	-	-	-	(111.2)	(111.2)
1 January 2020 (restated)*	78.5	1,190.7	13.0	1,918.5	3,200.7
Total comprehensive loss for the year (restated)	-	-	-	(104.3)	(104.3)
Issue of shares	-	800.9	-	-	800.9
At 31 December 2020 (restated)*	78.5	1,991.6	13.0	1,814.2	3,897.3
At 1 January 2021	78.5	1,991.6	13.0	1,814.2	3,897.3
Loss for the financial year	-	-	-	(80.6)	(80.6)
Total comprehensive loss for the year	-	-	-	(80.6)	(80.6)
Other movements	-	-	-	(1.5)	(1.5)
At 31 December 2021	78.5	1,991.6	13.0	1,732.1	3,815.2

* Please refer to Note 2 (Page 101) for further information on the restatement of the comparative information



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

1. Authorisation of financial statements and statement of compliance with FRS 101

The parent company financial statements of Dentsu International Limited (the "Company") for the year ended 31 December 2021 were authorised for issue by the Board of Directors on 29 June 2022 and the balance sheet was signed on the Board's behalf by Wendy Clark and Nick Priday.

These financial statements were prepared on a going concern basis and in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101). They are prepared under the historical cost exemption, except that the following assets and liabilities are stated at their fair value: derivative financial instruments and financial instruments classified as fair value through the profit or loss.

No profit and loss account is presented by the Company as permitted by Section 408 of the Companies Act 2006. The results of the Company are included in the consolidated financial statements of Dentsu International Limited. The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2021. The financial statements are prepared in pounds' sterling and rounded to the nearest million pounds (£m).

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards, but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

2. Accounting policies

Basis of preparation

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1
 - (ii) paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible Assets;
- b) the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- c) the requirements of IAS 7 Statement of Cash Flows;
- d) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- e) the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
- f) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- g) the effects of new but not yet effective IFRSs.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

Basis of preparation (continued)

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- a) the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- b) the requirements of IFRS 7 Financial Instruments: Disclosures; and
- c) the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement.

New standards and amendments

In April 2021, the International Financial Reporting Interpretations Committee (IFRIC) published an agenda decision, *Configuration or customisation cost in a cloud computing arrangement*, which is also relevant to FRS101. This decision related to whether the costs associated with customisation and configuration of software-as-a-service (SaaS) arrangements should be capitalised and if not, how the expenditure should be expensed over time.

The Committee has determined that in most cases the costs of configuring or customising software used under a SaaS arrangement would not result in an intangible asset being recognised as the customer does not control the software being configured and those configuration or customisation activities do not create a resource controlled by the customer that is separate from the underlying software. Consequently, the costs should be expensed on an accrual basis.

The Company's accounting policy has historically been to capitalise the direct costs associated with implementing SaaS applications. Following the adoption of the IFRIC agenda guidance a review has been performed to identify SaaS arrangements and assess whether the Group's Software continues to meet the capitalisation criteria under the revised Group policy. Where it has been determined that we do not control the underlying SaaS arrangement, and the implementation costs themselves do not create an asset, the Group has derecognised these implementation cost from intangible assets.

The balance sheet as at 31 December 2020 has been restated. The change in policy has resulted in a reduction in intangible assets recognised as at 31 December 2020 of £106.6m and a decrease in loss for the year of £4.6m. The change in policy has resulted in a reduction in intangible assets recognised as at 1 January 2020 of £111.2m and a reduction in retained earnings of £111.2m.

	As previously reported 31 Dec 2020 £m	Impact of restatement £m	Restated 31 Dec 2020 £m
Intangible assets	135.0	(106.6)	28.4
Other net assets/liabilities	3,868.9	-	3,868.9
Net assets	4,003.9	(106.6)	3,897.3
Retained earnings	1,920.8	(106.6)	1,814.2
Other equity balances	2,083.1	-	2,083.1
Net equity	4,003.9	(106.6)	3,897.3



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

The loss for the year ended 31 December 2020 has been restated.

	As previously reported 2020 £m	Impact of restatement £m	Restated 2020 £m
Loss for the year	(108.9)	4.6	(104.3)

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any recognised impairment losses. Depreciation is charged to write-off the cost of these assets to their residual value over their expected useful lives, using the straight-line method, on the following basis:

Leasehold buildings	Over the period of the lease
Leasehold improvements	10% to 20% per annum or over the period of the lease, if shorter
Office furniture, fixtures, equipment and vehicles	10% to 50% per annum

Any gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit and loss account.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and any recognised impairment losses. Intangible assets are amortised to residual values on a straight-line basis over the useful economic life of the asset as follows:

Software	20% to 50% per annum
Patents and trademarks	7% to 33% per annum

Once acquired intangible assets have exceeded their useful economic lives, the cost and accumulated amortisation of the assets are removed from the balance sheet as an asset retirement. Any gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement.

Customisation and configuration costs related to software-as-a-service (SaaS) arrangements, that do not create an asset to the Group, are expensed.

Impairment

At each balance sheet 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 to determine the extent of the impairment loss, if any.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

Income Taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is calculated for all business combinations in respect of intangible assets and properties. A deferred tax liability is recognised to the extent that the fair value of the assets for accounting purposes exceeds the value of those assets for tax purposes and will form part of the associated goodwill on acquisition.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, including interests in joint ventures, except where the Company can control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 income statement, except when it relates to items charged or credited to other comprehensive income or directly to equity, in which case the deferred tax is also dealt with in other comprehensive income or equity respectively.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

Income Taxes (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities under current legislation and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Foreign currencies

The Company's functional currency and presentation currency is pounds' sterling. Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company does not apply hedge accounting of foreign exchange risks in its Company financial statements.

Investments

Investments in subsidiaries, associates and joint ventures, are held in the Company balance sheet at cost less any provisions for impairment.

Investments are assessed at each reporting date to determine whether there is objective evidence that they are impaired. An investment is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the investment, and that the loss event had a negative effect on the expected future cash flows of the investment. An impairment loss is calculated as the difference between its carrying amount and the discounted value of the expected future cash flows.

Leased assets

The Company as a lessee

For any new contracts entered into on or after 1 January 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use.
- the Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

Leased assets (continued)

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The Company as a lessor

The Company's accounting policy under IFRS 16 has not changed from the comparative period. As a lessor the Company classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not.

Retirement benefits

The retirement benefits for employees are provided by defined contribution schemes which are funded by contributions from the Company and employees. The amount charged to profit and loss is the contribution payable in the year.

Finance income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment has been established.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

2. Accounting policies (continued)

Trade debtors

Under IFRS 9, an expected credit loss should be recognised on financial assets measured at amortised cost. As the receivables from related parties represents the majority of financial assets measured at amortised cost, the expected credit loss on these receivables is not material and so no expected credit loss provision has been recognised for the year ended 31 December 2021.

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Restructuring provisions

Judgement is required in identifying whether by the reporting date sufficient expectation has been raised in those affected by a restructuring plan that it will be carried out. Management works closely with internal teams of specialists and professional advisers to understand the extent and timing of communications and assess the appropriate accounting treatment.

In calculating the value of a restructuring provision, the Company estimates the amount of severance due through reference to average employee salaries and local legislation. The final amount payable and timing of payment is dependent on the results of employee consultation and other regulatory procedures, and therefore may differ from the initial estimate recorded.

3. Auditor's remuneration

The auditor's remuneration for audit services to the Company amounted to £0.1m (2020: £0.1m) and for non-audit services amounted to £nil (2020: £nil).

The audit fee for the Group is outlined in Note 6 to the consolidated financial statements of Dentsu International Limited. The fee is borne by Dentsu International Limited on behalf of the Group.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

4. Taxation

	2021	2020
	£m	£m
Corporation tax receivable/(payable) at 1 January	33.9	26.1
Cash received/(paid)	(6.9)	1.5
Current year tax credit / (charge)	3.1	(0.5)
Prior year tax credit	0.8	6.8
Corporation tax receivable at 31 December	30.9	33.9
Deferred tax asset at 1 January	2.0	1.9
Current year deferred tax (charge) / credit	(0.8)	0.1
Deferred tax asset at 31 December	1.2	2.0
Tax credit on loss	3.9	6.3
Net movement in deferred tax	(0.8)	0.1
Current year tax credit	3.1	6.4

The tax credit for the year ended 31 December 2021 is £3.1m (2020: £6.4m charge) representing an effective tax rate on statutory loss of 3.70% (2020: (5.78)% (restated)).

UK Corporation tax is calculated at 19% (2020: 19%) of estimated assessable profit for the year. The UK Government has announced an increase in the corporation tax to 25% from April 2023. This rate increase was substantively enacted on 24 May 2021.

The net UK deferred tax asset has been calculated using the substantively enacted rates applicable when the temporary difference is expected to reverse. The impact on the Group's net assets is not expected to be material.

The net UK deferred tax asset has been calculated using the substantively enacted rate of 19% (2020: 19%), being the applicable rate when the temporary difference is expected to reverse.

The company has the following temporary differences in respect of which no deferred tax asset has been recognised:

	2021	2020
	£m	(restated*) £m
Losses – revenue	112.0	92.5
Losses – capital	94.7	94.7
Total	206.7	187.2

These losses may be carried forward indefinitely.

* "Losses – revenue" reported in the prior year included £89m of losses which should not have been included, and the balance has therefore been restated. There are no other impacts from this restatement on the primary statements or other notes.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

5. Tangible assets

	Long leasehold and leasehold improvements	Equipment, fixtures and fittings	Total
Cost	£m	£m	£m
At 1 January 2021	19.6	7.8	27.4
Additions	4.0	1.2	5.2
Disposals	(11.2)	(3.2)	(14.4)
At 31 December 2021	12.4	5.8	18.2
Accumulated depreciation			
At 1 January 2021	13.0	5.8	18.8
Charge for the year	0.7	1.3	2.0
Disposals	(1.3)	(3.2)	(4.5)
At 31 December 2021	12.4	3.9	16.3
Carrying value			
At 31 December 2021	-	1.9	1.9
At 31 December 2020	6.6	2.0	8.6



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

6. Intangible assets

	Computer software	Patents & trademarks	Total
Cost	£m	£m	£m
At 1 January 2021 (as previously reported)	194.2	1.7	195.9
Adjustment on change in intangibles assets capitalisation policy (see Note 2)	(135.5)	-	(135.5)
1 January 2021 (restated)*	58.7	1.7	60.4
Additions	19.2	-	19.2
Disposals	(4.6)	-	(4.6)
At 31 December 2021	73.3	1.7	75.0
Accumulated amortisation			
At 1 January 2021 (as previously reported)	60.0	0.9	60.9
Adjustment on change in intangibles assets capitalisation policy (see Note 2)	(28.9)	-	(28.9)
1 January 2021 (restated)*	31.1	0.9	32.0
Charge for the year	3.0	0.3	3.3
Disposals	(1.8)	-	(1.8)
Impairment	16.1	-	16.1
At 31 December 2021	48.4	1.2	49.6
Carrying value			
At 31 December 2021	24.9	0.5	25.4
At 31 December 2020 (restated)*	27.6	0.8	28.4

* Please refer to Note 2 (Page 101) for further information on the restatement of the comparative information



Dentsu International Limited
Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

7. Investments

	Shares in subsidiary undertakings
	£m
Cost	
At 1 January 2021	3,644.0
Additions	22.2
Reduction of capital investment	(60.5)
At 31 December 2021	3,605.7
Accumulated impairment losses	
At 1 January 2021	245.8
Impairment	23.2
At 31 December 2021	269.0
Carrying amount	
At 31 December 2021	3,336.7
At 31 December 2020	3,398.2

During the year ended 31 December 2021, the Company had additions of £22.2m in its investment in John Brown Acquisitions Limited, by way of capital injection prior to strike-off, which was then impaired by £22.1m. A further impairment charge was booked for £1.1m on other investments.

Carat Management Services (UK) Limited and Aegis Group Investments Limited paid aggregate dividends of £60.5m to the Company during the year, equivalent to the carrying value of the investments in these entities, prior to their strike off. These dividends have been treated as a return on capital investment.

Most shareholdings are of ordinary shares.

Details of the subsidiaries and associates in which the Company holds 20% or more of the nominal value of any class of share capital are listed in Note 16.

At each balance sheet date, the Company assesses whether there are any investments in subsidiaries with indicators of impairment. Factors in this assessment include external economic environment, local business performance and a comparison of carrying value against net assets. Where an indicator of impairment is identified, an equity value for the investment is calculated through an adjusted value-in-use model.

No further impairments were recorded as a result of this review. In the prior year an impairment of £45.8m was recorded against the Company's investment in Dentsu International Finance due to a downturn in trading performance of its underlying subsidiaries. This investment remains sensitive to assumptions in the value-in-use model and any adverse changes in assumptions would result in further impairment.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

8. Debtors

	Note	2021	2020
		£m	£m
Amounts owed by Group undertakings		560.3	583.7
Other receivables		-	0.4
Prepayments and accrued income		21.0	16.8
Corporation tax	4	30.9	33.9
Derivative financial assets		3.5	1.6
Deferred tax asset	4	1.2	2.0
		616.9	638.4

Amounts of deferred tax assets of £1.2m (2020: £2.0m) and amounts owed by Group undertakings of £96.3m (2020: £483.9m) fall due after more than one year.

9. Creditors: amounts falling due within one year

	2021	2020
	£m	£m
Amounts owed to Group undertakings	52.8	112.0
Trade payables	18.4	15.1
Deferred consideration	-	2.9
Accruals and deferred income	58.1	36.5
Other creditors	3.2	0.7
	132.5	167.2

Amounts owed to Group undertakings include trading and loan liabilities. Loan liabilities are unsecured. Settlement, when made, will be in cash.

10. Provisions

	Restructuring provision	Other	Total
	£m	£m	£m
At 1 January 2021	11.1	-	11.1
Reclassified from accruals	-	3.6	3.6
Additional provision in the year	-	0.7	0.7
Utilisation for the year	(5.6)	-	(5.6)
Release in the year	(1.9)	-	(1.9)
Transfers	-	-	-
At 31 December 2021	3.6	4.3	7.9

£3.6m (2020: £9.1m) of the above provisions are held as current liabilities.

As at 31 December 2021 a provision of £3.6m is held in respect of restructuring (2020: £11.1m). Key assumptions applied in the calculation of the provision include local legislation in respect of severance payments and average employee salaries. There is uncertainty in respect of the value and timing of payments pending the results of employee consultation and other regulatory procedures. Final payments may therefore differ from the initial estimates recorded.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

11. Maturity profile of Company financial liabilities

2021	Less than 1 year £m	1-5 years £m	Total £m
Deferred consideration	-	-	-

2020	Less than 1 year £m	1-5 years £m	Total £m
Deferred consideration	2.9	-	2.9

12. Derivative financial instruments

	2021 £m	2020 £m
Current		
Derivative financial assets	3.5	1.6

The derivative financial assets represent the fair value of intra-Group foreign exchange contracts and cross currency interest rate swaps which are accounted for as fair value through the profit and loss account.

13. Reserves

Called-up share capital	2021 Number of ordinary shares	2021 £m	2020 Number of ordinary shares	2020 £m
Ordinary shares of 5.5p issued and fully paid:				
At 1 January	1,426,884,938	78.5	1,426,869,838	78.5
Issue of shares	-	-	15,100	-
At 31 December	1,426,884,938	78.5	1,426,884,938	78.5

The Company has one class of ordinary shares which carry no right to fixed income. The ordinary shares each have full voting rights.

Share premium account	2021 £m	2020 £m
At 1 January	1,991.6	1,190.7
Issue of shares	-	800.9
At 31 December	1,991.6	1,991.6



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

14. Leases

The Company leases buildings and leasehold improvements. The leases typically run for a period of between 4-9 years with a weighted average of 8.3 years. Leases provide for additional rent payments that are based on changes in local price indices. For certain leases, the Company is restricted from entering into any sub-lease agreements.

The buildings and leasehold improvements leases were entered into many years ago as combined leases of land and buildings. Previously, these leases were classified as operating leases under IAS 17.

Information about leases for which the Company is a lessee is presented below.

a. Right-of-use assets

	Buildings and Leasehold Improvements	Total
	£m	£m
2021		
Balance at 1 January	13.2	13.2
Additions	66.4	66.4
Terminations	(2.5)	(2.5)
Depreciation charge for the year	(11.8)	(11.8)
Balance as at 31 December	65.3	65.3

b. Amounts recognised in profit or loss

2021	£m
Interest on lease liabilities	1.2
2020	
Interest on lease liabilities	1.0

c. Extension options

Some property leases obtain extension options exercisable by the Company up to one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Company and not by the lessors. The Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Company has does not have any material unexercised extension options.



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

14. Leases (continued)

d. Lease liabilities

The following table sets out a maturity analysis of lease liabilities:

	2021	2020
	£m	£m
Less than one year	9.8	12.1
One to two years	11.6	12.1
Two to three years	11.6	-
Three to four years	11.6	-
Four to five years	9.7	-
More than five years	35.2	-
Subtotal	89.5	24.2
Effect of discounting	(11.3)	(0.6)
Total	78.2	23.6

15. Related parties

The Company's ultimate controlling party and ultimate parent is Dentsu Group Inc. (incorporated in Japan), which owns 100% of the Company's shares. The financial statements of Dentsu Group Inc. are publicly available.

Details of the Group's related parties can be found in Note 30 of the consolidated financial statements.



Dentsu International Limited
Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

16. Related undertakings

The Group has a large number of related undertakings across the various countries in which it operates. These are listed below.

All shareholdings are of ordinary shares (or the equivalent) unless otherwise stated.

