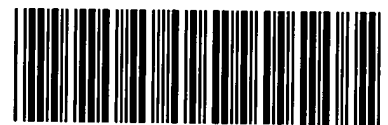


VERTICURL MARKETING UK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

Registered office address:

**Sea Containers
18 Upper Ground
London
SE1 9RQ
United Kingdom**



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COMPANIES HOUSE

VERTICURL MARKETING UK LIMITED

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VERTICURL MARKETING UK LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors present their Strategic report on Verticurl Marketing UK Limited (the 'Company') for the year ended 31 December 2024.

Principal activities

The Company is a member of the WPP plc Group (the 'Group'). The Company's principal activity is provision of advertising and allied services.

Future developments

The Directors do not envisage any major change to the nature of the business in the foreseeable future.

Business review

Turnover has decreased by 8% during the year, from £4,204,523 to £3,855,987. The Company made a profit for the year ended 31 December 2024 of £284,366 which will be transferred to reserves (2023: a profit of £455,957 which was transferred to reserves).

The Directors are of the opinion that the current level of activity and performance is sustainable, due to the positive financial position of the Company and will remain so for the foreseeable future. Further details are provided in the "Going concern and liquidity risk" section.

Dividends

During 2024, the Company did not pay any dividend to its ordinary shareholders (2023: paid an interim dividend of £650,000 per share totalling £650,000). No final dividend has been declared since the balance sheet date.

Going concern and liquidity risk

The Directors have assessed the ongoing business activities and the factors likely to affect the future development, performance and financial position of the Company for at least the next 12 months from the date of signing the financial statements.

As at 31 December 2024, the Company has cash balance of £1,609,325, net current assets of £1,085,808 and net assets of £1,095,937 and can therefore meet its short and long-term obligations as they fall due. Given the cash, the historical and expected profitability and overall net asset position, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least the next 12 months from the date of signing the financial statements. Additionally, the Company is a subsidiary of WPP plc and participates in the overall WPP plc financing arrangements.

Further, WPP plc has prepared forecasts and projections to take account of (i) reasonably possible declines in revenue or increases in costs arising from severe but plausible downside scenarios; and (ii) the results of reverse stress tests to qualify the level of revenue declines compared to 2024, taking into account cost mitigation actions which could be implemented. These include the Company's forecasted cash flows.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

VERTICURL MARKETING UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Financial risk management and principal risks and uncertainties

The Directors of the Company have considered the principal risks and uncertainties affecting the Company as at 31 December 2024 and up to date of this report. The principal risks for the Company are shown below:

Economic risk

Adverse economic conditions, including those caused by the conflicts in Ukraine and the Middle East, severe and sustained inflation, tariffs and other trade barriers, supply chain issues including around resilience affecting the distribution of our clients' products and/or disruption in credit markets, pose a risk our clients may reduce, suspend or cancel spend with us or be unable to satisfy obligations.

In the past, clients have responded to weak economic and financial conditions by reducing or shifting their marketing budgets which are easier to reduce in the short term than their other operating expenses.

Our account teams work proactively with our clients to understand the challenges they are facing, determine general trends in marketing spend and develop plans in advance to help us prepare, redeploy resources and manage costs accordingly.

Geopolitical risk

Growing geopolitical tension and conflicts continue to have a destabilising effect. Alongside an adverse effect upon the economic outlook, there is general erosion of trust in institutions and - in relation to global cooperation and integration – an increasing political focus both on national interests and regional convergence. Such factors and economic conditions may be reflected in our clients' confidence in making longer-term investments and commitments in marketing spend.

We have detailed operational and financial plans, developed through the consideration of a range of potential scenarios and outcomes that are continuously monitored and, if required, used to make interventions and support decision making over our operations, investments and advice to clients.

AI strategy

Without the automation and efficiency gains offered by generative AI, and AI more broadly, we may experience increased costs and inefficiencies in our operations impacting profitability and competitiveness.

