Registration number: 03582472

Redwood Publishing Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2019



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Strategic Report for the year ended 31 December 2019

Fair review of the business

Redwood is a leading content marketing agency which provides content strategies and creative solutions to clients across both print and digital channels.

2019 saw turnover reduce by £323,465 to £14,713,438. Operating profit reduced by £440,196 to £2,692,574 and therefore a reduction in operating margin of 2.7% to 18.3%. This is due to the move of a major client to a competitor. The move was facilitated at a group level and does not reflect Redwood's ongoing growth trend. Clients won in 2018 continue to grow as does new business won in 2019.

At the end of the year the company had net current assets of £5,683,231. Accordingly, we consider that the company has access to sufficient funds to deliver our plans for 2020.

Principal risks and uncertainties

We consider that the principal risks and uncertainties for the company are as follows:

- 1) UK and European economic performance (including the effects of Brexit and political change in Europe) and the effect that has on our clients' marketing budgets.
- 2) Increasing competition from other marketing services agencies and also from clients creating internal content teams.
- 3) Retaining our staff. As a result of this competition the skills of our teams are in increasing demand.

We consider that our future development, performance and position in 2020 depend on:

- 1) Continuing to grow our revenue both from existing clients and by actively seeking and winning new clients within the UK and internationally.
- 2) Ensuring that we are well placed to take advantage of the move to multi-channel content by continuing to improve our digital and video capabilities and strategies backed up by data.
- 3) Continuing to reorganise the internal workings and processes of the company to make sure we are as efficient as possible whilst maintaining flexibility and responsiveness.

Covid-19 has had a significant impact on the market. Redwood has outperformed the market due to a diverse mix of clients in different industries, with significant clients in industries that have not seen negative effects due to the pandemic. Nevertheless, Redwood's current revenue and profit forecast for the year remains lower than that forecasted in January. Cash flows remain strong and our cash collection has improved as we progress throughout the year, with our best performance for the year to date at the half year.

Redwood responded to the pandemic by instigating a work from home policy from March 2020 and taking advantage of the job retention scheme introduced by the UK government.

The directors consider that Redwood remains a going concern due to its diverse industry mix of clients, who continue to utilize Redwood's marketing services, our strong cashflow and ability to work virtually.

Strategic Report for the year ended 31 December 2019

Approved by the Board on 14 October 2020 and signed on its behalf by: C. Kennedy Director

Directors' Report for the year ended 31 December 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

Principal activity

Redwood is a content marketing agency.

Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2019 (2018: £9,400,000).

Directors of the company

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

- J. Byrnes
- S. Gilson
- C. Kennedy

Political and charitable donations

During the year the company made political donations of £Nil (2018; £Nil). Donations to charity amounted to £3,039 (2018; £833).

Approved by the Board on 14 October 2020 and signed on its behalf by:

C. Kennedy

Director

Bankside 3 90 - 100 Southwark Street London

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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.

Redwood Publishing Limited Profit and Loss Account for the year ended 31 December 2019

	Note	2019 £	2018 £
Gross billings	2	21,607,467	20,142,721
Rebillable costs		(6,894,029)	(5,105,818)
Turnover		14,713,438	15,036,903
Administrative expenses		(12,019,040)	(11,915,177)
Other operating income		4,176	11,044
Operating profit	3	2,698,574	3,132,770
Other interest receivable and similar income	6	24,621	27,457
Interest payable and similar charges	7	(4,152)	(3,871)
Profit before tax on ordinary activities		2,719,043	3,156,356
Taxation	8	(652,165)	(539,767)
Profit for the financial year		2,066,878	2,616,589

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.

(Registration number: 03582472) Balance Sheet as at 31 December 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	9	101,477	118,820
Current assets			
Stocks	10	674,051	622,427
Debtors	11 .	10,640,826	7,617,631
		11,314,877	8,240,058
Creditors: Amounts falling due within one year	12	(5,631,646)	(4,635,985)
Net current assets		5,683,231	3,604,073
Total assets less current liabilities		5,784,708	3,722,893
Creditors: Amounts falling due after more than one year	12	(58,598)	(63,661)
Net assets		5,726,110	3,659,232
Capital and reserves			
Called up share capital	13	4	4
Share premium account		1,027,402	1,027,402
Retained earnings		4,698,704	2,631,826
Total equity	-	5,726,110	3,659,232

For the year ending 31 December 2019 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

Approved by the Board on 14 October 2020 and signed on its behalf by:

C. Kennedy

Director

The notes on pages 8 to 19 form an integral part of these financial statements. Page 6

Statement of Changes in Equity for the year ended 31 December 2019

	Share capital	Share premium £	Retained earnings £	Total £
At 1 January 2019	4	1,027,402	2,631,826	3,659,232
Profit for the year	-		2,066,878	2,066,878
At 31 December 2019	4	1,027,402	4,698,704	5,726,110
	Share capital	Share premium £	Retained earnings £	Total £
At 1 January 2018	4	1,027,402	9,415,239	10,442,645
Profit for the year	-		2,616,589	2,616,589
Dividends	-	-	(9,400,000)	(9,400,000)
Other reserve movements			(2)	(2)
At 31 December 2018	4	1,027,402	2,631,826	3,659,232

Notes to the Financial Statements for the year ended 31 December 2019

1 Accounting policies

Statement of compliance

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

Basis of preparation

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

The company is a private company limited by share capital incorporated and domiciled in England & Wales.