Section 1 - Subsidiaries held directly by the Company	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
AGL Argentina S.A. (formerly Amnet Argentina S.A.)	Argentina	5*	1674, Manuel Ugarte, 3rd Floor, City of Buenos Aires, Argentina
Carat Argentina S.A.	Argentina	10*	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
Dentsu Argentina S.A.	Argentina	95	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
iProspect Argentina S.A.	Argentina	50*	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
DentsuX Argentina S.A. (formerly - Vizeum Argentina S.A.)	Argentina	5*	1674, Manuel Ugarte, 3rd Floor, City of Buenos Aires, Argentina
Aegis Luxembourg S.A.R.L.	Luxembourg	100	65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Luxembourg
Aegis Group Investments Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Aquila Insight Ltd	United Kingdom	100	7, Exchange Crescent, Conference Square, Edinburgh, EH3 8AN, Scotland
Carat Management Services (UK) Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
David Wood & Associates Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Finance	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International GPS Holdings Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Group Nominees Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International TI	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International TIG Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Treasury Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Treasury Investments Limited	United Kingdom	64*	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Triton Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Pacific Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Fetch Media Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
John Brown Acquisitions Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Merkle International Holdings LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States

* Indirect shareholdings result in 100% rights held by the Company



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Carat Argentina S.A.	Argentina	100	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
Global Mind S.A.	Argentina	100	Av. Monroe 5088, post code 1431, Buenos Aires, Argentina
Icolic S.A.	Argentina	100	Av. Monroe 5088, post code 1431, Buenos Aires, Argentina
iProspect Argentina S.A.	Argentina	100	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
Media 8 SRL	Argentina	100	1674, 2nd Floor, Manuel Ugarte, Buenos Aires, 1428, Argentina
Nueva Internet S.A.	Argentina	100	Av. Monroe 5088, post code 1431, Buenos Aires, Argentina
@Odds Pty Ltd	Australia	100	502, 249 Pitt Street, Sydney, Australia, NSW, NSW 2000
@Tack Pty Ltd	Australia	100	502, 249 Pitt Street, Sydney, Australia, NSW, NSW 2000
Accordant Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Aegis Finance Australia LLP	Australia	100	Level 2, 85 Coventry Street, South Melbourne, VIC, 3205, Australia
AMNET Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Amplifi Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Belgivane Williams MacKay Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Brainbox Ringaround Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Carat (WA) Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Carat Aust. Pty Limited	Australia	100 [^]	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Carat Australia Media Services Pty Ltd	Australia	100 [^]	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Carat Media Pty Ltd	Australia	100 [^]	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Carat Melbourne Pty Ltd	Australia	100 [^]	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Carat SA Pty Ltd	Australia	100	Level 2, 136 Greenhill Road, Unley, SA, 5061, Australia
Columbus Agency Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Cox Inall Change Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Cox Inall Communications Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
D2D Data 2 Decisions Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Davanti Consulting Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
David Wood & Associates Pty Limited	Australia	100	Suite 11.01, Level 11, 60 Castlereagh Street, Sydney, NSW, Australia
Dentsu (ANZ) Management Services Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Dentsu Australia Holdings Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Dentsu Australia Pty Ltd	Australia	100	47 Ridge Street, North Sydney, NSW 2060, Sydney, Australia, Australia
Dentsu Corporate Services Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Dentsu International Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Dentsu Media Australia Pty Ltd	Australia	100 [^]	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Dentsu Media Investments Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Dentsu Mitchell Media Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
dentsu X (NSW) Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Dentsu X (QLD) Proprietary Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
dentsu X (WA) Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
dentsu X Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Haystac Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Haystac Public Affairs Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Hind & Hind Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Huckleberry Agency Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Impact Live Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Insite Organisation Pty Ltd	Australia	100	Level 4, 111 Cecil Street, South Melbourne, VIC 3205, Australia
iProspect Pty Limited	Australia	100	Level 3, Bond One, 20 Windmill St, Walsh Bay, NSW 2000, Australia
Isobar Australia Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Merkle ANZ Pty Limited (formerly Isobar Communications Pty Limited)	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Klip Desk Holdings Pty Ltd	Australia	55	Level 4, 111 Cecil Street, South Melbourne, VIC 3205, Australia
Marketing Resources Management Group Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Merkle Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
MKTG Australia Pty Ltd	Australia	100	Suite 3 Level 2, 20 Clarke Street, Crows Nest NSW2065
MKTG Sport & Entertainment Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Oddfellows Dentsu Pty Ltd	Australia	100	502, 249 Pitt Street, Sydney, Australia, NSW, NSW 2000
Oddfellows Holdings Pty Limited	Australia	100	502, 249 Pitt Street, Sydney, Australia, NSW, NSW 2000
Pacbyte Mitchell Pty Ltd	Australia	75	Level 4, 111 Cecil Street, South Melbourne, VIC 3205, Australia
Dentsu Media Pty Limited (formerly Patterson Partners Adcafe Pty Limited)	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Picture This! Productions Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Positive Outcomes Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Posterscope Australia Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Rodeo Agency Pty Ltd	Australia	100	Level 1, 129 York Street, South Melbourne, VIC 3205, Australia
Safecom Solutions Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Scorch Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Search Factory Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
SMG Studio Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Soap Creative Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Spark P R Pty Ltd	Australia	100	105a York Street, South Melbourne, VIC 3205, Australia
Sputnik Agency Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Stadia Media Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Steak PTY Ltd.	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Storylab Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Ugam Solutions Australia Pty Ltd	Australia	87 [^]	Level 13, 664 Collins Street, Docklands, VIC, 3008, Australia
Vivid Group Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Vivid Holdings Australia Pty Ltd	Australia	100	Level 4, 111 Cecil Street, South Melbourne, VIC 3205, Australia
Vizeum Australia Pty Limited	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Web Data Group Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
WITH Collective Pty Ltd	Australia	100	105 York Street, South Melbourne, VIC 3205, Australia
Amnet Central GmbH	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
Carat Austria GmbH	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
Dentsu Austria GmbH	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
dentsu X GmbH	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
iProspect GmbH	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
Merkle Technologies Austria GmbH (formerly isobar Werbeagentur GmbH)	Austria	100	Trabrennstrasse 2A, Wien, A-1020, Austria
Amnet Belgium SA	Belgium	100	54, Avenue Herrmann-Debroux, Box 5, Auderghem, 1160, Belgium
Dentsu Aegis Network Belgium SA	Belgium	100	54, Avenue Herrmann-Debroux, Box 5, Auderghem, 1160, Belgium
Dentsu Belgium BV	Belgium	100	Vorstlaan 24 1170 Watermaal-Bosvoorde Belgium
Posterscope Belgium SA	Belgium	100	54, Avenue Herrmann-Debroux, Box 5, Auderghem, 1160, Belgium
Agenciatick - Midia Interativa S.A.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Agenciatick Brasilia Ltda	Brazil	100	Setor Comercial, Norte, Quadra 04, Bloco B, nº 100, Sala 603, Sao Paulo, CEP 05686-002, Brazil
Amnet Servicos de Publicidade Ltda	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Amplifi Comunicacao E Otimizacao de Midia Ltda	Brazil	100	Al. Rio Negro, 500, 20th floor, Centro Comercial Alphaville, Barueri / SP, CEP 06453-054, Brazil
Big Scotch Midia Interativa Ltda.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Copernicus Assessoria em Marketing Ltda.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Cosin & Associados Consultoria e Servicos de Informatica S.A.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
iProspect Search & Marketing S.A.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Jumptank Servicos de Marketing e Midia Ltda	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Mcgarrybowen Brasil Comunicacoes S.A.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
MKTG Marketing e Promocao de Eventos Ltda	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
NVG Participacoes S.A.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
Plusmedia Servicos de Marketing Ltda.	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri-SP, 06455-000, Brazil
Pontomobi Tecnologia Informatica Ltda	Brazil	100	Alameda Rio Negro, N. 500, Tower 2, Alphaville, Barueri Sao Paulo, 06455-000, Brazil
PPR Profissionais de Publicidade Reunidos S.A.	Brazil	100 [^]	Al. Rio Negro, 500, 20th floor, Centro Comercial Alphaville, Barueri / SP, CEP 06453-054, Brazil
Take 2 Studio Produtora Cinematografica Ltda	Brazil	100	298 Rua Wisard, Andar Intermediario Sala 1, Vila Madalena, Sao Paulo/SP-CEP 05434-000, Brazil



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
WWWins.com Holding	British Virgin Islands	100	P.O.Box 957, Offshore Incorporations Centre,Road Town, Tortola, British Virgin Islands
Amnet Bulgaria EOOD	Bulgaria	100	26-30, FL.2, Bacho Kiro Str., Sofia, 1000, Bulgaria
Dentsu Balkans EOOD	Bulgaria	100	26-30, FL.2, Bacho Kiro Str., Sofia, 1000, Bulgaria
Dentsu Bulgaria OOD	Bulgaria	60	16, Sveta Nedelya Sq., 1000, Sofia, Bulgaria
Dentsu Sofia OOD (formerly - Vizeum Bulgaria OOD)	Bulgaria	60	16, Sveta Nedelya Sq., 1000, Sofia, Bulgaria
Isobar Commerce EOOD (formerly eCommera EOOD)	Bulgaria	100	49B Bulgaria Blvd, 4th floor, Sofia 1404, Bulgaria
LiveArea Global Services Bulgaria EOOD	Bulgaria	100	79 Nikola Gabrovski Blvd. Studentski Distr., Bl.Tuins Center Sofia 1700 Sofia
AMNET Media Canada, Inc.	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
Amplifi Media Canada Inc.	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
Carat Canada Inc	Canada	100	127 St Pierre, Montreal, Quebec H2Y 2L6
Carat Stratégem Inc.	Canada	100 [^]	44 Chipman Hill, 10th Floor, St John New Brunswick, E2L 4S6, Canada
Cardinal Path Inc.	Canada	100	503-1060 Howe Street, Vancouver, BC, V6Z 2T1, Canada
Dentsu MCGarryBowen Canada Inc. (formerly DAN Agency Inc. dentsu Canada Inc.)	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
dentsu One Limited	Canada	100 [^]	179, John St, Toronto, M5T 1XA, Canada
Dentsu X Inc.	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
ICUC/iProspect Moderation services, Inc.	Canada	100	1700-666, Burrard Street, Vancouver, Nritisj Columbia, Canada
iProspect Canada Inc.	Canada	100	127 St Pierre, Montreal, Quebec H2Y 2L6
Isobar Canada, Inc.	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
Merkle Canada Inc.	Canada	100	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
MKTG Canada Corp.	Canada	100 [^]	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
Synovate Aztec Limited	Canada	51	1, University Avenue, 10th floor, Toronto, Ontario, M5J 2P1, Canada
AGL Chile SpA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Amnet Chile SpA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Carat Chile SA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Deep Blue SPA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Dentsu Chile SpA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Dentsu X Chile SpA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
iProspect Chile SpA	Chile	100	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Vizeum Chile S.A	Chile	68	Badajoz 45 piso 9, Las Condes, Santiago, Chile
Aegis Media Technology Co., LTD.	China	100	1F, Building No.1, 251 YaoHua Road, China (Shanghai) Pilot Free Trade Zone, China
B2B International Consulting (Beijing) Co. Ltd	China	100	Room 1101-A301, Building 3, No. 8 Guanghuadongli Road, China, Chaoyang District, Beijing, China
Band Commercial Consulting (Beijing) Co. Ltd	China	100	77 Jianguo, Level 24, Tower 3, China Central Place, Chaoyang District, Beijing, China
Beijing Posterscope Advertising Company Ltd	China	100	Unit 2-4, Room 501, Block 3, 8 Xinyuan South Road, Chaoyang District, Beijing, Beijing, China



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Beijing Vizeum Advertising Co., Limited	China	100	Unit 7, Room 601, 6th Floor, Building No.3, 8 South XinYuan Road, ChaoYang District, Beijing, China
Bluecom (Shanghai) Solutions Co., Ltd	China	100	Room 6373, No.650 DingXi Road, Changning District, Shanghai, China
Catch Stone Advertising (Beijing) Co., Ltd	China	100	Room 408-023, 4th Floor, Building no.2 Daliushu Fuhai Centre, Haidian District, Beijing, China
Dentsu (Shanghai) Investment Co., Ltd.	China	100	650, Ding Xi Road Unit 6236, Shanghai, China
Dentsu MCGARRYBOWEN (Shanghai) Advertising Co. Ltd.	China	100	Room 1207-1208, Floor 12, 150 Hubing Road, Huangpu District, Shanghai, China
Dentsu Rihai Advertising Co., Ltd.	China	100	Unit 9-11 in Room 601, Floor 6, Block 3, 8 Xinyuan South Road, Chaoyang District, Beijing, China
Dentsu Top Co., Ltd.	China	100	Room 98, Floor 9, 583 Lingling Road, Xuhui District, Shanghai, China
DWA (Beijing) Marketing Consultants Ltd	China	100	Room 1568, 15th Floor, 12 Jianwaidajie, Chaoyang District, Beijing, China
Guangdong Carat Media Services (China) Limited	China	100	Unit 03-06, 27th Floor Guangzhou International Electronic Tower, 403 Huan Shi East Road, Guangzhou, 510095, China
iProspect (Shanghai) Advertising Co., Ltd.	China	100	Room 1329, Building 2, No 1630 Yecheng Road, Jiading Industrial District, Shanghai 201821, China
John Brown (Shanghai) Company Limited	China	100	1208, Suite G, Floor 3, South Xizang Road, Shanghai, China
Merkle Business Information Consultancy (Nanjing) Company Limited	China	100	13/F Beidou Tower, 6 Huida Road, Nanjing High & New Tech Industry Development Zone, Jiangsu Province, China
Merkle Business Information Consultancy (Shanghai) Company Limited	China	100	Unit 1101,1108&1109, 6 Lane 3611, Zhangyang Road, Pudong New Area, Shanghai, China
Same Same but different Marketing Planning (Shanghai) Limited	China	100	Room 409, Building Jia-2, No. 57 West Fuxing Road, Xuhui District, Shanghai.
Shanghai An Ke Ji Tong Advertising Co., Ltd.	China	100	Room 1177 Building 10, No. 500 Shengxin South Road, Jiading District, Shanghai, China
Shanghai Clarity Advertising Co., Ltd	China	100	650, Ding Xi Road Unit 6238, Shanghai, China
Shanghai Dewen Advertising Co., Ltd	China	100	Room D303, Building 2, No.700, South Huangpi Road, Huangpu District, Shanghai, China
Shanghai EBP Internet Technology Co., Ltd	China	100	No. 8 Building, No.160 Haerbin Road, Shanghai, China
Shanghai E-BUSINESS PARTNER Network Technology Co., Ltd.	China	100	Room 8238, F2, Building 8, No. 160 Haerbin Rd., Hongkou District, Shanghai
Shanghai OMP Advertising Communication Co., Ltd.	China	100	Room 105, No.671 Yuema Village,Gangyan Township, Chongming County, Shanghai, China
Shanghai Verawom Culture Communications Co., Ltd	China	100	650, Ding Xi Road Unit 6237, Shanghai, China
Shanghai VeryStar Internet Science and Technology Co., Ltd	China	60	Room 202, No.5537, Waiqingsong Road, Qingpu District, Shanghai, China
Shanghai WWWINS Marketing Consultancy Co., Ltd	China	100	Room 901-16, Unit 01, 9th Floor, 1788 West Nanjing Road, Jing'an District, Shanghai, China
Trio Digital Integrated (Shanghai) Co., Ltd.	China	100	Room 152, District A, Building No.2, 420 FengLin Road, Shanghai, 200030, China
Trust New Voice PR Consultancy Shanghai Company Limited	China	100	Unit 6204-T, Building 6,990 Chang Ping Road, Jing An District, Shanghai, China
Amplifi GL S.A.S.	Colombia	100	Carrera 19C, No. 91-63, Bogota, D.C., 110221, Colombia
Carat Colombia S.A.S.	Colombia	100	Carrera 19C, No. 91-63, Bogota, D.C., 110221, Colombia
Dentsu Colombia S.A.S.	Colombia	100	Carrera 19C, No. 91-63, Bogota, D.C., 110221, Colombia
iProspect Colombia SAS	Colombia	100	Carrera 19C, No. 91-63, Bogota, D.C., 110221, Colombia
Vizeum Colombia S.A.S.	Colombia	100	Carrera 19C, No. 91-63, Bogota, D.C., 110221, Colombia
Posicion Digital S.A.S.	Colombia	100	Calle 26 Sur # 48 -41 Floor 8, Medellin, Colombia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Dentsu Croatia d.o.o. (formerly Dentsu Aegis Network d.o.o.)	Croatia	100	59, Petrinjska, Zagreb 1000, Croatia
Hullbitt Ltd	Cyprus	75	3, Julia House, Themistokli Dervi Street, Nicosia, Cyprus, 1066
Zenmico Trading Ltd	Cyprus	75	3, Julia House, Themistokli Dervi Street, Nicosia, Cyprus, 1066
Carat Czech Republic s.r.o.	Czech Republic	100	Husova 240/5, Staré Město, 110 00 Praha 1, Praha, Czech Republic
Dentsu Czech Republic s.r.o.	Czech Republic	100	Husova 240/5, Staré Město, 110 00 Praha 1, Praha, Czech Republic
Isobar Czech Republic s.r.o.	Czech Republic	100	Argentinska 1610/4, Holesovice, 170 00 Prague 7, Czech Republic
Merkle Technologies s.r.o. (formerly Isobar Technologies s.r.o.)	Czech Republic	100	Havlickova 1029/3, Nove Mesto, Praha1, 110 00, Czech Republic
Vizeum Czech Republic s.r.o.	Czech Republic	100	Husova 240/5, Staré Město, 110 00 Praha 1, Praha, Czech Republic
Amnet AS	Denmark	100	Overgaden, Neden, Vandet 7, 1414, Copenhagen K, Denmark
Dentsu Denmark AS	Denmark	100	Overgaden, Neden, Vandet 7, 1414, Copenhagen K, Denmark
Merkle Denmark A/S (formerly - Isobar Denmark A/S)	Denmark	95	Meldahlsgade 5, 1613 Copenhagen V, Denmark
Isobar Nordics A/S	Denmark	95	Overgaden, Neden, Vandet 7, 1414, Copenhagen K, Denmark
Posterscope Denmark AS	Denmark	100	Overgaden, Neden, Vandet 7, 1414, Copenhagen K, Denmark
Dentsu International for Media and Advertising L.L.C. (formerly - Dentsu International Egypt LLC)	Egypt	100	55, Mohamed Mazhar Street, 6th Floor, app 13, Zamalek, Cairo, Egypt
Digital Republic linked by Isobar LLC	Egypt	51	2, El Malek El Afdal street, Zamalek, Cairo, 11211, Egypt
Dentsu Estonia AS (formerly - Dentsu Aegis Network Estonia AS)	Estonia	100	Narva mnt 7d, Tallinn, 10117, Estonia
Dentsu Finland Oy (formerly Dentsu Aegis Network Oy)	Finland	100	2, Etelaesplanadi, Helsinki, 00130, Finland
Isobar Finland OY	Finland	95	2, Etelaesplanadi, Helsinki, 00130, Finland
Aegis Finance SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Amnet France SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
CARAT FRANCE SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Dentsu Expertises SAS (formerly - Data to Optimization SAS)	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Dentsu Expertise & Consulting SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Dentsu France SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Dentsu X France SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Granit Production SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Dentsu MB SAS (formerly - gyroHSR France SAS)	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
iProspect France SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Isobar France SAS (formerly - Isobar SAS)	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Mcgarrybowen France SAS	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Iprospect Conseil France SAS (formerly - Vizeum France SAS)	France	100	4 Place de Saverne, Coubervoie, Paris la Defense Cedex, 92971, France
Amnet GmbH	Germany	100	Alsterufer 3, Hamburg 20354, Germany