Clients expect us to use generative AI-driven tools and technologies in our services and deliverables and are increasingly able to purchase and use licences to such tools and technologies themselves. If we fail to adopt generative AI at pace and continue to advance and evolve our commercial model, we may struggle to keep up with these demands, leading to decreased relevance and effectiveness of our services and deliverables for clients, and allow an opportunity for AI vendors to contract directly with our clients.

Falling behind competitors leveraging the opportunities AI offers to gain a competitive advantage could result in lost market share, decreased revenue and reduced profitability. We may struggle to attract and retain talent, further hindering our ability to innovate and compete. Generated materials may infringe third-party IP resulting in legal costs and client reputation impact.

We have access to WPP Open, which is available to all staff in order to support our work and deliverables both internally and for clients, and the Group's established partnerships with leading generative AI platforms, technologies and companies. We actively monitor the changing regulatory landscape and the introduction of new laws regulating AI to assess the impact on our business and work, and how they will impact how we service our clients.

We have a comprehensive due diligence process in place to review the third-party AI tools/platforms used in the business. This process considers the use case for the tool/platform and includes reviews of the security, legal and technology aspects of the tool/platform as well as sources of underlying learning data, where applicable, to develop a 'traffic light' approach to risk.

VERTICURL MARKETING UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Financial risk management and principal risks and uncertainties (continued)

Credit risk

We are subject to credit risk through the default of a client or other counterparty. Challenging economic conditions, heightened geopolitical issues, shocks to consumer confidence, disruption in credit markets and challenges in the supply chain disrupting our client operations can lead to a worsening of the financial strength and outlook for our clients who may reduce, suspend or cancel spend with us, request extended payment terms beyond 60 days or be unable to satisfy obligations.

We commit to media and production purchases on behalf of some of our clients as principal or agent depending on the client and market circumstances. If a client is unable to pay sums due, media and production companies may look to us to pay those amounts and there could be an adverse effect on our working capital and operating cash flow.

We evaluate and monitor clients' ongoing creditworthiness and, in some cases, require credit insurance or payments in advance.

We continue to work closely with our clients to ensure timely payment for services in line with contractual commitments and with vendors to maintain the settlement flow on media.

We have implemented increased management processes to manage working capital and review cash outflows and receipts.

People and culture

Our performance could be adversely affected if we do not react quickly enough to changes in our market; fail to attract, develop and retain key talent; are unable to retain and incentivise key talent; or are unable to adapt to new ways of working by balancing home and office working.

We continue to work across the business to embed collaboration and invest in training and development to retain and attract talented people. The Group's investment in co-located campus properties continues to increase the co-operation across Group companies and provides extremely attractive and motivating working environments.

We also continue to focus on the mental health of our people by providing access to wellbeing resources, support networks, funded events, discussion forums and additional time off.

Environmental matters and streamlined energy and carbon reporting (SECR)

The Company will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations. As the Company is a UK subsidiary of WPP plc, its SECR reporting details are included, together with the other Group subsidiaries, in the WPP plc Annual report. Refer to pages 45-55 of the Annual report of WPP plc available at wpp.com/investors for more information.

VERTICURL MARKETING UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Financial key performance indicators

	2024	2023	Change
	£	£	%
Turnover	3,855,987	4,204,523	(8.3)%
Profit before tax	423,468	606,051	(30.1)%
Net assets	1,095,937	811,571	35.0%

The Company reported a decrease in turnover for the year, attributable to reduced business from a few major clients. Additionally, increase in intercompany service costs and interest costs further contributed to the reduction in profit before tax.

Directors' statement of compliance with duty to promote the success of the Company

The Directors of the Company, as those of all UK companies, must act in accordance with section 172 of the UK Companies Act 2006. The Directors are of the opinion that they have acted fairly and in good faith to promote the success of the Company for the benefits of its members.

In doing this, section 172 requires the directors to have regard for, among other matters:

- The likely consequences of any decision in the long term.
- The interests of the Company's employees.
- The need to foster the Company's business relationship with suppliers, customers and others.
- The impact of the Company's operations on the community and environment.
- The desirability of the Company maintaining a reputation for high standards of business conduct.
- The need to act fairly as between members of the Company.