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 AMV BBDO Investments Limited 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.

Notes to the Financial Statements for the year ended 31 December 2019

Going concern

The Company has net current assets of £5,683,231 at 31 December 2019 (2018: £3,604,073). 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 and Omnicom Financial Services Limited, the group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited and Omnicom Financial Services Limited or by Omnicom Finance Limited and Omnicom Financial Services Limited depositing cash with the Company. The Company's access to borrowings under the cash concentration arrangement is not limited as long as these borrowings are required in the normal course of business and are made in accordance with the Omnicom Group Inc Grant of Authority 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 of the Company 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 believe that it will not do so.

Accordingly, the directors have prepared the financial statements as a going concern.

Summary of significant accounting policies and key accounting estimates

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

Gross Billings

Gross billings are recognised when the service is performed, in accordance with the terms and conditions of the contractual arrangement and when collection is reasonably assured.

Gross billings comprises the gross amounts billed to clients in respect of commission based income together with the total of other fees earned and amounts recharged to clients for rebillable costs.

Rebillable costs

Rebillable costs comprise media payments and third party production costs for those services that the Company is arranging for its clients in its capacity as an intermediary. The Company contracts directly with suppliers and is responsible for their payment, recharging its clients for all costs incurred. Although the Company bears credit risk in respect of these activities, the arrangements with its clients are such that, in effect it acts as an intermediary on behalf of its client. Where the Company acts as an intermediary, costs incurred with external suppliers are excluded from revenue.

Notes to the Financial Statements for the year ended 31 December 2019

Turnover

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Company's activities. Turnover is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the company.

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 specific criteria have been met for each of the Company's activities.

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

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in 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.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Fixed assets and depreciation

Tangible fixed assets are stated at cost/deemed cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Furniture, fittings, tools and equipment	5 Years
Office equipment	5 Years
Computer equipment - Laptops	4 years

Trade and other debtors

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

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

Notes to the Financial Statements for the year ended 31 December 2019

Stocks

Work in progress is stated at the lower of cost and net realisable value. Cost consists of direct expenses incurred on unbilled work. Net realisable value is based on estimated sales value less further costs to completion. Work in progress consists of amounts spent by the Company and its subsidiaries on behalf of its clients which have not been recharged to clients by the end of the year.

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.

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.

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.

2 Turnover

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

	2019	2018
	£	£
UK	5,946,460	6,462,164
Europe	4,579,367	5,541,394
Americas	2,156,389	1,234,490
Asia	1,882,959	1,650,592
Rest of world	148,263	148,263
	14,713,438	15,036,903

Notes to the Financial Statements for the year ended 31 December 2019

3	Operating profit		
	Arrived at after charging		
		2019 £	2018 £
	Depreciation and other amounts written off tangible fixed assets: owned	60,611	87,250
	Foreign exchange (gains) / losses	279,545	78,976
	Hire of other assets - rentals payable	1,416,509	1,524,023
4	Directors' remuneration		
		2019	2018
		£	£
	Directors' emoluments	180,000	258,642
	Amounts receivable under long term incentive schemes	-	-
	Company contributions to money purchase pension schemes	7,425	6,429
		187,425	264,891
	During the year the number of directors who were receiving benefits and share	incentives was as follow	ws:
		2019 No.	2018 No.
	Accruing benefits under defined benefit pension scheme	1	2
	In respect of the highest paid director:		
		2019 £	2018 £
	Remuneration	180,000	186,667
	Company contributions to money purchase pension schemes	7,425	4,762

Notes to the Financial Statements for the year ended 31 December 2019

5 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2019 £	2018 £
Wages and salaries	5,308,346	5,637,761
Share related awards	-	(5,381)
Social security costs	613,731	642,829
Pension and other post-employment benefit costs	262,931	208,520
Severance/loss of office	85,272	207,774
	6,270,280	6,691,503

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

	2019	2018
	No.	No.
Production	83	90
Administration and support	11	10
Sales	3	4
	97_	104

6 Other interest receivable and similar income

	2019	2018
	£	£
Receivable from group undertakings	24,621	27,457

7 Interest payable and similar expenses

	£	£
Finance charges payable in respect of finance leases and hire purchase		
contracts	4,152	3,871