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
B2B International GmbH	Germany	100	Johannstrastresse 37, 40476 Dusseldorf, Germany
Carat Deutschland GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
David Wood & Associates GmbH	Germany	100	Leopoldstraße 150, 80804 München, 80804 München, Germany
Dentsu Aegis Network Central Europe GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
Dentsu Aegis Network Central Europe Holding GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
Dentsu Aegis Network Hamburg GmbH	Germany	100	Alsterufer 3, Hamburg 20354, Germany
Dentsu Germany GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
dentsu X GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
explido GmbH	Germany	100	28, Prollstrasse, 86157 Augsburg, Germany
Fetch Media GmbH	Germany	100	Invalidenstrasse 112, Berlin, 10115, Germany
HMS Group Vizeum GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
iProspect GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
Isobar Germany GmbH	Germany	100	Johannstrastresse 37, 40476 Dusseldorf, Germany
MKTG Germany GmbH	Germany	100	Johannstrastresse 37, 40476 Dusseldorf, Germany
MW Office Gesellschaft fur Marketing und Werbung mbH	Germany	100	Leopoldstraße 150, 80804 München, 80804 München, Germany
Merkle Germany GmbH (formerly Namics (Deutschland) GmbH)	Germany	100	Hedderichstrasse 108 – 110, 60596 Frankfurt am Main, Germany
Posterscope Deutschland GmbH	Germany	100	Alsterufer 3, Hamburg 20354, Germany
Videobeat Networks GmbH	Germany	100	Alsterufer 3, Hamburg 20354, Germany
Vizeum Deutschland GmbH	Germany	100	53, Speicherstraße, Frankfurt am Main, 60327, Germany
Dentsu Aegis Network Ghana Limited	Ghana	60	65, Obenesu Crescent, East Cantonments, Accra, Ghana
Posterscope Ghana Limited	Ghana	60	33, Justice DF Annan Street, Tesano, Accra, Ghana
Premier Media Company GH Limited	Ghana	60	No.4, Vraac Crabbe Street, Tesano, Village Accra, Ghana
Carat Communications Services SA	Greece	100	Chimaras 5 - Marousi Attkis 151 25, Greece
Carat International Hellas Communication Services SA	Greece	100	Chimaras 5 - Marousi Attkis 151 25, Greece
Dentsu Greece Single Member Advertising Services SA (formerly Dentsu Aegis Network Hellas Communication Services SA)	Greece	100	Chimaras 5 - Marousi Attkis 151 25, Greece
Dentsu Trading Hong Kong Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Band Limited	Hong Kong	100	Flat/Rm 901, Yip Fung Building, 2-12 D'Aguiat St, Central, Hong Kong, Hong Kong
Bluecom Solutions Limited	Hong Kong	100	25/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Carat Media Services Hong Kong Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
CC&P Advertising Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Darwin Marketing Limited	Hong Kong	100	25/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Dentsu Holdings Hong Kong Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong
Dentsu Hong Kong Ltd.	Hong Kong	100	25/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong; Room 1A-10A,7/F,Island Place Tower,Island Place,510 King's Road,North Point,Hong Kong, Hong Kong, China



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
dentsu X Limited	Hong Kong	100	Suite 604, 6/F 625 King's Road, North Point, Hong Kong, Hong Kong;
Fetch Media Hong Kong Limited	Hong Kong	100	Unit 1901, 19/F, AIA Hong Kong Tower, 734 King's Road, Quarry Bay, Hong Kong, Hong Kong, China
Gain Concept Advertising Agency Limited	Hong Kong	100	16th Floor, Wing On Centre, 111 Connaught Road, Central Hong Kong, Hong Kong
Great Method Investments Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
iProspect Hong Kong Limited	Hong Kong	100	29th Floor, Caroline Centre, Lee Gardens Two, 28 Yun Ping Road, Hong Kong
Isobar Hong Kong Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
John Brown Hong Kong Ltd	Hong Kong	100	151, 5/F, Hollywood Road, Central, Hong Kong, Hong Kong
M&J Interactive Limited	Hong Kong	60	25th & 27th Floors, 625 King's Road, Quarry Bay, Hong Kong
McGarry Bowen Hong Kong Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Posterscope (Hong Kong) Limited	Hong Kong	100	25/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Posterscope Advertising Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Same Same Agency Limited	Hong Kong	100	Ft 01-02, 19th Floor Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong
Same Same but different Limited	Hong Kong	100	Room 1003, 10/F Boss Commercial Centre, No.28 Ferry Street, Kowloon, Hong Kong
Vision Advertising Holding Limited	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Dentsu Consulting Hong Kong Limited (formerly Vizeum Hong Kong Limited)	Hong Kong	100	27/F, 625 King's Road, Quarry Bay, Hong Kong, Hong Kong
Carat Hungary 21Media Kft.	Hungary	100	15-23, Kacsá utca, Budapest, 1027, Hungary
Dentsu Hungary Kft	Hungary	100	15-23, Kacsá utca, Budapest, 1027, Hungary
Isobar Budapest Zrt.	Hungary	100	15-23, Kacsá utca, Budapest, 1027, Hungary
Accord Public Relations Private Limited	India	90	S-27, Second Floor, Star City, Mahatta Towers, District Centre, Mayur Vihar Phase-1, Delhi, 110091, India
Amnet Trading India Private Limited	India	100	Devchand House, C Block, 2nd Floor Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai, Mumbai City, MH 400018 IN, India
Dentsu Advertising And Media Services India Private Limited	India	100	81/2, 3rd & 4th floor, Om House, Aurbindo Marg, Adhchini, New Delhi-110017, New Delhi, India;
Dentsu Aegis Network India Private Limited	India	100	Devchand House, C Block, 2nd Floor Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai, Mumbai City, MH 400018 IN, India
DENTSU COMMUNICATIONS INDIA PRIVATE LIMITED	India	100	Devchand House, 2nd Floor, Shiv Sagar Estate, C Block, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India
Dentsu Marketing Solutions Private Limited	India	100	Devchand House, C Block, 2nd Floor Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai, Mumbai City, MH 400018 IN, India
Dentsu Network Advertising Private Limited	India	100	Devchand House, 2nd Floor, Shiv Sagar Estate, C Block, Dr. Annie Besant Road, Worli, Mumbai – 400018, India
Dentsu One Pvt. Ltd.	India	100	Devchand House, C Block, 2nd Floor Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai, Mumbai City, MH 400018 IN, India
Dentsu Webchutney Private Limited	India	91	F-130, Ground Floor, Street No-7, Pandav Nagar, New Delhi, 110091, India



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
DWA Media Private Limited	India	100	Unit No. 2201, 2nd Floor, Brigade Gateway, World Trade Centre, Malleshwaram, Bangalore, Karnataka, 560055, India
Fountainhead Entertainment Private Limited	India	90	Devchand House, C Block, 2nd Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018, India
Fractal Ink Design Studio Private Limited	India	90	Shop No. 2, Trishul B, Sindhi Society, Chembur, Mumbai, 400071, India
Happy Creative Services (India) Private Limited	India	90	40, City Centre, CMH Road, Indiranagar, Bangalore, Karnataka, 560038, India
Isobar Commerce India Private Limited	India	100	Unit 2-1st Floor, Tower B, EON Free Zone, Phase II, S.No.72/2/1, Kharadi Pune, Pune, MH 411014, India
Milestone Brandcom Private Limited	India	74	Unit 5, Peninsula Corporate Park, Tower 1, Wing B, G. K. Marg, Lower Parel (West), Mumbai 400 013, Mumbai, India
Paragon Digital Services Private Limited	India	100	CeeDeeYes Tyche Towers, No.14/1A, No.14/1B, No.14/2A Perungudi Bye Pass Road, Chennai, Chennai TN 6000, India
Perfect Relations Private Limited	India	90	S-27, Second Floor, Star City, Mahatta Towers, District Centre, Mayur Vihar Phase-1, Delhi, 110091, India
Sokrati Technologies Pvt Ltd	India	51	Survey No. 35, Deep Complex, 3rd Floor, Mumbai-Bangalore Highway Road, Baner, Pune, Maharashtra, 411 045, India
SVG Media Private Limited	India	65	D-119, Lajpat Nagar-1, New Delhi, South Delhi, 110024, India
Ugam Solutions Private Limited	India	87	PRISM TOWER, B WING, 6TH FLOOR, MALAD LINK ROAD, GOREGAON (W) MUMBAI 400062 MH, MUMBAI, IN-MH, 400062; SUNSHINE TOWER, 31ST FLOOR, SENAPATI BAPAT MARG, DADAR (W) MUMBAI Mumbai City MH 400013 IN, MUMBAI, IN-MH, 400013
Ugam Solutions SEZ Private Limited	India	87	6th Floor, 'B' Wing, Prism Tower, Malad Link Road, Goregaon (West), Mumbai, Maharashtra, 400062, India
Ultimedia E-Solutions Private Limited	India	99^	8th Floor, Devchano House, C Block, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018, India
WAT Media Pvt. Ltd	India	100	5th & 6th Floor, Apte Properties, Manjrekar Lane, Off. Dr. E Moses Road, Worli, Mumbai, 400018, India
PT. Cipta Pratama Kreasi	Indonesia	51	Jl. Cipete Raya No.2 RT.014/03, Kel. Cipete Selatan. Kec. Cilandak, Jakarta Selatan, Indonesia
PT. Dentsu International Indonesia (formerly - PT. Dentsu Aegis Network Indonesia)	Indonesia	100	Menara Sentraya Level 35, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta 12160, Indonesia
PT. Dentsu Cursor Komunika	Indonesia	100	Menara Sentraya Level 35, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta 12160, Indonesia
PT. Dentsu Indonesia	Indonesia	85	Menara Sentraya Level 36, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta, 12160, Indonesia
PT. Dentsu Inter Admark Media Group Indonesia	Indonesia	85	Menara Sentraya Level 36, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta, 12160, Indonesia
PT. Dentsu Isopost Indonesia	Indonesia	100	Menara Sentraya Level 36, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta, 12160, Indonesia
PT. Dentsu Pratama Kreasi	Indonesia	100	Menara Sentraya 37th floor, Jl. Iskandarsyah Raya No. 1A, Kebayoran Bary, Jakarta 12160
PT. Dentsu Strat	Indonesia	85	Menara Sentraya Level 36, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta, 12160, Indonesia
PT. Dwi Sapta Pratama	Indonesia	51	No.22, Komplek Gading Bukit Indah Blok I, Jl. Bukit Gading Raya, Kel. Kelapa Gading Barat, Kec. Kelapa Gading, Jakarta Utara, Indonesia
PT. Komunika Pratama Kreasi	Indonesia	51	23, Komplek Gading Bukit Indah Blok I, Jl. Bukit Gading Raya, Kel. Kelapa Gading Barat, Kec. Kelapa Gading, Jakarta Utara, Indonesia
PT. Mahardhika Insani Adiwarna	Indonesia	100	Menara Sentraya Level 36, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta, 12160, Indonesia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
PT. Valuklik	Indonesia	51	Menara Sentraya Level 35, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta 12160, Indonesia
PT. Valuklik Netwerk Indonesia	Indonesia	51	Menara Sentraya Level 35, Jl. Iskandarsyah Raya no. 1A, Kebayoran Baru, South Jakarta 12160, Indonesia
Dentsu Ireland Holdings Limited	Ireland	100	Two Haddington Buildings, 20-38 Haddington Road, Dublin 4, D04 HE94, Ireland
Dentsu Ireland Limited	Ireland	100	Two Haddington Buildings, 20-38 Haddington Road, Dublin 4, D04 HE94, Ireland
Poster Management Ireland Ltd	Ireland	100	Unit 4, Harmony Court, Harmony Row, Dublin 2, Ireland
Posterscope Ireland Limited	Ireland	100	Two Haddington Buildings, 20-38 Haddington Road, Dublin 4, D04 HE94, Ireland
Poster Audit Bureau Ltd	Ireland	100	Unit 4, Harmony Court, Harmony Row, Dublin 2, Ireland
Source out of Home Ltd	Ireland	100	Unit 4, Harmony Court, Harmony Row, Dublin 2, Ireland
Abagada Internet Ltd	Israel	100	21B, Habarzel St, Tel Aviv, 6971029, Israel
Dentsu Aegis Network Israel Ltd	Israel	100	21B, Habarzel St, Tel Aviv, 6971029, Israel
Amnet Italia S.r.l.	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
Amplifi Italia srl	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
CARAT ITALIA SPA	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
Dentsu Italia spa (formerly Dentsu Aegis Network Italia spa)	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
Dentsu X SRL	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
IProspect S.r.l.	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
Simple Agency S.r.l.	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
Vizeum S.P.A.	Italy	100	via Benigno Crespi nr. 23, Milano, 20159
DENTSU CÔTE D'IVOIRE (formerly - Dentsu Aegis Network Côte d'ivoire)	Ivory Coast	60%	Lot 3807 - Ilot 309 - Cocody 2 plateaux - Abidjan, Cote d'Ivoire, Ivory Coast
John Brown Japan Ltd	Japan	100	c/o TA Lawyers GKJ, Shiroyama Trust Tower 15F, Toranomon 4-3-1, Minato-Ku, Tokyo, Japan
Carat Kazakhstan LLP	Kazakhstan	75	17, Al-Farabi Avenue, 2nd floor, block 4B, n.r.p. 831, Almaty, A15E2T5 (050059), Kazakhstan
Dentsu Central Asia LLC (formerly Dentsu Aegis Network Central Asia LLP)	Kazakhstan	75	19/1, Al-Farabi Avenue, 5th floor, block 3B, Almaty, A15E2T5(050059), Kazakhstan
Dentsu Kazakhstan LLP (formerly Dentsu Aegis Network Kazakhstan LLP)	Kazakhstan	75	19/1, Al-Farabi Avenue, 5th floor, block 3B, Almaty, A15E2T5(050059), Kazakhstan
Vizeum Kazakhstan LLP	Kazakhstan	75	19/1, Al-Farabi Avenue, 5th floor, block 3B, Almaty, A15E2T5(050059), Kazakhstan
Amnet East Africa Ltd	Kenya	60	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya
Amplifi Salesnet (Pty) Ltd	Kenya	100	PO Box 36989-00200, The Mirage Towers, Tower 2, Chiromo Road, Westlands, Nairobi, Kenya
Carat East Africa Ltd	Kenya	70	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya
Dentsu Kenya Limited	Kenya	100	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya
iProspect East Africa Ltd	Kenya	51	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya
Isobar Kenya Limited	Kenya	51	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya

125



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Posterscope East Africa Limited	Kenya	80	6th Floor Jadala Place, Ngong Road, PO Box 36989 - 00200, Nairobi, Kenya
Vizeum Kenya Ltd	Kenya	70	Office 2, Fifth Floor, Jadala Place, L.R No. 209/409/7, Ngong Lane off Ngong Road, PO Box 36989-00200, Nairobi, Kenya
Carat Korea Co., Ltd	Korea (the Republic of)	100	9th Floor, JS Tower,144-19 Samseong-dong, Gangnam-gu, Seoul, Korea (the Republic of)
Dentsu Holdings Korea Co., Ltd.	Korea (the Republic of)	100	12F JS Tower, 6, Teheran-ro 79gil, Gangnam-gu, Seoul 06158, Korea (the Republic of)
Isobar Korea Ltd	Korea (the Republic of)	100	9th Floor, JS Tower,144-19 Samseong-dong, Gangnam-gu, Seoul, Korea (the Republic of)
iProspect Korea Co., Ltd (formerly Vizeum Korea Co., Ltd)	Korea (the Republic of)	100	9th Floor, JS Tower, 6 Teheran-ro 79-gil, Gangnam-gu, Seoul, Korea (the Republic of)
Dentsu Latvia SIA (formerly - Dentsu Aegis Network Latvia SIA)	Latvia	100	214b, Brivibas, Riga, Latvia, LV 1039, Latvia
People & Screens SIA	Latvia	75	Rupniecibas iela 16 k-2, Centra rajons, Riga, LV-1010, Latvia
Dentsu Aegis Network Lebanon SARL	Lebanon	95	Zakhem Building, Kalaa Street, Sin El Fil, Beirut, Lebanon
Dentsu Aegis Network-Lebanon (Off-shore) S.A.L.	Lebanon	100	Central Building , 6th Floor , Office B & C, Sin el fil, Lebanon
Dentsu Lithuania UAB (formerly - UAB Carat)	Lithuania	100	A. Gostauto g. 40B, Vilnius, Lithuania
Brandscope Malaysia Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Carat Media Services (M) Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Columbus Agency Sdn Bhd	Malaysia	100	Block J-3A-16, Solaris Mont Kiara (SOHO KL), Jalan Solaris, Mont' Kiara, Kuala Lumpur, 50480, Malaysia
Consider iProspect Sdn Bhd	Malaysia	100	Block J-3A-16, Solaris Mont Kiara (SOHO KL), Jalan Solaris, Mont' Kiara, Kuala Lumpur, 50480, Malaysia
Dentsu (Malaysia) Sdn. Bhd.	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Dentsu Empower Malaysia Sdn. Bhd (formerly - DAN Empower Malaysia Sdn Bhd)	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Dentsu Holdings Malaysia Sdn Bhd (formerly - Dentsu Aegis Network Malaysia Sdn Bhd)	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Dentsu One Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Dentsu X (Malaysia) Sdn. Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
IF Interactive Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
IPROSPECT Malaysia Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Jumptank Malaysia Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Merdeka LHS Sdn Bhd	Malaysia	100	42B, Jalan SS 6/8, Kelana Jaya, 47301 Ptaling Jaya, Selangor, Malaysia
Meridian Outdoor (M) Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Posterscope Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
psLIVE Malaysia Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Unity Communications Malaysia Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Vizeum Media Services (M) Sdn Bhd	Malaysia	100	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
Ambient Digital Myanmar Company Ltd	Myanmar	100	Building A1, Room 9010, Shwe Gone Thu Housing, Lower Kyeemyindine Road, Kyeemyindine Township, Yangon., Kyimyindaing, YANGON Myanmar
AM Network Group Mexico, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Archedera y Claverol, S.A. de C.V.	Mexico	100	No 1930, Avenue Paseo de las Palmas, Lomas de Chapultepec, Miguel Hidalgo, Mexico City, Mexico
B2B Gyro México, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Buying Uplift Media, S.A de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Carat Mexicana S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Control Media Region Norte, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Dentsux Mexicana, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Flock Advertising Mexico, S.A.P.I. de C.V.	Mexico	100	Av. Insurgentes Sur 1458, Actipan, Álvaro Obregón, 03230 Ciudad de México, CDMX, Mexico
Mercadotecnia en Buscadores, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
NVG Network, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Vizeum de Mexico, S.A. de C.V.	Mexico	100	440, 11th Floor, Avenida Santa Fe, Santa Fe Cuajimalpa, Mexico City, Mexico
Dentsu Morocco SARL (formerly Dentsu Aegis Network Morocco SARL)	Morocco	100	5th Floor, Residence La Tourette, 5 Angle Bd, Zerktoni et rue de Geneve, Casablanca, MAROC, Morocco
Dentsu Mozambique, LDA	Mozambique	51	Av/Rua Vladimir Lenine, Bairro Central, No. 174, Andar 10, Outro, Maputo Cidadr, Mozambique
Achtung! B.V.	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Aegis International Holding Company BV	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Aegis Trademarks BV	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Amnet Nederland B.V.	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Axel Marketing B.V.	Netherlands	79	Vasteland 74, Rotterdam, 3011 BN, Netherlands
Carat Nederland BV	Netherlands	100	Moermanskkade 93, 1013 BC, Amsterdam, Netherlands
DAN AGL NL B.V.	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Dentsu Netherlands BV	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Group Carat (Nederland) BV	Netherlands	100	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
iProspect Nederland BV	Netherlands	100	Moermanskkade 91, 1013 BC Amsterdam, Netherlands
Isobar Nederland BV	Netherlands	100	Moermanskkade 89, 1013 BC, Amsterdam, Netherlands
Merkle Holding B.V.	Netherlands	79^	Vasteland 74, Rotterdam, 3011 BN, Netherlands



