Registration number: 1811431

Cosine UK Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2023

Cosine UK Limited

Contents

Cosine UK Limited

Directors' Report for the year ended 31 December 2023

The directors present their report and the financial statements for the year ended 31 December 2023.

Principal activity
The principal activity of the company is the provision of field marketing services.

Dividends
The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2023 (2022: £nil).

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

J.M.W. Betts

L. Butler

K. Knight

R. Worker

Political and charitable donations
During the year the Company made political donations of £nil (2022: £nil). Donations to charity amounted to £nil (2022: £nil).

Employment of disabled persons
The Company's policy in respect of disabled people is to offer them suitable positions where possible, and to help any employees who became disabled by making, where possible, reasonable adjustments to their employment or working conditions which they consider would assist them in the performance of their duties.

Going concern
At the end of the year the Company had net current assets of £2,288,497 (2022: £2,265,393). The directors consider that the Company has access to sufficient funding to meet its funding requirements for the reasons set out in note 1 to the financial statements. Accordingly the directors have prepared the financial statements on a going concern basis.

Approved and authorised by the Board on 9 August 2024 and signed on its behalf by:

richard worker

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R. Worker
Director

Bankside 3
90 - 100 Southwark Street
London
SE1 0SW

Cosine UK Limited

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

The directors acknowledge their responsibilities for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

Cosine UK Limited

Profit and Loss Account for the year ended 31 December 2023

	Note	2023 £	2022 £
Turnover	2	7,167,340	10,806,512
Direct costs		(4,728,916)	(6,653,502)
Gross profit		2,438,424	4,153,010
Administrative expenses		(2,408,223)	(3,474,118)
Operating profit		30,201	678,892
Profit before tax on ordinary activities		30,201	678,892
Taxation	5	(7,097)	(128,990)
Profit for the financial year		23,104	549,902

The results shown above are derived wholly from continuing operations.

The company has no recognised gains or losses for the year other than the results above. Consequently a statement of comprehensive income has not been prepared.

Cosine UK Limited

(Registration number: 1811431)
Balance Sheet as at 31 December 2023

	Note	2023 £	2022 £
Fixed assets			
Investments	6	50	50
Current assets			
Debtors	7	3,235,774	3,570,189
Creditors: Amounts falling due within one year	8	(947,277)	(1,304,796)
Net current assets		2,288,497	2,265,393
Net assets		2,288,547	2,265,443
Capital and reserves			
Called up share capital	9	12,500	12,500
Retained earnings		2,276,047	2,252,943
Total equity		2,288,547	2,265,443

For the financial year ending 31 December 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

Approved by the Board on 9 August 2024 and signed on its behalf by:

richard worker

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R. Worker

Director

The notes on pages 6 to 13 form an integral part of these financial statements.

Cosine UK Limited

Statement of Changes in Equity for the year ended 31 December 2023

	Share capital £	Retained earnings £	Total £
At 1 January 2023	12,500	2,252,943	2,265,443
Profit for the year	-	23,104	23,104
Total comprehensive income	-	23,104	23,104
At 31 December 2023	12,500	2,276,047	2,288,547

	Share capital £	Retained earnings £	Total £
At 1 January 2022	12,500	1,703,041	1,715,541
Profit for the year	-	549,902	549,902
Total comprehensive income	-	549,902	549,902
At 31 December 2022	12,500	2,252,943	2,265,443

The notes on pages 6 to 13 form an integral part of these financial statements.

Cosine UK Limited

Notes to the Financial Statements for the year ended 31 December 2023

1 Accounting policies

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

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

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

The company is a private company limited by share capital incorporated, domiciled and registered in England in the United Kingdom.

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

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

• Reconciliation of the number of shares outstanding from the beginning to end of the period;

• Cash Flow Statement and related notes; and

• Key Management Personnel compensation.

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

• Certain disclosures required by FRS 102.26 Share Based Payments; and,

• The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

Cosine UK Limited

Notes to the Financial Statements for the year ended 31 December 2023

Going concern
The Company has net current assets of £2,288,497 at 31 December 2023 (2022: £2,265,393). The financial statements have been prepared on a going concern basis which the directors consider to be appropriate as the directors consider that the Company will have access to sufficient funding to meet its needs for the reasons set out below.

The Company participates in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited/Omnicom Financial Services Limited, the group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Financial Limited/Omnicom Financial Services or by Omnicom Financial Limited/Omnicom Financial Services depositing cash with the Company. The Company's access to borrowings under the cash concentration arrangement is not limited as long as these borrowings are required in the normal course of business and are made in accordance with the Omnicom Group Inc Grant of Authority and includes a period of at least 12 months from the date of approval of these financial statements..