2019

2018

Notes to the Financial Statements for the year ended 31 December 2019

8 Taxation

Tax charged/(credited) in the income statement

	2019 £	2018 £
	ı	3 .
Current taxation		
Current tax on income for the period	510,419	610,077
Adjustments in respect of previous periods	111,360	(62,215)
	621,779	547,862
Deferred taxation		
Origination and reversal of timing differences	33,961	1,720
Effect of increased/decreased tax rate on opening liability	-	(4,575)
Adjustment in respect of previous periods	(3,575)	(5,240)
Total deferred taxation	30,386	(8,095)
Tax expense in the income statement	652,165	539,767

The tax on profit before tax for the year higher than the standard rate of corporation tax in the UK (2018 - lower than the standard rate of corporation tax of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £	2018 £
Profit before tax	2.719,043	3,156,356
Corporation tax at standard rate	516,618	599,708
Effect of expense not deductible in determining taxable profit (tax loss)	1,648	3,480
Deferred tax expense (credit) relating to changes in tax rates or laws	•	(4,575)
Increase (decrease) in UK deferred tax from prior periods	(3,575)	(5,240)
Increase (decrease) in UK and foreign current tax from adjustment for prior periods	111,360	(62,215)
Other tax effects for reconciliation between accounting profit and tax expense (income)	26,114	8,609
Total tax charge	652,165	539,767

Notes to the Financial Statements for the year ended 31 December 2019

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 31 December 2019 has been calculated based on this rate.

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. This will increase the company's future current tax charge accordingly and increase the deferred tax liability by £3,575.

Deferred tax

Deferred tax assets and liabilities

2019	Asset £
Difference between accumulated depreciation and amortisation and capital allowances Other timing differences Restricted Stock and Share Options	18,527 (20) - 18,507
2018	Asset £
Difference between accumulated depreciation and amortisation and capital allowances Other timing differences Restricted Stock and Share Options	38,340 10,553

Notes to the Financial Statements for the year ended 31 December 2019

9 Tangible fixed assets

	Furniture, fittings and equipment £	Office equipment £	Total £
Cost or valuation			
At I January 2019	352,473		352,473
Additions	-	43.268	43,268
Disposals	-	(137.444)	(137,444)
Transfers	(352,473)	352,473	-
At 31 December 2019		258.297	258,297
Depreciation			
At 1 January 2019	233,653	-	233,653
Charge for the year	-	60,611	60,611
Disposal	-	(137.444)	(137.444)
Transfers	(233,653)	233,653	
At 31 December 2019		156,820	156,820
Carrying amount			
At 31 December 2019		101,477	101,477
At 31 December 2018	118,820	_	118,820

Assets held under finance leases and hire purchase contracts

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

	2019	2018
	£	£
Office equipment	101,310	97,767

Notes to the Financial Statements for the year ended 31 December 2019

10 Stocks

Work in progress		2019 £ 674.051	2018 £ 622,427
11 Debtors			
		2019	2018
	Note	£	£
Trade and other debtors		4,149,461	2,809,959
Amounts owed by group undertakings - trading balances		1,350,793	1,778,806
Amounts owed by group undertakings - loans and advances		4,985,417	2,739,345
Other debtors		27,095	141,428
Deferred tax assets	8	18,507	48,894
Prepayments and accrued income	_	109,553	99,199
	=	10,640,826	7,617,631

The Company participates in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited and Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited or by Omnicom Finance Limited depositing cash with the Company. Included in Amounts owed by group undertakings - loans and advances is £4,985,417 (2018: £2,739.345) representing cash deposited by the Company under these arrangements.

Notes to the Financial Statements for the year ended 31 December 2019

12 Creditors

		2019	2018
	Note	£	£
Due within one year			
Obligations under finance lease and hire purchase contracts		44,646	35,606
Trade and other creditors		926,301	992,995
Amounts owed to group undertakings - trading balances		884,881	1,031,551
Amounts owed to group undertakings - loans and advances		-	970
Taxation and social security		368,729	315,855
Accruals and deferred income	-	3,407,089	2,259,008
	=	5,631,646	4,635,985
Due after one year			
Obligations under finance lease and hire purchase contracts	5	58,598	63,661

13 Share capital

Allotted, called up and fully paid shares

	2019		2018	
	No.	£	No.	£
Ordinary Shares of £1 each	4	4	4	4

14 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £262,931 (2018: £208,520).

Contributions totalling £120 (2018: £31,253 payable) were receivable at the end of the year.

15 Commitments

Operating leases

The Company's principal premises are leased from a fellow group company on terms with no future minimum lease payments with costs during the year to the amount of £1,416,509 (2018: £1,524,023)

Notes to the Financial Statements for the year ended 31 December 2019

16 Related party transactions

Summary of transactions with subsidiaries

At 31 December 2019, 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.

Income and receivables from related parties

2019	Entities with joint control or significant influence £
Receipt of services	22,995
Amounts receivable from related party	180,376
Expenditure with and payables to related parties	
	Entities with joint control or significant influence
2019	£
Amounts payable to related party	2,165

17 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, 437 Madison Avenue New York, NY10022, USA.

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