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Merkle Nederland CXM B.V. (formerly - Merkle Nederland CXM B.V.)	Netherlands	79	Vasteland 74, Rotterdam, 3011 BN, Netherlands
Merkle Nederland CX B.V.	Netherlands	79	Vasteland 74, Rotterdam, 3011 BN, Netherlands
Merkle Nederland DMA B.V.	Netherlands	79	Moermanskkade 85, Amsterdam, 1013 BC, Netherlands
Merkle Nederland Group B.V.	Netherlands	79	Vasteland 74, Rotterdam, 3011 BN, Netherlands
Vizeum Netherlands BV	Netherlands	100	Moermanskkade 87, 1013 BC, Amsterdam, Netherlands
Amnet Limited	New Zealand	100	68, Sale Street, Auckland Central, Auckland, 1010, New Zealand
Dentsu Creative NZ Limited (formerly - Barnes, Catmur and Friends Limited)	New Zealand	100	6/5, High Street, Auckland 1010, New Zealand
Carat New Zealand Limited	New Zealand	100	Level 4, 155 The Strand, Parnell, Auckland, New Zealand
Davanti Consulting Limited	New Zealand	100	68, Sale Street, Auckland Central, Auckland, 1010, New Zealand
Dentsu New Zealand Limited (formerly Dentsu Aegis Network NZ Limited)	New Zealand	100	68, Sale Street, Auckland Central, Auckland, 1010, New Zealand
Dentsu Aegis New Zealand Limited	New Zealand	100	68, Sale Street, Auckland Central, Auckland, 1010, New Zealand
Dentsu Media NZ Limited (formerly - Vizeum NZ Ltd)	New Zealand	100	68, Sale Street, Auckland Central, Auckland, 1010, New Zealand
Amnet-Pro Limited	Nigeria	25**	103B, Oduduwa Crescent, Ikeja, G.R.A., Lagos, Nigeria
Carat I.C.P Limited	Nigeria	25**	95B, Oduduwa Crescent, Ikeja, G.R.A., Lagos, Nigeria
Deals Warehouse Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Dentsu Communications Community Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Dentsu-Mcgarrybowen Limited	Nigeria	25**	103C, Oduduwa Crescent, GRA Ikeja, Lagos, Nigeria
Dentsu-X Nigeria Limited	Nigeria	25**	103C, Oduduwa Crescent, GRA Ikeja, Lagos, Nigeria
First Media Red Star International Company Limited	Nigeria	25**	99, Oduduwa Crescent, Ikeja, G.R.A. Lagos, Kenya
Innov8 Media Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Isobar Communications Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Media Fuse Dentsu Holding Company Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Posterscope Nigeria Limited	Nigeria	25**	103B, Oduduwa Crescent, Ikeja, G.R.A., Lagos, Nigeria
RapidXtra Limited	Nigeria	25**	99, Oduduwa Crescent, Ikeja, G.R.A. Lagos, Kenya
Salesnet Nigeria Limited	Nigeria	25**	1, Remi Fani-Kayode Street, GRA Ikeja, Lagos, Nigeria
Search Prospect Limited	Nigeria	25**	103B, Oduduwa Crescent, Ikeja, G.R.A., Lagos, Nigeria
Storylab Nigeria Limited	Nigeria	25**	103A, Oduduwa Crescent, GRA Ikeja, Lagos, Nigeria
Vizeum Nigeria Limited	Nigeria	25**	103A, Oduduwa Crescent, GRA Ikeja, Lagos, Nigeria
Amnet Norge AS	Norway	100	Pilestredet 8, Oslo, 0180, Norway
Dentsu Norge AS (formerly Dentsu Aegis Network Norge AS)	Norway	100	Pilestredet 8, Oslo, 0180, Norway
Merkle Norge AS (formerly - Isobar Norway AS)	Norway	95	Pilestredet 8, Oslo, 0180, Norway
Red dentsu x (formerly - RED Media AS)	Norway	100	Pilestredet 27, 0164 Oslo, Norway
Dentsu International Philippines, Inc. (formerly - Dentsu Aegis Network Holdings Philippines Inc.)	Philippines	40**	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Dentsu Myco Services, Inc. (formerly - Aegis Media Myco Services, Inc)	Philippines	40**	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Aegis Media Philippines Holding, Inc.	Philippines	30** ^	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Alt:Engine Digital Consultancy Inc	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
ASPAC Creative Communications Inc.	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Carat Philippines, Inc	Philippines	40**	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
HLLRD Holdings, Inc	Philippines	51	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
INNOV8 Media Services, Inc	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Mediaforce Vizeum, Inc	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Posterscope Philippines, Inc	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Shuriken Creatives, Inc.	Philippines	100	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
STB Out of Home Inc.	Philippines	51	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Topdown Holdings, Inc	Philippines	30**	United Life Building, 837 Antonio Arnaiz Avenue, Bgy. San Lorenzo, 1223 Makati City, Philippines
Amnet Polska sp.z.o.o.	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Carat Polska Sp. z o.o.	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Content Invest Sp. Z o.o.	Poland	100	45B, Wtodarzewska Street, Warszawa, 02-384, Poland
Dentsu Polska Sp.z.o.o (formerly Dentsu Aegis Network Polska Sp.z.o.o)	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Dentsu X Sp. z o.o.	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
IProspect Polska SP. z o.o.	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Isobar Polska Sp.zo.o	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Posterscope Polska Sp. z.o.o.	Poland	100	12, Czerska Street, Warszawa, 00-732, Poland
Propeller Film Sp. z o.o.	Poland	100	5, Zaniemyska Street, Warszawa, 02-939, Poland
Red 8 Advertising Sp. z o.o.	Poland	100	45B, Wtodarzewska Street, Warszawa, 02-384, Poland
Carat Portugal Comunicacao, Unipessoal Lda.	Portugal	100	R. Gen. Firmino Miguel, 3 - 6, 1600-100 Lisboa, Portugal
Dentsu International Portugal, Unipessoal LDA (formerly - Dentsu Aegis Network Portugal, Unipessoal Lda.)	Portugal	100	R. Gen. Firmino Miguel, 3 - 6, 1600-100 Lisboa, Portugal
Dentsu X Portugal - Publicidade e Comunicacao Unipessoal Lda	Portugal	100	R. Gen. Firmino Miguel, 3 - 6, 1600-100 Lisboa, Portugal
MSTF Partners - Agência de Publicidade SA	Portugal	85	R. do Borja, 6 - 1350-047, Lisboa, Portugal
Not So Ramdom Media - Unipessoal, Lda.	Portugal	100	R. Gen. Firmino Miguel, 3 - 6, 1600-100 Lisboa, Portugal
MerkleTech, Unipessoal, Lda	Portugal	100	Edificio Adamastor, Torre B, Av. D. Joao II, no. 9-1 Piso 8 Frannao A, Lisboa, 1990-077, Portugal
Dentsu Aegis Network Doha - LLC	Qatar	100	708, 7th Floor, Salant Glibex Business Centre, The Gate Tower 2, Doha, Qatar
Carat Romania S.R.L.	Romania	100	George Enescu Street 11-11A, Bucharest, Romania
Dentsu Romania SRL	Romania	100	George Enescu Street 11-11A, Bucharest, Romania



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
AAPS Media OOO	Russian Federation	75	2 Zvenigorodskaya Street, house 13, building 42, Moscow, 123022, Russian Federation
Aaron Lloyd LLC	Russian Federation	75	Presnenskaya emb, 6 build. 2, office 2010.1, Moscow, 123112, Russian Federation
Ad O'Clock OOO	Russian Federation	75	Presnenskaya Embankment, 6, bld.2,11 floor, placement I, room 51, Moscow, 123112, Russian Federation
Adwatch Isobar OOO	Russian Federation	75	Presnenskaya Embankment, 6, bld.2,28 floor, placement I, room 26, Moscow, 123112, Russian Federation
Amnet OOO	Russian Federation	75	Presnenskaya nab. 6 building 2, 28 floor, placement I, room 22., Moscow, 123112, Russian Federation
Carat-Russ Media LLC	Russian Federation	75	11, building 3, 1st floor, space11, office 42, Selskohozaystvennaya, Moscow, 129226, Russian Federation
Dentsu OOO (formerly Dentsu Central Services OOO)	Russian Federation	75	Syromyatnicheskyy pr. 4,building 2, Moscow, Russian Federation
Amnet LLC (formerly - Dentsu Digital OOO)	Russian Federation	75	Presnenskaya Embankment, 6, bld.2, 28 floor, room 19, Moscow, 123112, Russian Federation
Dentsu LLC	Russian Federation	75	Syromyatnicheskyy pr. 4,building 2, Moscow, Russian Federation
Dentsu X OOO	Russian Federation	75	Osenniy blvd. 23, 6 floor, placement I, room 19., Moscow, Russian Federation
Health Media Division LLC	Russian Federation	75	Presnenskaya emb, 6 build. 2, office 2010.1, Moscow, 123112, Russian Federation
iProspect OOO	Russian Federation	75	
Posterscope OOO	Russian Federation	75	Osenniy blvd. 23, 4 floor, placement I, room 6, Moscow, Russian Federation
SNS LLC	Russian Federation	75	Office 011, House No. 49, 50 let Komsomola Street, Pushkino, Pushkinskiy District, muscoe Area, Russian Federation
Traffic Isobar LLC	Russian Federation	75	h.41,Office 429, St Komsomola, St Petersburg, 195009, Russian Federation
Vizeum OOO	Russian Federation	75	Syromyatnicheskyy pr. 4,building 2, Moscow, Russian Federation
Vizeum Health LLC	Russian Federation	75	Presnenskaya emb, 6/2, office 2005, Moscow, 123112, Russian Federation
Dentsu Aegis Network KSA for Media and Advertising LLC	Saudi Arabia	100	Unit No.32 Building No 3576, Prince Mohammed Ibn Abdel Aziz Road, District Al Olaya, P.O. Box 12241, Riyadh, Saudi Arabia
Dentsu Aegis Network Senegal	Senegal	55	Liberte 6 Extension - Immeuble Soda Marieme - Bat A - 5th floor, Dakar, Senegal
Merkle d.o.o. (formerly Namics d.o.o.)	Serbia	100	Bulevar kralja Aleksandra 28,Beograd 11000, Serbia
Dentsu Singapore Services Pte Limited (formerly Amnet South East Asia Pte Ltd)	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881
Band Pte Ltd	Singapore	100	10 Raeburn Park #02-10, Singapore, 088702, Singapore
Bluecom Solutions Pte. Ltd.	Singapore	100	230 Victoria Street #11-03/04 Bugis Junction, 188024, Singapore
David Wood & Associates Pte. Limited	Singapore	100	175A Bencoolen Street, 11-00 Burlington Square, 189650, Singapore
Dentsu Asia Pacific Holdings Pte. Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore
Dentsu Asia Pacific Pte. Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore
Dentsu Asia Pte. Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore
Dentsu Singapore Holdings Pte. Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore
Dentsu Solutions Pte Ltd	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore
Future Marketer Pte. Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, Singapore



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Gyro Communications PTE. LTD.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, 078881, Singapore
Happy Marketer Private Ltd.	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, 078881, Singapore
Novus Groups Holdings Pte Ltd	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881
Novus Media Solutions Pte Ltd	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881
Posterscope (South East Asia) Pte Ltd	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881
Vizeum Taiwan Pte Ltd	Singapore	100	1 Wallich street, #21-01 Guoco Tower, Singapore 078881, 078881, Singapore
Amnet Slovakia, s.r.o.	Slovakia	100	Polus Tower II, Vajnorská 100/B, Bratislava, 831 04, Slovakia
Carat - Slovakia, s.r.o.	Slovakia	100	Polus Tower II, Vajnorská 100/B, Bratislava, 831 04, Slovakia
Dentsu Slovakia s.r.o. (formerly Dentsu Aegis Network Slovakia, s.r.o.)	Slovakia	100	Polus Tower II, Vajnorská 100/B, Bratislava, 831 04, Slovakia
Vizeum Slovakia, s.r.o.	Slovakia	100	Polus Tower II, Vajnorská 100/B, Bratislava, 831 04, Slovakia
Dentsu Central Services (Pty) Ltd (formerly Aegis Media Central Services (Pty) Ltd)	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Dentsu South Africa (Pty) Ltd (formerly Aegis Media South Africa (Pty) Ltd)	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Amplifi Salesnet South Africa (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Clickthinking Online (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Dentsu Amnet SSA (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Dentsu Data Labs (Pty) Ltd	South Africa	100	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Dentsu SSA (Pty) Ltd	South Africa	100	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
FoxP2 (JHB) Advertising (Pty) Ltd	South Africa	52	First Floor Illovo Junction, 1 Corlett Drive, Illovo Johannesburg, Gauteng, 2196, South Africa
FoxP2 Advertising (Pty) Ltd	South Africa	52	2nd Floor, Lifestyle Centre, 50 Kloof Street, Western Cape, 8000, South Africa
FoxP2 Holdings (Pty) Ltd	South Africa	52	2nd Floor, Lifestyle Centre, 50 Kloof Street, Western Cape, 8000, South Africa
FoxP2 International (Pty) Ltd	South Africa	52	2nd Floor, Lifestyle Centre, 50 Kloof Street, Western Cape, 8000, South Africa
FoxP2 SA Holdco (Pty) Ltd	South Africa	52	2nd Floor, Lifestyle Centre, 50 Kloof Street, Western Cape, 8000, South Africa
Full Circle Media (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
John Brown South Africa (Pty) Limited	South Africa	87	B4 Century Square, Heron Crescent, Century City, 7441, South Africa
MEC Carat (Pty) Ltd	South Africa	87 [^]	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
MKTG (Pty) Ltd	South Africa	52	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Mutant (Pty) Ltd	South Africa	52	2nd Floor, Lifestyle Centre, 50 Kloof Street, Western Cape, 8000, South Africa
Posterscope (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Rapid Media Outdoor Services (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Trigger Communication Consulting (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Vizeum Media South Africa (Pty) Ltd	South Africa	87	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa

131



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Animal Media, S.L.	Spain	100	Calle Fernández de la Hoz, 52, Planta 6., Madrid, 28010, Spain
Carat Espana, S.A.U.	Spain	100	Avenida General Perón 40., Madrid, 28020, Spain
Comunica Mas A, Agencia de Publicidad, S.L.	Spain	70	58, Calle Pradillo, Madrid, Spain
Dentsu Agyle Spain, S.L.U.	Spain	100	Avenida General Perón 40., Madrid, 28020, Spain
Dentsu Media, S.L.	Spain	100	Plaza Carlos Trias Bertrán S/N, Edificio Perón 40 Portal D. Planta 3., Madrid, 28020, Spain
Dentsu Spain, S.L.U. (formerly - Dentsu One Spain, S.L.U.)	Spain	100	Avenida General Perón 40., Madrid, 28020, Spain
Divisadero Digital Intelligence S. L.	Spain	100	Avenida General Perón 40., Madrid, 28020, Spain
Mediasal 2000 S.L.	Spain	76	Calle Elcano, 9 - 3ºB, Bilbao, CP48008, Spain
Merkle S.L.U.	Spain	100	Av Diagonal 177- 183 Piso 7, Barcelona, 08018, Spain
NetThink Iberia S.L.U	Spain	100	Avenida General Perón 40., Madrid, 28020, Spain
Super Animal Corporate, S.L.	Spain	100	Calle Fernández de la Hoz, 52, Planta 6., Madrid, 28010, Spain
The Story Lab Spain S.L.U.	Spain	100	Calle Fernández de la Hoz, 52, Planta 6., Madrid, 28010, Spain
Ymedia Wink Iprospect, S.A.U. (formerly Ymedia Vizeum & Wink, S.A.U.)	Spain	100	Plaza Carlos Trias Bertrán S/N, Edificio Perón 40 Portal D. Planta 3., Madrid, 28020, Spain
Dentsu Aegis Network (Private) Limited	Sri Lanka	70	No.5, Githanjali Place, Colombo 3, Sri Lanka
Dentsu Grant (Private) Limited	Sri Lanka	85	No.5, Githanjali Place, Colombo 3, Sri Lanka
R N Media (Private) Limited	Sri Lanka	70	No.5, Githanjali Place, Colombo 3, Sri Lanka
Dentsu Sweden AB (formerly - Denstu Nordic AB)	Sweden	100	Box 4125, Stockholm, 102 63, Sweden
Isobar Sweden AB	Sweden	95	108, Asogatan, Stockholm, 118 29
Outfox Intelligence AB	Sweden	100	Box 2205, 10315, Stockholm, Sweden
Posterscope Sverige AB	Sweden	100	Box 4194, Stockholm, 102 64, Sweden
Dentsu Switzerland AG (formerly Carat Switzerland AG)	Switzerland	100	Giessereistraße 18, Zurich, 8005, Switzerland
Dentsu International Switzerland AG (formerly - Dentsu Aegis Network Switzerland AG)	Switzerland	100	Giessereistraße 18, Zurich, 8005, Switzerland
Merkle Switzerland AG (formerly Isobar Technologies Switzerland SA)	Switzerland	100	35, Rte des Jeunes, 1227 Carouge, Switzerland
Merkle Data and Business Consulting (Taiwan) Co. Ltd (formerly 42 Advertising Inc AAA Media Ltd)	Taiwan (Province of China)	100	10F, No. 100, Songren Road, Taiwan City, Taiwan
	Taiwan (Province of China)	100	30F, No. 100, Songren Road, Taiwan City, Taiwan
Dentsu Taiwan Inc. (formerly - AMNET Taiwan Ltd.)	Taiwan (Province of China)	100	8F, No. 100, Songren Road, Taiwan City, Taiwan
Amplifi Taiwan Co., Ltd.	Taiwan (Province of China)	100	30F, No. 100, Songren Road, Taiwan City, Taiwan
Carat Media Taiwan Ltd	Taiwan (Province of China)	100	8F, No. 100, Songren Road, Taiwan City, Taiwan
iProspect Taiwan Ltd	Taiwan (Province of China)	100	10F, No. 100, Songren Road, Taiwan City, Taiwan