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

The directors consider the combination of the group facilities and expected funding requirements of the Omnicom Group Inc. and its subsidiaries provides sufficient access to funding to ensure that the Company is able to meet its liabilities as they fall due for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to that it will not do so. Accordingly, the directors have prepared the financial statements as a going concern.

Key sources of estimation uncertainty
There are no key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Turnover
Turnover comprises fees and commissions earned in respect of gross billings and direct costs, which meet the Companies Act definition of turnover
The Company recognises revenue when:
- The amount of revenue can be reliably measured;
- It is probable that future economic benefits will flow to the entity;
- And recognition is in accordance with the terms of arrangements reached with each client.

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

Tax
Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries. to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference.

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

Interest in associated undertakings
Associated undertakings are entities in which the Company has a participating interest and over whose operating and financial policy the Company exercises a significant influence.

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

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

Trade and other debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade and other debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

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

Trade and other creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

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

Cosine UK Limited

Notes to the Financial Statements for the year ended 31 December 2023

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

Dividends
Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Dividend income is recognised in the profit and loss account on the date the company's right to receive payment is established.

2 Turnover

The whole of the Company's gross billings, turnover and operating profit for the year related to its principal activity, which was of field marketing services, and which was carried out in the United Kingdom.

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

	2023	2022
	£	£
UK	7,167,340	10,405,252
Europe	-	9,502
Americas	-	391,758
	7,167,340	10,806,512

3 Directors' remuneration

The directors were not remunerated specifically for their services to Cosine UK Limited in the current or prior year.

4 Staff costs

During 2023 the Company did not employ any staff (2022: nil). Services were provided to the Company by employees of other CPM Group Companies. These services were recharged to the Company as appropriate through the intercompany process.

Cosine UK Limited

Notes to the Financial Statements for the year ended 31 December 2023

5 Taxation

Tax charged/(credited) in the profit and loss account

	2023 £	2022 £
Current taxation		
Current tax on income for the period	7,097	128,990

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2022 - the same as the standard rate of corporation tax in the UK) at the 2023 blended rate of 23.5% (2022 - 19%).

The differences are reconciled below:

	2023 £	2022 £
Profit before tax	30,201	678,892
Corporation tax at standard rate	7,097	128,990
Total tax charge	7,097	128,990

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly.

6 Fixed Asset Investments

	Shares in group undertakings £	Total £
Cost		
At 1 January 2023	50	50
At 31 December 2023	50	50
Carrying amount		
At 31 December 2023	50	50
At 31 December 2022	50	50

Details of the investments in which the company holds 20% or more of the nominal value at any class of share capital are shown in the end of these financial statements.

7 Debtors

	2023 £	2022 £
Trade and other debtors	1,513,720	2,611,578
Amounts owed by group undertakings - trading balances	1,361,207	328,822
Amounts owed by group undertakings - loans and advances	360,489	931,570
Prepayments and accrued income	358	(301,781)
	3,235,774	3,570,189

The Company participates in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited/Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited/Omnicom Financial Services Limited or by Omnicom Finance Limited/Omnicom Financial Services Limited depositing cash with the Company. Included in Amounts owed by group undertakings - loans and advances is £360,489 (2022: 931,570) representing cash deposited by the Company under these arrangements.

8 Creditors

	2023 £	2022 £
Due within one year		
Accruals and deferred income	947,277	1,304,796

9 Share capital

Allotted, called up and fully paid shares

	2023		2022	
	No.	**£**	**No.**	**£**
Ordinary shares of £1 each	12,500	12,500	12,500	12,500

10 Related party transactions

Summary of transactions with subsidiaries
At 31 December 2023, the Company's ultimate parent undertaking was Omnicom Group Inc. The shareholders of the Company have interest directly or indirectly in certain other companies which are considered to give rise to related party disclosures under FRS 102 Section 33.

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

11 Parent and ultimate parent undertaking

The Company is a subsidiary undertaking of Omnicom Group Inc. incorporated in the United States of America and is the largest group in which the results are consolidated.

These Financial Statements are available upon request from Omnicom Group Inc.'s registered address, 280 Park Avenue, New York, NY10017, United States.

The Company is consolidated into DAS EMEA Investments Limited and these accounts may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ, Wales.

12 Details of undertaking

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

Undertaking	Company number	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity	Registered address
Subsidiary undertakings						
TPN Marketing UK Limited(*)	9185763	England	Ordinary	50%	Market Research and Public Opinion Polling	Bankside 3, 90-100 Southwark Street, London, England, SE1 0SW

(*) Directly owned by Cosine UK Limited