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Isobar Taiwan Co., Ltd	Taiwan (Province of China)	100	10F, No. 100, Songren Road, Taiwan City, Taiwan
Vizeum Taiwan Co Ltd	Taiwan (Province of China)	100	9F-1, No. 100, Songren Road, Taiwan City, Taiwan
Dentsu Tanzania Limited (formerly - Dentsu Aegis Network Tanzania Limited)	Tanzania, the United Republic of	100	1826 Chole Road, Masaki, Dar Es Salaam, Tanzania, the United Republic of
Posterscope Tanzania Limited	Tanzania, the United Republic of	100	Plot 174, Ruhinde Street, Ada Estate Street, Dar Es Salaam, Tanzania, the United Republic of
Amplifi (Thailand) Co., Ltd	Thailand	87	968 U Chu Liang Bldg., 22nd Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Buffyshrek Holding Co., Limited	Thailand	74	968 U Chu Liang Bldg., 22nd Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Carat (Thailand) Co., Ltd	Thailand	93^	968 U Chu Liang Bldg., 36th Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Dentsu (Thailand) Ltd.	Thailand	98	27th-28th Floor, U-Chu Liang Bldg., 968 Rama IV Road, Silom, Bangrak, Bangkok 10500, Bangkok, Thailand
Dentsu Aegis Network (Thailand) Company Limited	Thailand	87	968, U Chu Liang Building, 22nd Floor, Rama IV Rd, Silom, Bangrak, Bangkok, 10500, Thailand
Dentsu Holdings (Thailand) Ltd.	Thailand	100	2nd and 27th Fl, U Chu Liang Bldg., 968 Rama Iv, Silom, Bangrak, Bangkok 10500, Bangkok, Thailand
Dentsu One (Bangkok) Ltd.	Thailand	100	323 United Center Bldg. 16th Floor, Unit 1601-1602A, Silom Road, Silom, Bangrak, Bangkok 10500, Bangkok, Thailand
Dentsu X (Thailand) Ltd	Thailand	100	15th Floor Zone B, U-Chu Liang Bldg, Silom, Bangrak 10500, Bangkok, Thailand
Digithais Interactive Co., Ltd	Thailand	95	968 U Chu Liang Bldg., 22nd Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Flexmedia Co., Ltd.	Thailand	87	968, U Chu Liang Building, 12th Floor, Rama IV Rd, Silom, Bangrak, Bangkok 10500, Thailand
iProspect (Thailand) Co., Ltd	Thailand	87	968, U Chu Liang Building, 12th Floor, Rama IV Rd, Silom, Bangrak, Bangkok 10500, Thailand
Isobar (Thailand) Co., Ltd	Thailand	93	968 U Chu Liang Bldg., 28th Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Vizeum (Thailand) Co., Ltd	Thailand	93	968 U Chu Liang Bldg., 12th Floor, Rama IV Rd., Silom, Bangrak, Bangkok, 10500, Thailand
Amnet Reklamcılık ve Medya İletişim Hizmetleri Tic. Ltd Sti	Turkey	100	Huzur Mahallesi Azerbaycan Caddesi No:4D/4 İç Kapı No: 327 Skyland B Blok Sky Atrium B 34396 Sarıyer, İstanbul, Turkey
Carat Medya ve İletişim Hizmetleri A.S.	Turkey	100	No. 9, K: 17, Elmadağ, Süzer Plaza, Askerocağı Cad., Sisli, İstanbul, 34367, Turkey, Europe
Dentsu Turkey Medya Hizmetleri Ltd Sti (formerly Dentsu Aegis Network Turkey Medya Hizmetleri Ltd Sti)	Turkey	100	Cad.No 9, K: 18, Elmadağ Süzer Plaza, Askerocağı, Sisli, İstanbul, 34367, Turkey, Europe
Isobar Reklam ve Prodüksiyon Hizmetleri A.Ş. (formerly Sesli Harfler Reklam Tanıtım ve Yayın Hizmetleri San. Tic. A.S.)	Turkey	100	Huzur Mahallesi Azerbaycan Caddesi No:4D/4 İç Kapı No: 327 Skyland B Blok Sky Atrium B 34396 Sarıyer, İstanbul, Turkey
Dentsu Uganda Limited (formerly-DAN Uganda Limited)	Uganda	100	5th Floor, Rwenzori Towers, Nakasero Road, Kampala, Uganda
Posterscope Uganda Limited	Uganda	100	5th Floor, Rwenzori Towers, Nakasero Road, Kampala, Uganda
Amnet Mena FZ-LLC	United Arab Emirates	100	Premises GO1, Ground, Galadhari & Associates Building, Dubai, United Arab Emirates
Carat Middle East FZ LLC	United Arab Emirates	100	Premises 101, Floor 1, Galadhari & Associates Building, Dubai, United Arab Emirates
Dentsu FZ-LLC	United Arab Emirates	100	Premises 301, Floor 3, Galadhari & Associates Building, Dubai, United Arab Emirates
dentsu X FZ-LLC	United Arab Emirates	100	Premises 201, floor 2, Galadhari & Associates building, Dubai, United Arab Emirates



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
iProspect FZ LLC	United Arab Emirates	100	Premises 102, Floor 1, Galadhari & Associates Building, Dubai, United Arab Emirates
Isobar FZ LLC	United Arab Emirates	51	Premises 303, Floor 3, Galadhari & Associates Building, Dubai, United Arab Emirates
John Brown Media FZ-LLC	United Arab Emirates	100	Premises 204, floor 2, Galadhari & Associates building, Dubai, United Arab Emirates
Merkle ME FZ-LLC	United Arab Emirates	79	Premises 205 , Floor 2, Galadhari & Associates building, P.O. Box 502956, Dubai, United Arab Emirates
Posterscope FZ LLC	United Arab Emirates	100	Premises GO2, Ground, Galadhari & Associates building, Dubai, United Arab Emirates
Vizeum FZ LLC	United Arab Emirates	100	Premises 302, Floor 3, Galadhari & Associates Building, Dubai, United Arab Emirates
Admatics.com Ltd	United Kingdom	100	The Picasso Building, Caldervale Road, Wakefield, West Yorkshire, WF1 5PF, England
Aegis Group Investments Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
AGL UK Investments Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Amnet Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Amnet Manchester Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Amplifi Global Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Amplifi Technology Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Avid Media Ltd	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
B2B International Ltd	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Barrington Johnson Lorains Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
BJL Group Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Carat Management Services (UK) Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Carat Media Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
D 2 D Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Edinburgh Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Europe Finance (Alpha) Limited	United Kingdom	100^	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Europe Finance Limited	United Kingdom	100^	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Group Participations Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Holdings Limited	United Kingdom	100^	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International Regents Place Finance Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu International TI	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Leeds Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu UK Limited (formerly - Dentsu London Limited)	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Dentsu Manchester Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Gleam Futures International Holdings Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Gleam Futures Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Gleam Group Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Gyro Communications Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Hallco 990 Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Heavyweight Sports Marketing Limited	United Kingdom	100	117-119, Portland Street, Manchester, M1 6ED
Isobar Commerce Global Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Isobar London Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
John Brown Magazines Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
John Brown Publishing Group Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
LiveArea Global Services UK Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Merkle Marketing Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Merkle UK One Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Merkle UK Three Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Minute Steak Ltd.	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
MMA Technologies Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Outdoor Life Limited(The)	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Paragon Digital Services Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Portman Square US Holdings Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Poster Management (N.I.) Limited	United Kingdom	100	College House, Citylink Business Park, Albert Street, Belfast, Antrim, BT12 4HQ, Northern Ireland
Raucous Productions Limited	United Kingdom	100	20, Triton Street, Regent's Place, London, NW1 3BF, England
Source Out Of Home (N.I.) Limited (in liquidation)	United Kingdom	100	College House, Citylink Business Park, Albert Street, Belfast, Antrim, BT12 4HQ, Northern Ireland
Re:Production Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Tempero Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Ugam International Limited	United Kingdom	87^	173, Cleveland Street, London, W1T 6QR, England
Videobeat Networks Ltd	United Kingdom	70	207, Regent Street, London, W1B 3HH, England
Vizeum UK Limited	United Kingdom	100	10, Triton Street, Regent's Place, London, NW1 3BF, England
Whitespace (Scotland) Limited	United Kingdom	100	Norloch House, King's Stables Road, Edinburgh, EH1 2EU, Scotland
360i LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
4Cite Marketing LLC	United States	100	540 BROADWAY, ALBANY, NEW YORK, NEW YORK, 12207, United States
500Friends, LLC	United States	100	Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, United States
Accordant Media, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Aegis DMN, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Aegis Lifestyle, Inc.	United States	100	32 Avenue of the Americas, 16th FL, New York, NY, 10013, United States;
Dentsu International Americas, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Aegis Media Deep Blue, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Aegis Media Innov8 LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
AGL Latam, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Agyle Advantage, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
AM Trade Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Amnet Group, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Amplifi Live, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Amplifi, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
B2B International USA Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Bluestreak Group Inc.	United States	100	1209, Orange Street, Wilmington, DE, 19801, United States
C2C Media LLC	United States	100	Harvard Business Services, Inc., 16192 Coastal Highway, Lewes, DE, 19958, United States
Carat Direct, Inc.	United States	100	1925 Century Park East, Suite 1850, Los Angeles, CA 90067, United States
Carat Media Consultants, Inc.	United States	100	1925 Century Park East, Suite 1850, Los Angeles, CA 90067, United States
Carat USA, Inc.	United States	100	United Agent Group Inc., 4640 Admiralty Way, 5th Floor, Marina del Rey, CA, CA 90292, United States
Cardinal Path LLC	United States	100	United Agent Group Inc., 3260 N Hayden Road, #210, Scottsdale, AZ, AZ, 85251, United States
Character SF, LLC	United States	100	United Agent Group Inc., 4640 Admiralty Way, 5th Floor, Marina del Rey, CA, CA 90292, United States
Clownfish Marketing Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Comet Global Consulting LLC	United States	100	Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, United States
Copernicus: The Marketing Investment Strategy Group, Inc.	United States	100	United Agent Group, Inc., 6 Landmark Square, 4th Floor, Stamford, CT, CT 06901, United States
Covario, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
CVH Group LLC	United States	100	National Registered Agents, In, 160 Greentree Drive, Suite 101, Dover, Delaware 19904, 19904, United States
D1 Ink, Ltd	United States	100	16211, N Scottsdale Road #484, Scottsdale, AZ, 85254, United States
Data2Decisions, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
David Wood and Associates Inc.	United States	100	1620 Montgomery St, San Francisco, CA 94111, United States
Dentsu Aegis Advertising, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Dentsu US, Inc.	United States	100	United Agent Group Inc., 811 CHURCH ROAD, #105, CHERRY HILL, NJ, United States
Dentsu America, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Dentsu Holdings USA LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Dentsu McGarry Bowen, LLC	United States	100	150 E 42nd Street, New York, NY 10017, United States
Dentsu X, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Digital Evolution Group, LLC	United States	100	United Agent Group Inc., 4601 E Douglas Avenue, #700, WICHITA, KS, United States
Digital Pi, LLC	United States	100	Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, United States
Eaton Gate LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
E-Nor, LLC	United States	100	5201, SUITE 320, GREAT AMERICA PARKWAY, SANTA CLARA, CA, CA 95054, United States
Fetch Media, Inc.	United States	100	3500, South Dupont Highway, City of Dover, County of Kent, Delaware, 19901, United States
Filter Holdings, LLC	United States	100	Suite 1000, 1425 Fourth Ave, Seattle, WA, United States
Filter, LLC	United States	100	Suite 1000, 1425 Fourth Ave, Seattle, WA, United States
Findr Group, LLC	United States	100	C/O DAVIS & GILBERT LLP, 1740 BROADWAY, 3RD FLOOR, NEW YORK, NEW YORK, 10019, United States
Findr Interactive, LLC	United States	100	114 West, 26th Street, 8th Floor, New York, NY, 10001, United States
Fuel Professional Casting Network LLC	United States	100	1209, Orange Street, Wilmington, DE, 19801, United States
Gleam Futures LLC	United States	89	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Global Mind USA LLC	United States	100	United Agent Group Inc., 801 US Highway 1, North Palm Beach, FL, FL 33408, United States
Gravity Media, LLC	United States	100	114 West, 26th Street, 8th Floor, New York, NY, 10001, United States
Gyro, LLC	United States	100 [^]	115, Broadway, New York, NY, United States
GyroHSR Inc.	United States	100	115, Broadway, New York, NY, United States
HelloWorld, Inc.	United States	100	Suite 2100, 3000 Town Centre, Southfield, MI, M1 48075, United States
ICUC/iProspect Moderation Services, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Interprise B2B, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
iProspect.com, Inc.	United States	100	United Agent Group Inc., 225 Cedar Hill Street, #200, Marlborough, MA, United States
Isobar US, LLC	United States	100	24, Hartwell Avenue, Lexington, United States; United Agent Group Inc., 225 Cedar Hill Street, #200, Marlborough, MA, United States
ISOBAR, INC.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
John Brown Holdings (US) Corp.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
John Brown US LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
LiveArea, Inc.	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
McGarry Bowen, LLC	United States	100	150 E 42nd Street, New York, NY 10017, United States
Media 8, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Media Storm, LLC	United States	83.5	150 E 42nd Street, New York, NY 10017, United States
Merkle Dentsu Aegis Axis LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Dpi LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Group Inc.	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Inc.	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Onsite LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Pinpoint LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Merkle Response Services, Inc.	United States	100	100, Jamison Court, Hagerstown, MD, United States
Merkle Thunder LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
Mitchell Communications Group, LLC	United States	100	2 College Ave, Fayetteville, AR, 72701, United States; United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
MKTG Chicago, LLC	United States	100	515 N State Street, Chicago, IL 60654, United States
MKTG, INC.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
MuteSix Group, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
MKTG Retail LLC	United States	100	75 Ninth Avenue, 3rd Floor, New York, NY, 10011, United States
Mutesix, LLC	United States	100	United Agent Group Inc., 4640 Admiralty Way, 5th Floor, Marina del Rey, CA, CA 90292, United States
Navegg International LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Night Pool LLC	United States	100	United Agent Group Inc., 8275 South Eastern #200, Las Vegas, Nevada, 89123, United States
Outdoor Vision	United States	100	Suit 240, 13181 Crossroads Parkway, City of Industry, California, 91746, United States
Paragon Digital Services, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Portman Square Acquisition Co.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Posterdscope, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Posterscope USA, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Propeller Media LLC	United States	83.5	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Rockett Interactive, Inc.	United States	100	400, Widdington Lane, Cary, NC 27519, United States
Roundarch Isobar Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Swirl, Inc.	United States	100	Martin Lauber, 101 Montgomery St #200, San Francisco, CA, CA94129, United States
Team Epic LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Tempero, Inc.	United States	100	1995 Broadway, 16th Floor, New York, NY10023, United States
The 360i Network LLC	United States	100	32 Avenue of the Americas, 25th Floor, New York, New York 10013, New York, NY, United States; United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
The Rimm-Kaufman Group, LLC	United States	100	7001, Columbia Gateway Drive, Columbia, MD, 21046, United States
The Story Lab, Inc.	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Trade Media Management, Inc.	United States	100	1209, Orange Street, Wilmington, DE, 19801, United States
Triumphant Communications LLC	United States	100	114 West, 26th Street, 8th Floor, New York, NY, 10001, United States
U.S. Concepts LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Ugam Solutions Inc	United States	87	108 West 13th Street, New Castle, Wilmington, DE, 19801, United States
V2, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Velocity Sports & Entertainment LLC	United States	100	One Landmark Square, Ste 1400, Stamford, Connecticut, United States
Videobeat Networks Inc.	United States	100	188, Suite 304, Grand Street, New York, NY 10013, United States
Vivid Marketing, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
VIZEUM LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Vizeum Trade, LLC	United States	100	United Agent Group Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States
Watercooler Group (WCG) LLC	United States	83.5	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Ambient Digital Advertising Service Company Limited	Vietnam	100	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam
Ambient Holdings Company Limited	Vietnam	100	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam
Bluecom Solutions Vietnam One Member Limited Liability Company	Vietnam	100	Lầu 7, Tòa nhà Scetpa 19A, Cộng Hòa, Phường 12, Tân Bình District, Ho Chi Minh City, Vietnam
Dentsu Services (Vietnam) Co., Ltd.	Vietnam	100	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam
Dentsu Vietnam Limited	Vietnam	72	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 2 - Subsidiaries held indirectly by the Company (continued)	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Emerald Consulting Company Limited	Vietnam	100	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam
Redder Asia Advertising Joint Stock Company	Vietnam	99	29A, Lim 3 Tower, Nguyen Dinh Chieu Street, Ho Chi Minh City, Vietnam
Dentsu Zambia Limited (formerly Dentsu Aegis Network Zambia Limited)	Zambia	100	1786/M, 3rd Street, Ibex Hill, Lusaka, Zambia

** The Group consolidates these entities in accordance with IFRS.

^ The Group also holds 100% of one or more classes of preference shares in these entities, with the following exceptions:

87% for MEC Carat, South Africa

30% for Aegis Media, Philippines

87% for Ugam International Limited, United Kingdom and Ugam Solutions Australia Pty Ltd, Australia



Dentsu International Limited

Notes to the Company's financial statements (continued)

For the year ended 31 December 2021

Section 3 – Associates held indirectly by the Company	Country of incorporation	% of equity capital and voting rights held by the Company	Registered office address
Cox Inall Ridgeway Pty Ltd	Australia	49	Level 2, 38-44 Mountain Street, Ultimo, NSW, 2007, Australia
Taproot Dentsu India Communication Private Limited	India	49	Plot No. 123, Konkan Nagar Hall Premises, Lt. Prakash Narayan Kotnis Marg, near Hinduja Hospital, Mahim (West), Mumbai 400 016, India
Media Base Advertising Sdn Bhd	Malaysia	49	No.9-2B, Jalan PJU 1/D, Sunwaymas Commercial Centre, 47301 Petaling Jaya, Selangor, Malaysia
Perunding Pakar Media Sdn Bhd	Malaysia	30	No.9-2B, Jalan PJU 1/D, Sunwaymas Commercial Centre, 47301 Petaling Jaya, Selangor, Malaysia
Dentsu Employee Scheme (Pty) Ltd	South Africa	49	31, Brickfield Road, Salt River, Cape Town, 7925, South Africa
Jiji Press (Thailand) Co., Ltd	Thailand	29	138 Boonmitr Bldg, 8th Floor, Silom Road, Bangrak, Bangkok, Thailand
Meridian Outdoor Advertising Limited	United Kingdom	50	Pembroke Building, Kensington village, Avonmore Road, London, W14 8DG
S M R S Ltd	United Kingdom	25	2 Express Networks, 3 George Leigh Street, Manchester, M4 6BD, England
Stripped Bear Limited	United Kingdom	54	7-12, 2nd Floor Waverley House, Noel Street, London, W1F 8GQ, England
The Creator Store Limited	United Kingdom	50	48, Charlotte Street, London, W1T 2NS
Omni Isobar Ventures LLC	United States	49	7528 Rio Grande Way Gainesville, VA, 20155-1967 United States

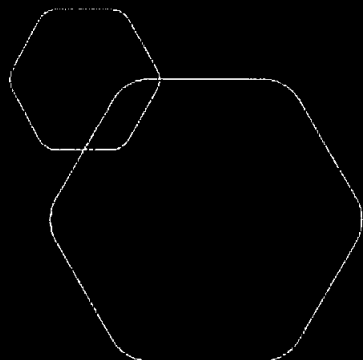


Dentsu International Limited **Notes to the Company's financial statements (continued)** For the year ended 31 December 2021

17. Audit exemption for subsidiary companies

As permitted by section 479A of the Companies Act 2006, the below subsidiaries are exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts. In order to meet this exemption, the Company will give guarantees under section 479C of the Companies Act 2006.

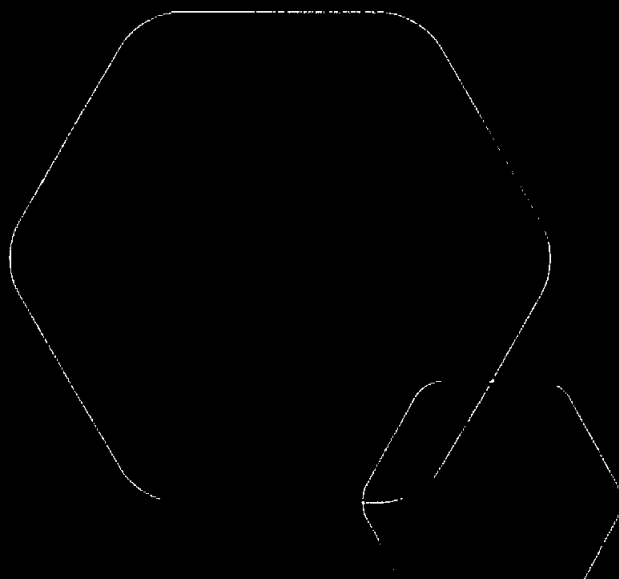
<u>Company Name</u>	<u>Registered Number</u>
AGL UK Investments Limited	12516656
Amnet Limited	03148086
Amplifi Global Limited	08411447
Avid Media Ltd	06754821
BJL Group Limited	02091777
Carat Media Limited	07685803
D 2 D Limited	04144412
David Wood & Associates Limited	03160384
Dentsu International Finance	04353341
Dentsu International GPS Holdings Limited	06697731
Dentsu International Group Participations Limited	06673979
Dentsu International Holdings Limited	03118854
Dentsu International Triton Limited	08319668
Dentsu Manchester Limited	02886697
Dentsu Pacific Limited	07093243
Fetch Media Limited	07775453
Gleam Futures Limited	08135577
Gleam Group Limited	08901268
Gyro Communications Limited	05279271
Isobar Commerce Global Limited	09484045
John Brown Magazines Limited	02680403
LiveArea Global Services UK Limited	07093756
Merkle Marketing Limited	08528114
Merkle UK One Limited	04238272
Merkle UK Three Limited	05134352
Minute Steak Ltd	06507313
MMA Technologies Limited	05091837
Portman Square US Holdings Limited	05996404



Årsregnskap 2021

Dentsu Norge AS

Styrets årsberetning
Resultatregnskap
Balanse
Kontantstrøm
Noter til regnskapet



Org.nr.: 927 445 875



ÅRSBERETNING 2021

Dentsu Norge AS
Adresse: Kristian Augusts gate 23, 0164 OSLO
Org.nr: 927445875 MVA

VIRKSOMHETENS ART

Dentsu Norge AS er et fullservice byrågruppe innenfor kommunikasjon og markedsføring som skal sikre sine kunder økt effekt av markedsaktiviteter gjennom innsikt, strategi, markeds-, kommunikasjons-, og medierådgivning, forhandlinger og formidling. Dentsu Norge har en sterk posisjon i det norske markedet gjennom sine brands Carat, iProspect og Isobar, samt datterselskapene Amnet Norge AS og Red dentsu X AS.

Carat, iProspect og Red dentsu X er mediebyråer med hovedvekt på annonseformidling og digital markedsføring. Amnet Norge er Dentsu Norge sin enhet for automatiserte kjøp. Isobar er Dentsus avdeling innenfor marketing activation.

Dentsu Norge AS driver sin virksomhet i Oslo og Bergen, men har et internasjonalt nedslagsfelt gjennom det helglobale, digitale byrånettverket Dentsu som er notert på børs i Tokyo. Konsernet er nå til stede i 145 land, og har over 66 000 ansatte verden over. I løpet av året konsoliderte konsernet sine ulike forretningsadresser i Oslo og flyttet inn i nye lokaler i Kristian Augusts gate 23

FORTSATT DRIFT

Som en del av omorganisering av Dentsu Norge ble Carat Norge AS, Vizeum Norge AS, iProspect AS og MKTG Norge AS fusjonert inn i Dentsu Norge AS i mars 2021. MKTG endret ildåret navn til Isobar. Carat, iProspect og Isobar opererer nå som selvstendige avdelinger/brands i Dentsu Norge AS. Fusjonene er blitt gjennomført med konsernkontinuitet og har hatt regnskapsmessig virkning fra 1. januar 2021. Tilsvarende ble alle RED-selskapene fusjonert inn i Red dentsu X AS (tidligere Red Media AS) i mars 2021.

Årsregnskapet er avlagt under forutsetning om fortsatt drift og styret bekrefter at grunnlaget for forutsetningen er til stede. Dette underbygges av konsernets finansielle stilling og selskapets resultat- og likviditetsprognoser for 2022 og fremover.

REDEGJØRELSE FOR ÅRSREGNSKAPET

Dentsu Norge er en av Norges ledende byrågrupperinger, noe som skyldes et fremtidsrettet tjenestespekter, med tanke på attraktive produkter innen blant annet innsikt, strategi og digitale tjenester, samt kompetente medarbeidere.

Dentsu Norge AS hadde i 2021 en omsetning på 2 825 890 TNOK mot 85 830 TNOK i 2020. Driftsresultatet ble TNOK 34 617 i 2021 mot TNOK -7 290 i 2020. Resultat før skatt endte på 36 958 TNOK mot 102 102 TNOK i fjor, ned 63,8%. Hensyntar man innfusjonerte selskaper i 2020-tall hadde Dentsu Norge AS i 2020 en omsetning på 2 456 314 TNOK, driftsresultat på TNOK 42 775 og et resultat før skatt endte på 112 966 TNOK. Årsak til reduksjonen skyldes i all hovedsak høyere finanskostnader som følge av endring i estimert virkelig verdi av earn out fra oppkjøpet av Red Dentsu X, samt lavere finansinntekter som følge av at Red Dentsu X AS ikke har avgitt utbytte i 2021. Årsresultatet ble 20 997 TNOK mot TNOK 95 244 i 2020. Hensyntatt innfusjonerte selskaper var årsresultatet TNOK 103 611 i 2020.

Totalkapitalen var ved utgangen av året 1 253 927 TNOK, sammenlignet med 870 843 TNOK året før. Egenkapitalen utgjorde TNOK 222 083 pr. 31. desember 2021 mot TNOK 73 141 i 2020. Dette



ÅRSBERETNING 2021

tilsvarende en egenkapitalandel på 17,71%. Innregnet innfusjonerte selskaper var total kapital, egenkapital og egenkapitalandel henholdsvis TNOK 1 638 673, TNOK 219 251 og 13,4% i 2020.

Kontantstrøm fra operasjonelle aktiviteter for 2021 var TNOK 78 249. Differanse mot resultat før skatt skyldes i all hovedsak endringer i kundefordringer, leverandørgjeld og andre tidsavgrensingsposter.

Styret mener at årsregnskapet gir et rettviseende bilde av Dentsu Norge AS's eiendeler og gjeld, finansielle stilling og resultat.

ØKONOMISKE RESULTATER (NOK 1000)

	2021	2020
Driftsresultat	34 617	-7 290
Mottatt konsernbidrag	35 566	37 729
Mottatt utbytte Red Dentsu X	0	27 227
Resultat før skatt	36 958	102 102
Investeringer	435	3
Selskapets likviditetsbeholdning	321 210	404 270
Total kapital	1 253 927	870 843
Egenkapitalandel	17,71%	8,40%

Etter styrets vurdering gir det fremlagte årsregnskapet et rettviseende bilde av driften i regnskapsåret og for dets finansielle stilling per 31. desember 2021.

REDEGJØRELSE FOR FORETAKETS UTSIKTER

I dagens konkurransebilde ser vi et tydelig skille mellom de store etablerte aktørene som er en del av de multinasjonale byrågrupperingene, og de små lokale aktørene som tilbyr bruddstykker av totalkonseptet til de store byråene. I 2021 har vårt hovedfokus ligget på ytterligere integrasjon av alle våre virksomheter for å sikre sømløs samhandling, søke effektivisering gjennom bruk av teknologi, samt øke vårt tjenestetilbud innenfor datadrevet markedsføring.

Dentsu Norge sin strategiske plattform er meget solid og oppleves som attraktiv av både oppdragsgivere, medarbeidere og i markedet. De tekniske forutsetningene for kostnadseffektiv og kvalitetssikret produksjon er sikret gjennom investeringer i moderne datautstyr. Selskapets finansielle og likviditetsmessige situasjon er fortsatt god, vi har en god bredde i kundeporteføljen bestående av store annonsører på tvers av sektorer.

Vår prognose for mediemarkedet i Norge for 2022 viser en vekstforventning. Dentsu Norge har over mange år bygget opp et solid økonomisk fundament, med en stabil og kompetent bemanning. Dette har vist seg å være ekstra viktig gjennom pandemien, hvor vi har stått støtt i en situasjon med uklare og utfordrende rammebetingelser å forholde seg til, men likevel klart å vokse i samme periode. Det er viktig å presisere at det normalt er usikkerhet knyttet til vurderinger av fremtidige forhold.

Det er for tiden stor usikkerhet knyttet til verdensøkonomien og makroøkonomiske forhold, forsterket av den pågående krigen i Ukraina. Dentsu har en bred kundebase på tvers av de fleste bransjer, og er slik sett ikke tydelig eksponert mot én sektor. Dette medfører at eventuelle konjunktursvingninger flates ut, da enkelte kunder vil oppleve tilsvarende motkonjunkturer. Dentsu Norge er primært eksponert mot lokale kunder i det norske markedet, og per nå opplever vi lite effekt av det volatile verdensbildet. Ledelsen monitorerer utviklingen tett, og vil fortløpende vurdere å innføre tilpasningsgrep dersom dette skulle vise seg nødvendig



ÅRSBERETNING 2021

FINANSIELL RISIKO

Dentsu Norge AS er i liten grad eksponert for endringer i valutakurser, da den vesentlige delen av transaksjonene er i norske kroner. Som deltager i et globalt nettverk har selskapet likevel vesentlige transaksjoner med internasjonale kunder og leverandører i utenlandsk valuta, som gjør at man ved behov benyttes sikringsinstrumenter på valuta ned på transaksjonsnivå for å sikre seg mot valutasvingninger. Disse sikringsavtalene gjøres på transaksjonsbasis og blir løpende avregnet ettersom salgstransaksjonen gjøres opp.

Selskapet har ingen rentebærende gjeld. Likviditeten anses tilfredsstillende og likviditetsrisikoen vurderes som lav.

KREDITTRISIKO

Dentsu Norge AS har som policy å kredittforsikre alle sine eksterne kundefordringer. Det er veldig lave bokførte tap på fordringer, både historisk sett og i løpet av siste regnskapsår. Basert på dette anses kreditttrisikoen som lav.

MARKEDSRISIKO

Markedene selskapet opererer i er ikke nevneverdig utsatt for kortsiktige svingninger. Det solide økonomiske fundamentet, i kombinasjon med svært positive resultater på både medarbeiderundersøkelser og kundetilfredshetsundersøkelser tilsier at selskapet er godt posisjonert for fremtiden.

ARBEIDSMILJØ

Sykefraværet i Dentsu Norge AS var på 477 sykedager i 2021. Det tilsvarer ca. 3,34 % av den totale arbeidstiden i bedriften. Det har ikke forekommet alvorlige arbeidsuhell eller ulykker i løpet av året.

Styret mener at arbeidsmiljøet i bedriften er godt, men vurderer løpende behovet for iverksettelse av tiltak for forbedringer.



ÅRSBERETNING 2021

LIKESTILLINGSREDEGJØRELSE

DEL 1: TILSTAND FOR KJØNNSLIKESTILLING

	Kjønnsfordeling på ulike stillingsnivåer/grupper **		Lønnsforskjeller ** Kvinnerns andel av menns lønn oppgis i kroner eller prosent						
	Kvinner	Menn	Kontante ytelser				Naturallytelser		
			Sum kontante ytelser	Avtalt lønn / fastløn	Uregelmessige tillegg	Bonuser*	Overtids-godtgjørelser	Sum skattepliktige naturallytelser	
Total	114	85		79%			61%		
Ledere	18	19		79%			56%		
Directors Level 45	7	16		97%			45%		
Management Level 40	14	15		85%			78%		
Management Level 35	31	22		93%					
Professional Level 30	34	22		100%					

*Bonuser er kun for en del av populasjonen

Kjønnsbalanse*		Midlertidig ansatte*		Foreldrepermisjon*		Faktisk deltid*		Ufrivillig deltid**	
Oppgis i antall		Oppgis i antall eller prosentandel av alle ansatte		Oppgis i gjennomsnitt antall uker		Oppgis i antall eller prosentandel av alle ansatte		Oppgis i antall eller prosentandel av alle ansatte	
Kvinner	Menn	Kvinner	Menn	Kvinner	Menn	Kvinner	Menn	Kvinner	Menn
114	85	3%	1%	13*	5,4	2%	1%	0%	0%

*I 2021 har mange hatt foreldrepermisjon som strekker seg over 2 kalenderår, og tallene viser snitt kun for 2021. Faktisk snitt er høyere enn 13.



ÅRSBERETNING 2021

DEL 2: VÅRT ARBEID FOR LIKESTILLING OG MOT DISKRIMINERING

Vi i dentsu har nulltoleranse for alle former for krenkende atferd, mobbing, trakassering og diskriminering. Vi har rutiner og verktøy for å sikre at melder føler seg trygg på håndteringen og ikke blir forfordelt. Alle ansatte som starter i dentsu må signere på vår Code of Conduct, som signeres gjennom vår HR plattform, Workday. Den beskriver hva vi kan forvente av hverandre, og hvordan vi forventes å oppføre oss mot våre interessenter inkludert kunder og andre forretningspartnere, aksjonærer og våre lokalsamfunn.

Dentsu er en antirasistisk og anti-partisk organisasjon. Gjennom vårt engasjement for mangfold, likestilling og inkludering, oppsøker vi ulike perspektiver, forskjeller og bygger en inkluderende kultur der alle kan være sitt autentiske jeg på jobb. Vi er forpliktet til langsiktig bærekraftig endring i samfunnet og innenfor vår virksomhet, for å sikre en kultur for rettferdighet, likhet og likhet for alle.

Vi tolererer ingen form for gjengjeldelse mot de som har uttalt seg i god tro. Vi har en konsekvent prosess for å undersøke hendelser eller bekymringer, som sikrer at all relevant informasjon er hensiktsmessig vurdert. Brudd på standardene beskrevet i vår Code of Conduct kan føre til disiplinære tiltak, opp til og inkludert oppsigelse.

Prinsipper, prosedyrer og standarder for likestilling og mot diskriminering

Vårt likestillingsarbeid er forankret i våre globale prinsipper for mangfold og inkludering

Vi har varslingsrutiner tilgjengeliggjort for alle ansatte på vårt lokale intranett

Prinsipper for likestilling og ikke-diskriminering er for øvrig nedsatt i vår «Code of Conduct» policy

Slik jobber vi for å sikre likestilling og ikke-diskriminering i praksis

- Det ble Q4 2020 nedsatt en gruppe som blant annet jobber med likestilling, mangfold og inkludering. I denne gruppen er ledelse, HR, ansatte og tillitsvalgte involvert. Gruppen møtes jevnlig, ca. en gang i måneden. Det er videre nedsatt en styringsgruppe for dette arbeidet der representanter fra ledelsen inngår. I denne gruppen jobbes det med prinsipper og prosedyrer for å fremme likestilling og ikke diskriminering. Herunder jobbes det med prosesser som f.eks. hvordan likestilling og ikke-diskriminering ivaretas i prosesser for blant annet rekruttering, forfremmelser og lønnsjustering.
- HR og verneombud møtes en gang per måned, og oftere ved behov
- Det jobbes kontinuerlig med en kjønnsbalanse i lederstillinger
- Vi utbetaler ordinær lønn under foreldrepermisjon etter 100 % regelen, evt. utbetales 80 % av ordinær lønn etter 80 % regelen
- Vi har et samarbeid med en tredjepartsleverandør «Speak Up» hvor ansatte kan varsle anonymt
- Det har blitt iverksatt et utviklingsprogram «Up with dentsu» for kvinner med fokus på å få kvinner opp og frem i organisasjonen.
- Det har blitt iverksatt et mentorprogram både internt og eksternt med tanke på å få kvinner opp og frem internt og eksternt
- Det har blitt iverksatt et program for å støtte kvinnelige entreprenører og start-ups i Norge (Female Foundry). Programmet har gått gjennom hele 2021.
- I samarbeid med DNB og #huninvesterer har vi gjennomført to 2 seanser for våre kvinnelige ansatte for å oppfordre flere kvinner til å investere. Dette er noe vi har oppfordret alle til å delta på og vi kommer til å ta det videre i 2022.

Slik jobber vi for å identifisere risiko for diskriminering og hindre for likestilling

- Likestilling er siden 2020 inkludert som et av måleparameterne i den årlige medarbeiderundersøkelsen.



ÅRSBERETNING 2021

- Det benyttes et rammeverk/verktøy der alle stillinger kartlegges og identifiseres ut fra ulike nivåer, dette blant annet for å kunne identifisere eventuelle lønnsforskjeller mellom kvinner og menn. Dette rammeverket skaper utgangspunkt for fokusområdet rundt lønnsjusteringsprosessen og bevisstgjøring rundt forskjeller
- I forbindelse med flytting til nye lokaler desember 2021 sikret vi at våre lokaler er universelt utformet iht. gjeldende forskrifter
- I valg av kantineleverandør, var det fokus på en leverandør som kunne servere alternativer til kjøtt hver dag, merking av mat og bærekraftig ressursbruk

Vi oppdaget følgende risikoer for diskriminering og hindre for likestilling

- Medarbeiderundersøkelsen viste at det er et ønske om å fokusere mer på handling knyttet til likestilling i årene fremover.
- Vi oppdaget også at det er ønskelig at virksomheten tilrettelegger for mer fleksibilitet slik at ansatte kan kombinere arbeid og familieliv på en bedre måte
- Vi oppdaget at vi fortsatt har delvis store forskjeller mellom menn og kvinners lønn. Det viser en risiko for diskriminering i lønnspolitikken vår

Vi fant følgende mulige årsaker til risikoer og hindre, og satte i gang følgende tiltak

- Vi har hatt fokus på å utarbeide gode analyser for å identifisere lønnsforskjeller mellom kvinner og menn gjennom bedre bruk av data og rammeverk som ble implementert i Q1 2021. Analysene viser at lønnsforskjeller mellom kvinner og menn skyldes i stor grad at det fortsatt er et flertall av menn i på de øverste nivåene i virksomheten og blant ledere på høyere nivåer
- Vi nedsatte en gruppe som skulle fokusere på blant annet likestilling, diversitet og inkludering
- I 2021 og foregående år har det blitt fokusert på å forbedre kjønnsbalanse, spesielt i ledende stillinger, vi har blant annet iverksatt et utviklingsprogram og mentor (Up With Dentsu) spesielt rettet mot kvinner.
- Vi har gjort det lettere for de ansatte å ha hjemmekontor, og vi har fleksitid mellom 09:00 og 15:00.
- Vi har flyttet inn i et nytt bygg som er tilrettelagt for rullestolbrukere.
- Vi har tilrettelagt for en hen garderobe

Tiltak vi planlegger i året som kommer:

- Vi har som mål å gjennomgå våre rekrutteringsprosedyrer for å sikre at vi ivaretar våre mål om å opprettholde en kjønnsbalanse i ledende stillinger samt å bedre sikre mangfold. Dette innebærer blant annet:
 - en gjennomgang av innholdet i stillingsutlysninger med spesielt fokus på å opprettholde kvinnelige kandidater til lederstillinger, samt å øke det generelle mangfoldet i organisasjonen.
 - en gjennomgang av beslutningstakere/utvalgsgruppe i rekrutteringsprosesser for å sikre at vi har en diversifisert gruppe som tar den endelige beslutningen i rekrutteringsprosesser
 - benytte analyser som er utarbeidet for å jobbe systematisk med å utjevne forskjeller i årets lønnsjusteringsprosess
 - Sikre en inkludering av ansatte som er i foreldrepermisjon både under og etter tilbakekomst
 - Fokus på holdninger, språkbruk og inkludering på arbeidsplassen
 - Vi innfører full feriepengeopptjening for alle i foreldrepermisjon

Resultater av arbeidet og forventninger til arbeidet framover

Resultatene fra vår medarbeiderundersøkelse viser økt tilfredshet når det gjelder inkludering og mangfold, men at det fortsatt er et ønske om økt mangfold i ledelsen og i ledende posisjoner. Tillitsvalgte har vært tilfredse med likestillingsarbeidet, men savner flere tiltak for å utjevne lønnsforskjeller mellom kvinner og menn.



ARSBERETNING 2021

Det er lettere å finne risikoer til diskriminering og mulige årsaker knyttet til kjønn og nedsatt funksjonsevne enn sammensatt diskriminering. Her ser vi et behov for kompetanseheving

FORSKNINGS- OG UTVIKLINGSAKTIVITETER

Det har ikke forekommet forsknings-og utviklingsaktiviteter i 2021.

YTRE MILJØ

Selskapets virksomhet forurensrer ikke det ytre miljø.

FORSIKRING FOR STYRETS MEDLEMMER OG DAGLIG LEDER

Styrets medlemmer og daglig leder er dekket av konsernets globale forsikringsordninger for deres mulige ansvar overfor foretaket og tredjepersoner. Forsikringsdekningen er på 10 000 000 GBP og dekker tap påført styrets medlemmer og daglig leder som følge av sivilt krav eller straffesak mot dem. I tillegg til et eventuelt erstatningsbeløp til tredjepart, dekkes også kostnader til etterforskning og øvrige saksomkostninger av forsikringen.

HENDELSER ETTER BALANSEDATO

Red dentsu X AS ble 8. mars 2021 fusjonert inn i Dentsu Norge AS. Red dentsu X AS vil forbli som en selvstendig avdeling/brand og organisatorisk enhet i Dentsu Norge AS. Fusjonen er gjennomført med konsernkonnunitet og har regnskapsmessig virkning fra 1.januar 2022.

RESULTATDISPONERING

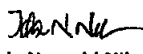
Overskuddet i Dentsu Norge AS på 20 997 TNOK foreslås disponert som følger:

Avsatt til utbytte	20 000 TNOK
Avsatt til annen egenkapital	997 TNOK

Oslo, 17.06.2022
Styret for Dentsu Norge AS


Paal Ingvar Fure
Styreleder/Daglig leder


Fredrik Taranger
Styremedlem


Ida Nesvold Nilssen
Styremedlem



RESULTATREGNSKAP

DENTSU NORGE AS

Beløp i 1000 kroner	Note	2021	2020
DRIFTSINNEKTER OG DRIFTSKOSTNADER			
Salgsinntekt	13	2 825 890	85 830
Sum driftsinntekter		2 825 890	85 830
Varekostnad		2 555 913	0
Lønnskostnad	9, 10	156 850	41 687
Avskrivning av driftsmidler og immaterielle eiendeler	3	11 758	11 557
Annen driftskostnad	9	66 753	39 876
Sum driftskostnader		2 791 273	93 120
Driftsresultat		34 617	-7 290
FINANSINNEKTER OG FINANSKOSTNADER			
Annen finansinntekt	11	50 750	118 977
Nedskrivning av finansielle eiendeler	7, 11	2 520	0
Annen rentekostnad	11	563	675
Annen finanskostnad	11	45 325	8 910
Resultat av finansposter		2 341	109 392
Ordinært resultat før skattekostnad		36 958	102 102
Skattekostnad på ordinært resultat	8	15 961	6 859
Årsresultat		20 997	95 244
Totalresultat		20 997	95 244
OVERFØRINGER			
Avsatt til utbytte	1	20 000	71 253
Avsatt til annen egenkapital	1	997	23 991
Sum overføringer		20 997	95 244



BALANSE

DENTSU NORGE AS

Beløp i 1000 kroner	Note	2021	2020
EIENDELER			
ANLEGGSMIDLER			
IMMATERIELLE EIENDELER			
Utsatt skattefordel	8	1 001	631
Goodwill	3, 7	13 546	0
Sum immaterielle eiendeler		14 547	631
VARIGE DRIFTSMIDLER			
Tomter, bygninger o.a. fast eiendom	3	122 059	10 612
Driftsløsøre, inventar o.a. utstyr	3	722	648
Sum varige driftsmidler	3	122 781	11 259
FINANSIELLE ANLEGGSMIDLER			
Investeringer i datterselskap	4	202 158	295 257
Andre langsiktige fordringer	5	62 834	0
Sum finansielle anleggsmidler		264 992	295 257
Sum anleggsmidler		402 320	307 147
OMLØPSMIDLER			
FORDRINGER			
Kundefordringer	12, 14	304 070	12 881
Andre kortsiktige fordringer	5, 12	240 932	146 535
Sum fordringer	5	545 002	159 415
INVESTERINGER			
Andre finansielle instrumenter		10	10
Sum investeringer		10	10
Bankinnskudd, kontanter o.l.	6	306 595	404 270
Sum omløpsmidler		851 607	563 695
Sum eiendeler		1 253 927	870 843




BALANSE


DENTSU NORGE AS

Beløp i 1000 kroner	Note	2021	2020
EGENKAPITAL OG GJELD			
EGENKAPITAL			
INNSKUTT EGENKAPITAL			
Aksjekapital	2	7 600	7 600
Annen innskutt egenkapital	1	936	1 157
Sum innskutt egenkapital		8 536	8 757
OPPTJENT EGENKAPITAL			
Annen egenkapital	1	213 547	64 384
Sum opptjent egenkapital		213 547	64 384
Sum egenkapital	1	222 083	73 141
GJELD			
AVSETNING FOR FORPLIKTELSE			
Andre avsetninger for forpliktelser	5	0	10 968
Øvrig langsiktig gjeld	5	124 266	11 408
Sum annen langsiktig gjeld	5	124 266	22 376
KORTSIKTIG GJELD			
Leverandørgjeld	5, 12	506 799	14 435
Betalbar skatt	5, 8	15 800	6 810
Skyldig offentlige avgifter	5	42 086	2 109
Utbytte	5	20 000	71 253
Konserngjeld	5, 12	171 177	655 641
Annen kortsiktig gjeld	5, 12	151 716	25 078
Sum kortsiktig gjeld		907 578	775 325
Sum gjeld		1 031 844	797 701
Sum egenkapital og gjeld		1 253 927	870 843

Oslø, den, 17.06.2022
Styret i Dentsu Norge AS


Paal Ingvar Fure
styreleder


Fredrik Taranger
styremedlem


Ida Nesvold Nilssen
styremedlem



INDIREKTE KONTANTSTRØM

DENTSU NORGE AS

Beløp i 1000 kroner	2021	2020
KONTANTSTRØMMER FRA OPERASJONELLE AKTIVITETER		
Resultat før skattekostnad	36 958	102 102
Periodens betalte skatt	-9 256	-4 919
Ordinære avskrivninger	11 758	11 557
Nedskrivning anleggsmidler	2 519	0
Endring i kundefordringer	-6 230	3 451
Endring i leverandørgjeld	21 676	-5 011
Poster klassifisert som invest.- eller finans.aktiviteter	-1 263	-59 778
Endring i andre tidsavgrensingsposter	22 087	148 494
Netto kontantstrøm fra operasjonelle aktiviteter	78 249	195 897
KONTANTSTRØMMER FRA INVESTERINGSAKTIVITETER		
Utbetalinger ved kjøp av varige driftsmidler	0	2 634
Tilført gjennom fusjoner	13 005	0
Utbetaling av Earn Out	-18 798	-11 317
Netto kontantstrøm fra investeringsaktiviteter	-5 793	-13 951
KONTANTSTRØMMER FRA FINANSIERINGSAKTIVITETER		
Netto endring konsernkontoordning	-127 437	0
Innbetaling fra depositum medier	11 886	0
Leiebetalinger	-10 552	-9 300
Utbetalinger av utbytte	-71 253	0
Mottatt utbytte	27 227	0
Innbetalinger av konsernbidrag	0	27 617
Netto kontantstrøm fra finansieringsaktiviteter	-170 129	18 317
Netto endring i kontanter og kontantekvivalenter	-97 673	200 263
Beh. av kont. og kontantekvivalenter ved per. begynnel	404 280	204 017
Beh. av kont. og kontantekvivalenter ved per. slutt	306 607	404 280



NOTER

DENTSU NORGE AS

Regnskapsprinsipper

Dentsu Norge AS er et aksjeselskap registrert i Norge. Selskapets hovedkontor er lokalisert i Kristian August gate 23, Oslo

Årsregnskapet er satt opp i samsvar med regnskapslovens bestemmelser og god regnskapsskikk. Årsregnskapet er avlagt i henhold til regnskapsloven § 3-9 og Forskrift om forenklet IFRS fastsatt av Finansdepartementet 3.november 2014. Dette innebærer i hovedsak at innregning og måling følger internasjonale regnskapsstandarder (IFRS) og presentasjon og noteopplysninger er i henhold til norsk regnskapslov og god regnskapsskikk.

Forenklet IFRS

Selskapet har anvendt en forenkling fra innregnings- og vurderingsreglene i IFRS IAS 10 nr. 12 og 13 fravikes slik at utbytte og konsernbidrag regnskapsføres i samsvar med regnskapsloven.

Salgsinntekter

Inntekter regnskapsføres når det er sannsynlig at transaksjoner vil generere fremtidige økonomiske fordeler som vil tilflyte selskapet og beløpets størrelse kan estimeres pålitelig. Inntektsføring skjer på tidspunkt da tjenesten ytes. Andelen av salgsinntekter som knytter seg til fremtidige serviceytelser balanseføres som uopptjent inntekt ved salget, og inntektsføres deretter i takt med levering av ytelsene. Salgsinntekter er presentert fratrukket merverdiavgift og rabatter.

Klassifisering og vurdering av balanseposter

Omløpsmidler og kortsiktig gjeld omfatter poster som forfaller til betaling innen ett år etter balansedagen, samt poster som knytter seg til varekretsløpet. Øvrige poster er klassifisert som anleggsmiddel/langsiktig gjeld.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives planmessig. Langsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet.

Datterselskap

Datterselskaper vurderes etter kostmetoden i selskapets regnskap. Investeringen er vurdert til anskaffelseskost for aksjene med mindre nedskrivning har vært nødvendig. Det er foretatt nedskrivning til virkelig verdi når verdifall skyldes årsaker som ikke kan antas å være forbigående og det må anses nødvendig etter god regnskapsskikk. Nedskrivninger er reversert når grunnlaget for nedskrivning ikke lenger er til stede.

Utbytte, konsernbidrag og andre utdelinger fra datterselskap er inntektsført samme år som det er avsatt hos giver. Overstiger utbyttet/konsernbidraget andel av opptjent resultat etter anskaffelsestidspunktet, representerer den overskytende del tilbakebetaling av investert kapital, og utdelingene er fratrukket investeringens verdi i balansen.

Fordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av individuelle vurderinger av de enkelte fordringene.



NOTER

DENTSU NORGE AS

Valuta

Transaksjoner i utenlandsk valuta omregnes til kursen på transaksjonstidspunktet. Pengeposter i utenlandsk valuta er vurdert etter kursen ved regnskapsårets slutt. Valutakursendringer resultatføres løpende i regnskapsperioden under andre finansposter.

Varige driftsmidler

Varige driftsmidler balanseføres og avskrives over driftsmidlets forventede økonomiske levetid. Direkte vedlikehold av driftsmidler kostnadsføres løpende under driftskostnader, mens påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmidlet. Dersom gjenvinnbart beløp av driftsmiddelet er lavere enn balanseført verdi foretas nedskrivning til gjenvinnbart beløp. Gjenvinnbart beløp er det høyeste av netto salgsverdi og verdi i bruk. Verdi i bruk er nåverdien av de fremtidige kontantstrømmene som eiendelen vil generere.

Immaterielle eiendeler

Immaterielle eiendeler ervervet separat balanseføres til anskaffelseskost. Kostnaden ved immaterielle eiendeler ervervet ved oppkjøp balanseføres til virkelig verdi i balansen. Balanseførte immaterielle eiendeler regnskapsføres til kost redusert for eventuelle av- og nedskrivninger. Internt genererte immaterielle eiendeler, med unntak av balanseførte utviklingskostnader, balanseføres ikke, men kostnadsføres løpende.

Økonomisk levetid er enten bestemt eller ubestemt. Immaterielle eiendeler med bestemt levetid avskrives over økonomisk levetid og testes for nedskrivning ved indikasjoner på dette. Avskrivningsmetode og avskrivningsperiode vurderes minst årlig. Endringer i avskrivningsmetode og eller avskrivningsperiode behandles som estimatendring.

Immaterielle eiendeler med ubestemt levetid testes for nedskrivning minst årlig, enten individuelt eller som en del av en kontantstrømsgenererende enhet. Immaterielle eiendeler med ubestemt levetid avskrives ikke. Levetiden vurderes årlig ift. om antakelsen om ubestemt levetid kan forsvares. Hvis ikke, behandles endringen til bestemt levetid prospektivt.

Leieavtaler

Selskapet implementerte IFRS 16 Leieavtaler med virkning fra 1.januar 2019. For måling av leieavtaler på overgangstidspunktet er overgangsmuligheten som innebærer at den leiede eiendelen vurderes til samme beløp som nåverdien av forpliktelsen, justert for forskuddsbetalinger eller påløpt leie, anvendt for alle avtaler. Implementeringen hadde dermed ingen effekt på selskapets egenkapital pr 1. januar 2019, siden eiendelen knyttet til bruksretten og leasing gjelden var innregnet med samme verdi.

Leieavtaler med en løpetid på mindre enn 12 måneder balanseføres ikke. Avtaler som omfatter eiendeler med lav verdi er utelatt fra regnskapsføring som leieavtaler. Dette gjelder i hovedsak IT-utstyr. Bruksrettseiendeler inngår i varige driftsmidler, se note 3. Leieforpliktelser inngår i gjeld, se note 5.

Pensjoner

Pensjonspremie til innskuddsbasert pensjonsordning kostnadsføres når den påløper. Innskuddene er innbetalt til pensjonsplanen for heltidsansatte, og utgjør 5,5% av lønn opp til 7,1G og 9% av lønn mellom 7,1G og 12G.

Skatter

Skattekostnad består av betalbar skatt og endring i utsatt skatt. Utsatt skatt/skattefordel er beregnet på alle forskjeller mellom regnskapsmessig og skattemessig verdi på eiendeler og gjeld. Utsatt skatt er beregnet med 22 % på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og



NOTER

DENTSU NORGE AS

skattemessige verdier, samt skattemessig underskudd til fremføring ved utgangen av regnskapsåret. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttgjort.

Betalbar skatt og utsatt skatt er regnskapsført direkte mot egenkapitalen i den grad skattepostene relaterer seg til egenkapitaltransaksjoner.

Bruk av estimater

Ved utarbeidelsen av årsregnskapet i henhold til IFRS har selskapets ledelse benyttet estimater basert på beste skjønn og forutsetninger som er vurdert å være realistiske. Det vil kunne oppstå situasjoner eller endringer i markedsforhold som kan medføre endrede estimater, og dermed påvirke selskapets eiendeler, gjeld, egenkapital og resultat.

Virksomhetssammenslutning og goodwill

Forskjellen mellom anskaffelseskost ved oppkjøp og virkelig verdi av netto identifiserbare eiendeler på oppkjøpstidspunktet klassifiseres som goodwill. Goodwill føres i balansen til anskaffelseskost, fratrukket eventuelle akkumulerte nedskrivninger. Goodwill avskrives ikke, men testes minst årlig for verdifall. Overtatte eiendeler og gjeld ved virksomhetssammenslutning balanseføres til virkelig verdi i åpningsbalansen i konsernet. Minoritetsandel beregnes basert på minoritetens andel av disse eiendelene og gjeld. Allokering av kost ved virksomhetssammenslutning endres dersom det fremkommer ny informasjon om virkelig verdi gjeldende per dato for overtakelse av kontroll. Allokeringen kan endres inntil avleggelse av årsregnskapet eller innen utløpet av en 12 måneders periode. Goodwill testes årlig for nedskrivning. I forbindelse med dette allokeres goodwill til kontantstrømgenererende enheter eller grupper av kontantstrømgenererende enheter som forventes å ha synergieffekter av virksomhetssammenslutningen. Overstigende av virkelig verdi av egenkapital og oppkjøpskost ved virksomhetsoverdragelser inntektsføres umiddelbart på oppkjøpstidspunktet.

Bankinnskudd og kontanter

Bankinnskudd, kontanter og lignende inkluderer kontanter, bankinnskudd og andre betalingsmidler med forfallsdato som er kortere enn tre måneder fra anskaffelse.

Kontantstrømoppstilling

Kontantstrømoppstillingen er utarbeidet etter den indirekte metode. Kontanter og kontantekvivalenter omfatter kontanter, bankinnskudd og andre kortsiktige, likvide plasseringer.

Fusjoner

Som en del av omorganisering av Dentsu Norge ble Carat Norge AS, Vizeum Norge AS, iProspect AS og MKTG Norge AS fusjonert inn i Dentsu Norge AS 16.mars 2021. Carat, iProspect og MKTG opererer nå som selvstendig avdelinger/brands og organisatoriske enheter i Dentsu Norge AS. Fusjonen er gjennomført med konsernkontinuitet og har hatt regnskapsmessig virkning fra 1.januar 2021. Sammenlikningstallene er ikke omarbeidet som følge av fusjonene

Hendelser etter balansedato

Red dentsu X AS ble fusjonert inn i Dentsu Norge AS 8.mars 2021. Red dentsu X AS vil forbli som et selvstendig avdeling/brand og organisatorisk enhet i Dentsu Norge AS. Fusjonen er gjennomført med konsernkontinuitet og har regnskapsmessig virkning fra 1.januar 2022.



NOTER

DENTSU NORGE AS

Note 1 Egenkapital

	Aksjekapital	Annen Innskutt egenkapital	Annen egenkapital	Sum egenkapital
Pr 01.01.2021	7 600	1 157	64 384	73 141
*Tilført ved fusjon			146 111	146 111
**Emisjonskostnader		-221		-221
Årets resultat			20 997	20 997
Utbytte			-20 000	-20 000
Benyttet akjseopsjon		0	2 119	2 119
Uforklart avvik			-63	-63
Pr 31.12.2021	7 600	936	213 547	222 083

*Som en del av omorganisering av Dentsu Norge ble Carat Norge AS, Vizeum Norge AS, iProspect AS og MKTG Norge AS fusjonert inn i Dentsu Norge AS 16.mars 2021. Fusjonen er gjennomført med konsernkontinuitet og har hatt regnskapsmessig virkning fra 1.januar 2021

**Emisjonsutgifter som har vært nødvendige for å gjennomføre fusjonen er ført til fradrag i egenkapitalen.

Note 2 Antall aksjer, aksjeeiere m.v

Aksjekapital	Antall	Pålydende	Balanseført
Ordinære aksjer	75 000	101,333	7 600

Alle aksjene gir samme rettigheter i selskapet

Dentsu Norge AS hadde én aksjonær pr. 31.12.2021.

Aksjonærer:	Ordinære aksjer	Sum	Eierandel	Stemmeandel
Dentsu Sweden AB	75 000	75 000	100%	100%

Konsernregnskap utarbeides av Dentsu International Ltd. Det konsoliderte årsregnskapet hvor Dentsu Norge AS inngår er offentlig tilgjengelig i Storbritannias regnskapsregister, Companies House (<https://beta.companieshouse.gov.uk/>).



NOTER

DENTSU NORGE AS

Note 3 Anleggsmidler

	Bruksrett leieavtaler	Maskiner og inventar	Sum varige driftsmidler
Anskaffelseskost 01.01.2021	31 815	17 506	49 321
Tilgang ifbm fusjon	0	5 382	5 382
Tilgang kjøpte driftsmidler	123 369	0	123 369
Avgang solgte driftsmidler	-525	0	-525
Anskaffelseskost 31.12.2021	154 659	22 888	177 547
Akkumulerte avskrivninger	32 600	16 522	49 122
Akkumulerte avskrivninger ifbm fusjon	0	4 947	4 947
Akkumulerte nedskrivninger	0	697	697
Bokført verdi pr. 31.12.2021	122 059	722	122 781
Årets avskrivninger	11 397	361	11 758
Avskrivningstid	10 år	2-5 år	

Selskapet implementerte IFRS 16 Leieavtaler med virkning fra 1.januar 2019. Bruksrettseiendeler er innregnet i varige driftsmidler. Tilhørende leieforpliktelser inngår i gjeld, se note 5. Se for øvrig også note om Regnskapsprinsipper for effekt av implementeringen.



NOTER

DENTSU NORGE AS

Note 4 Aksjer i datterselskap

Selskap	Sted	Eierandel i %	Verdi i balansen
Amnet Norge AS	Oslo	100%	707
RED Dentsu X AS	Oslo	100%	201 451
Sum			202 158

Note 5 Fordringer og gjeld

Fordringer med forfall senere enn ett år	2021	2020
*Depositum i media	62 834	0
Sum langsiktige fordringer	62 834	0

	2021	2020
Fordringer		
<i>Andre kortsiktige fordringer</i>		
Kundefordringer	303 647	2 819
Kundefordringer konsern	-915	10 062
Andre fordringer konsern	35 680	64 957
Fordring konsernkonto	191 712	80 286
Andre fordringer	14 878	1 292
Sum	545 002	159 415

Selskapet har ingen fordringer som forfaller senere enn fem år etter 31.12.2021

*Depositum i media er låste innskudd til medier som forventes å betales tilbake senere enn ett år etter balansedagen.



NOTER

DENTSU NORGE AS

Gjeld

Andre avsetninger og forpliktelser

Earn Out-forpliktelse (langsiktig)	0	9 511
Put Option (langsiktig)	0	1 457
Sum	0	10 968

Øvrig langsiktig gjeld

Leieforpliktelser (langsiktig)	124 266	11 408
Sum	124 266	11 408

Annen kortsiktig gjeld

Earn Out-forpliktelse (kortsiktig)	43 430	18 688
Konsernkonto	170 399	655 641
Leverandørgjeld	506 799	5 338
Leverandørgjeld konsern	0	9 097
Betalbar skatt	15 800	6 810
Avsatt utbytte	20 000	71 253
Skyldige offentlige avgifter	42 086	2 109
Øvrig gjeld	108 286	6 390
Øvrig gjeld konsern	778	0
Sum	907 578	775 325

Selskapet har ingen langsiktig gjeld med forfall senere enn 5 år etter 31.12.2021

Selskapet implementerte IFRS 16 Leieavtaler med virkning fra 1.januar 2019. Bruksrettseiendeler er innregnet i varige driftsmidler, se note 3. Tilhørende leieforpliktelser inngår i gjeld. Se for øvrig også note om Regnskapsprinsipper for effekt av implementeringen.

Note 6 Bankinnskudd

Innestående midler på skattetrekkkonto (bundne midler) er på TNOK 6 208.

Selskapet har etablert en konsernkontoordning som inkluderer de norske datterselskapene. Deltakerne i konsernkontoordningen er overfor banken solidarisk ansvarlig som selvskyldnerkausjonister for rett oppfyllelse av alle forpliktelser som måtte oppstå som følge av ordningen.

Toppkontoen er presentert netto i balansen til Dentsu Norge AS. Datterselskapene presenterer kontoen som andre kortsiktige fordringer eller annen kortsiktig gjeld. Netto innestående midler på toppkontoen i konsernkontoordningen er på TNOK 275 467



NOTER

DENTSU NORGE AS

Note 7 Goodwill og immaterielle eiendeler

	Goodwill
Anskaffelseskost 01.01.2021	0
Tilgang ved fusjon	*16 065
Anskaffelseskost 31.12.2021	16 065
Akkumulerte avskrivninger	0
Akkumulerte nedskrivninger	2 520
Bokført verdi pr. 31.12.2021	13 546
Årets nedskrivninger	2 520

*Dentsu Norge AS (da Aegis Media Norge AS) kjøpte i 2013 Qualite Search Marketing AS som i løpet av 2013 fusjonerte med iProspect AS. Goodwill ble verdsatt til 16 065 TNOK på oppkjøpstidspunktet. iProspect AS er i 2021 fusjonert med Dentsu Norge AS og eiendeler er videreført med de verdiene de er balanseført til i konsernregnskapet til overtakende selskap (konsernkontinuitet)

Note 8 Skatt

	2021	1.1.2020	2020
		Effekt fusjon	
Betalbar skatt	15 971		6 810
Endring utsatt skatt	-10		49
Sum skattekostnad	15 961		6 859
Beregning av årets skattegrunnlag:	2021		2020
Resultat før skattekostnad	36 958		102 102
Permanente forskjeller	-13 746		-53 116
Endringer i midlertidige forskjeller	13 819		-55 761
Årets skattegrunnlag	37 031		-6 774
Mottatt konsernbidrag	35 566		37 729
Avgitt konsernbidrag	-778		
Årets skattegrunnlag etter konsernbidrag	71 820		30 955



NOTER

DENTSU NORGE AS

Oversikt over midlertidige forskjeller:	2021	1.1.2020 Effekt fusjon	2020*
Fordringer	-430	-325	0
Anleggsmidler	11 632	-468	-2 073
Avsetning etter god regnskapsskikk	-43 430	-843	-29 656
Balanseførte leieavtaler i regnskapet	-2 207	0	-797
Sum	-34 434	-1 636	-32 526
Forskjeller som ikke inngår i beregningen av utsatt skatt/utsatt skattefordel	29 884	0	29 656
Sum	-4 550	-1 636	-2 870
Utsatt skatt/skattefordel	-1 001	-360	-631

Forklaring til hvorfor årets skattekostnad ikke utgjør 22 % av resultat før skatt: **2021**

22 % skatt av resultat før skatt	8 131
Permanente forskjeller 22 %	-3 024
22 % skatt på mottatt konsernbidrag	7 825
22 % av endringer midlertidige forskjeller som ikke inngår i beregningen av utsatt skatt/utsatt skattefordel	50
22 % av emisjonsutgifter ført mot egenkapital	49
22 % av goodwill tilført gjennom fusjon	3 534
22 % av avskrivinger på goodwill tilført gjennom fusjon	-554
Beregnet skattekostnad	15 961



NOTER

DENTSU NORGE AS

*Oppstilling inngående balanse Dentsu Norge

	Totalt	Dentsu Norge AS	Carat Norge AS	Vizeum Norge AS	iProspect AS	MKT G Norge AS
Anleggsmidler	-2 541	-2 073	-193	-108	-167	0
Fordringer	-325	0	-312	0	1	-14
Avsetning etter god regnskapsskikk	-30 499	-29 656	-63	-694	-86	0
Balanseførte leiavtaler i regnskapet	-797	-797	0	0	0	0
Sum	-34 162	-32 526	-568	-802	-252	-14
Forskjeller som ikke inngår i beregningen av utsatt skatt/utsatt skattefordel	29 656	29 656	0	0	0	0
Sum	-4 506	-2 870	-568	-802	-252	-14
Utsatt skatt/skattefordel	-991	-631	-125	-176	-55	-3

Note 9 Lønnskostnader og ytelser, godtgjørelser til daglig leder, styret og revisor

Lønnskostnader	2021	2020
Lønninger	121 778	32 251
Arbeidsgiveravgift	18 509	4 526
Pensjonskostnader	6 771	1 545
Andre ytelser	9 791	3 365
Sum	156 850	41 687

Selskapet har i 2021 sysselsatt 146 årsverk.

Pensjonsforpliktelser

Selskapet er pliktig til å ha tjenstepensjonsordning etter lov om obligatorisk tjenstepensjon. Selskapets pensjonsordninger tilfredsstiller kravene i denne lov.

Ytelser til ledende personer	Daglig leder
Lønn	3 375
Bonus	532
Pensjonskostnader	91
Annen godtgjørelse	706
Sum	4 704

Daglig leder har avtale om bonus.

Daglig leder har avtale om 12 mnd lønn ved terminering av ansettelsesforholdet.

Det er ikke gitt lån, styrehonorar eller sikkerhetsstillelser til daglig leder, styreformann, styremedlemmer eller andre nærstående parter.



NOTER

DENTSU NORGE AS

Revisor

Kostnadsført revisjonshonorar eks.mva for 2021 utgjør TNOK 924.
I tillegg kommer honorar for andre tjenester med TNOK 512. eks mva

Note 10 Innskuddspensjon

Dentsu Norge AS har innskuddsplaner i samsvar med lokale lover. Innskuddene er innbetalt til pensjonsplanen for heltidsansatte, og utgjør 5,5% av lønn opp til 7,1G og 9% av lønn mellom 7,1G og 12G. Pr. 31.12.2021 var det 146 medlemmer i ordningen.

Kostnadsført innskudd utgjorde TNOK 6 771 og TNOK 1 545 i henholdsvis 2021 og 2020.

Note 11 Poster som er slått sammen i regnskapet

	2021	2020
Finansinntekter		
Mottatt konsernbidrag fra datterselskap	-35 566	-37 729
Renteinntekt	-9 758	-7 883
Mottatt utbytte	0	-27 227
Endring avsetning earn-out	0	-44 223
Annen finansinntekt	-8	-7
Agio	-5 418	-1 907
Sum finansinntekter	-50 750	-118 977
Finanskostnader	2021	2020
Nedskrivning finansielle eiendeler	2 520	0
Annen finanskostnad	8 655	6 925
Annen rentekostnad	563	963
Endring avsetning earn-out	32 572	0
Disagio	4 098	1 697
Sum finanskostnader	48 408	9 585



NOTER

DENTSU NORGE AS

Note 12 Mellomværende med selskap i samme konsern m.v.

	Kundefordringer		Andre fordringer	
	2021	2020	2021	2020
Carat Norge AS ***	0	4 032	0	37 729
Vizeum Norge AS ***	0	2 012	0	0
iProspect AS ***	0	1 559	0	0
Amnet Norge AS	163	236	0	0
MKTG Norge AS ***	0	358	0	0
Merkle Norge AS	283	560	0	0
RED Dentsu X AS **	1 168	939	35 680	27 227
RED Performance AS **	0	37	0	0
RED Storyline AS **	0	24	0	0
RED Tactic AS **	0	3	0	0
Dentsu Danmark A/S	3 613	0	0	0
Dentsu France	989	0	0	0
Øvrige nærstående parter	1 818	303	0	0
Fordring konsernkonto*	0	0	191 712	80 286
Sum	8 032	10 062	227 392	145 243

	Leverandørgjeld		Annen kortsiktig gjeld	
	2021	2020	2021	2020
Carat Norge AS ***	0	616	0	0
Vizeum Norge AS ***	0	130	0	0
Merkle Norge AS	235	19	0	0
iProspect Norge AS ***	0	70	0	0
Amnet Norge AS	22 951	0	0	0
RED Dentsu X AS **	578	405	0	0
RED Media AS	0	26	0	0
RED Performance AS ***	0	45	0	0
Dentsu International Ltd	12 229	7 786	0	0
Dentsu Danmark A/S	668	0	0	0
Dentsu Sweden AB	1 778	0	20 000	71 253
Øvrige nærstående parter	424	0	0	0
Gjeld	0	0	171 177	655 641
konsernkontoordning*				
Sum	38 863	9 097	191 177	726 894



NOTER

DENTSU NORGE AS

Selskapet har transaksjoner med nærstående som gjelder vanlig drift, kjøp og salg av tjenester, samt i form av management fee og husleie. Majoriteten av transaksjoner med nærstående er med norske selskap.

*Deltakerne i konsernkontoordningen er ovenfor banken solidarisk ansvarlig som selvskyldnerkausjonister for rett oppfyllelse av alle forpliktelser som måtte oppstå som følge av ordningen.

** Selskapene er fusjonert med Red Dentsu X AS i 2021. Red Media AS endret navn til RED Dentsu X AS i 2021.

*** Selskapene er fusjonert med Dentsu Norge AS 2021.

	Type transaksjon	2021
RED Dentsu X AS	Salg sentralisert tjenesteyting	12 445
RED Dentsu X AS	Viderefakturerings kostnader	1 563
Merkle Norge AS	Salg sentralisert tjenesteyting	2 440
Merkle Norge AS	Salg ordinære tjenester	487
Amnet Norge AS	Viderefakturerings kostnader	1 141
Dentsu Danmark A/S	Salg sentralisert tjenesteyting	6 697
Dentsu Danmark A/S	Salg ordinære tjenester	23 835
Dentsu International Ltd	Renteinntekter konsernkontoordning	1 512
Dentsu International Ltd	Salg ordinære tjenester	2 997
Dentsu Sweden AB	Salg ordinære tjenester	6 662
Dentsu France	Salg ordinære tjenester	2 029
Øvrige nærstående parter	Salg ordinære tjenester	70
Dentsu International Ltd	Kjøp sentralisert tjenesteyting	35 874
Dentsu International Ltd	Kjøp ordinære tjenester	1 303
iProspect GMBH	Kjøp ordinære tjenester	624
Dentsu Shanghai Investment Co Ltd	Mediekjøp	1 563
Dentsu Danmark A/S	Kjøp ordinære tjenester	1 905
Inteligencia Ymedia S.A	Mediekjøp	2 228
Dentsu Finland OY	Kjøp ordinære tjenester	734
Dentsu France	Kjøp ordinære tjenester	3 698
Vizeum Korea co Ltd	Mediekjøp	357
iProspect Nederland B.V	Kjøp ordinære tjenester	323
Merkle Norge AS	Kjøp ordinære tjenester	19 917
Amnet Norge AS	Mediekjøp	285 212
RED Dentsu X AS	Kjøp ordinære tjenester	4 975
Dentsu Sweden AB	Kjøp ordinære tjenester	22 873
Øvrige nærstående parter	Kjøp ordinære tjenester	273



NOTER DENTSU NORGE AS

Note 13 Salgsinntekter

	2021	2020
Pr. Virksomhetsområde		
Sentralisert tjenesteyting	14 885	85 830
Driftsinntekter	2 811 005	0
Sum	2 825 890	85 830
Geografisk fordeling		
Norge	2 191 302	82 899
Utland	634 589	2 931
Sum	2 825 890	85 830

Note 14 Kundefordringer - aldersoversikt

År	Sum	Ikke forfalt	<30 d	30-60 d	60-90 d	>90 d
2021	304 070	264 855	27 480	2 533	2 453	6 750
2020	12 881	11 690	1 191	0	0	0

Avsetning tap på kundefordringer for 2021 er TNOK 430 (2020: TNOK 0. Tap på kundefordringer er klassifisert som andre driftskostnader i resultatregnskapet.

Note 15 Finansiell Markedsrisiko

For opplysninger om selskapets finansielle markedsrisiko henvises det til styrets årsberetning.



KPMG AS
Sørkedalsveien 6
Postboks 7000 Majorstuen
0306 Oslo

Telephone +47 45 40 40 63
Fax
Internet www.kpmg.no
Enterprise 935 174 627 MVA

Til generalforsamlingen i Dentsu Norge AS

Uavhengig revisors beretning

Konklusjon

Vi har revidert Dentsu Norge AS' årsregnskap som består av balanse per 31. desember 2021, resultatregnskap, utvidet resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav,
- gir årsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2021, og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med forenklet anvendelse av internasjonale regnskapsstandarder etter regnskapsloven § 3–9.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet slik det kreves i lov, forskrift og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av the International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Styret og daglig leder (ledelsen) er ansvarlige for informasjonen i årsberetningen. Øvrig informasjon omfatter informasjon i årsrapporten bortsett fra årsregnskapet og den tilhørende revisjonsberetningen. Vår konklusjon om årsregnskapet ovenfor dekker ikke informasjonen i årsberetningen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese årsberetningen. Formålet er å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom årsberetningen og årsregnskapet og den kunnskap vi har opparbeidet oss under revisjonen av årsregnskapet, eller hvorvidt informasjon i årsberetningen ellers fremstår som vesentlig feil. Vi har plikt til å rapportere dersom årsberetningen fremstår som vesentlig feil. Vi har ingenting å rapportere i så henseende.

Basert på kunnskapen vi har opparbeidet oss i revisjonen, mener vi at årsberetningen

- er konsistent med årsregnskapet og
- inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

Ledelsens ansvar for årsregnskapet

Ledelsen er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med forenklet anvendelse av internasjonale regnskapsstandarder etter regnskapsloven § 3–9. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et regnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn

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Statsautoriserte revisorer - medlemmer av Den norske Revisorforening

Offices in

Oslo	Eivørum	Mo i Rana	Stord
Alta	Finnsnes	Mo i Rana	Stråume
Arendal	Hamar	Skien	Tromsø
Bergen	Haugesund	Sandnessjøen	Tromsø
Bodo	Karvik	Sandnessjøen	Tynset
Drammen	Kristiansund	Slavanger	Ålesund

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for årsregnskapet med mindre ledelsen enten har til hensikt å avvikle selskapet eller legge ned virksomheten, eller ikke har noe realistisk alternativ til dette.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betyggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjons handlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av internkontroll.
- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjons handlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av årsregnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifierer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Oslo, 17.06.2022
KPMG AS

Karianne Fønstelién Vintervoll
Statsautorisert revisor
(elektronisk signert)



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Karianne F Vintervoll

Statsautorisert revisor

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KPMG AS
Sørkedalsveien 6
Postboks 7000 Majorstuen
0306 Oslo

Telephone +47 45 40 40 63
Fax
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the General Meeting of Dentsu Norge AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Dentsu Norge AS (the Company), which comprise the balance sheet as at 31 December 2021, the income statement, statement of comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 as required by laws and regulations and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), 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.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable legal requirements.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of International Accounting Standards according to the Norwegian Accounting Act section 3-9, and for such internal control as management determines is

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Offices in:

Oslo	Elverum	Mo i Rana	Stord
Ålta	Finnnes	Molde	Straume
Arendal	Hamar	Skien	Tromsø
Bergen	Haugesund	Sandefjord	Tromsø
Bodø	Kjeller	Sandnessjøen	Tynset
Drammen	Kristiansund	Stavanger	Alesund



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 unless management either intends to liquidate the Company or to cease operations, or has 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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We 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, 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 content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors 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.

Oslo, 17 June 2022
KPMG AS

Karianne Fønsteli Vintervoll
State Authorised Public Accountant
(This document is signed electronically)

Note: This translation from Norwegian has been prepared for information purposes only.