Consequences of any long-term decisions

Our business philosophy is to create long term value for both clients and shareholders alike. We build our business and all our relationships with integrity and treat our clients' money like our own making sure all budgets maximise the best outputs to achieve the client's goals. We endeavour to attract and retain high calibre individuals who will grow with us over the long term and ensure employees think and act like owners in all their decisions. We also strive to attract and retain profitability as this will lead to growth in the long term.

Employees

We regularly survey our staff about their experiences at work and have extensive internal communications programmes and platforms to keep staff informed. Our All In survey helps us better support employees, hold ourselves accountable, and create a culture that is inclusive and empowering for all.

We are committed to diversity and inclusion and offering equal opportunities to all people in their recruitment, training and career development. We will select people based on qualification and merit, without discrimination or concern for race, religion, national origin, colour, sex, sexual orientation, gender identity or expression, age or disability.

Business relationship with suppliers, customers and others

We focus on the cultivation of strong relationships with major suppliers to ensure continuity of supply at competitive prices. It is our policy to agree terms of payment when orders for goods and services are placed and to adhere to these arrangements when making payments, provided the relevant goods and services have been supplied in accordance with the contract.

We comply with the Modern Slavery Act (MSA) and we fully support the principles of the MSA.

VERTICURL MARKETING UK LIMITED

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

**Directors' statement of compliance with duty to promote the success of the Company
(continued)**

Community and Environment

We consider our impact on the wider community and environment of our business activities. We adhere to the Sustainability policy which can be found at the website of the ultimate parent company at wpp.com. The policy includes objectives focusing on key impacts under our control and influence such as minimising the impact from energy use, transport, consumption of paper, water use and managing any sustainability risks in our supply chain.

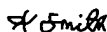
Business conduct

We have a number of key policies, including modern slavery, anti-bribery, corruption and data protection, all of which can be found on the website of the ultimate parent company at wpp.com. We have a zero-tolerance approach to corruption and bribery and policies are in place for areas such as ethical business relationships with customers, suppliers and employees, gift giving and receiving, charitable donations and competition laws. As such, employees are mandated to complete in depth anti bribery and corruption training.

Acting fairly as between members of the company

As a wholly owned subsidiary of WPP plc, our interests are aligned with those of our ultimate parent.

This report was approved by the board on 24 October 2025 and signed on its behalf.



Karla Smith (Oct 24, 2025 21:53:03 GMT+10)

K Smith
Director

VERTICURL MARKETING UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors present their Annual report and the financial statements for the year ended 31 December 2024.

Results

The Company's results for the financial year are shown in the income statement on page 11.

Directors and their interests

The Directors who served during the year and up to the date of signing of financial statements, unless otherwise stated, were:

M Wrigley
C Lawson
D Seary
A Singh Gaur
K Smith

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business.

Directors' indemnity

Each of the Directors benefits from a third party qualifying indemnity given by the Company in the execution and discharge of their duties. The provision remains in force throughout the financial year and up until the date of this report.

Engagement with suppliers, customers and others

The Company recognises the importance of its continued partnerships with its wider stakeholders, including suppliers and customers, in delivering its business strategy and sustainability goals. The Company aims to have an open and transparent relationship which is based on honesty and respect. The Company engages in constant conversation with clients and suppliers on improving delivery of services and relationships.

A detailed statement on the Group's external stakeholder engagement can be found in the Group's Annual report.

Statement of directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 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 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 then 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;

VERTICURL MARKETING UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Statement of directors' responsibilities in respect of the financial statements (continued)

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Matters covered in the Strategic Report

The following items have been included in the strategic report on pages 1 - 5:

- principal activities and future developments;
- review of business;
- dividends paid or declared;
- going concern statement;
- financial risk management policies and objectives; and
- environmental matters and streamlined energy and carbon reporting.

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Independent auditors

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 24 October 2025 and signed on its behalf.



Karla Smith (Oct 24, 2025 21:53:03 GMT+10)

K Smith
Director

Independent auditors' report to the members of Verticurl Marketing UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, Verticurl Marketing UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2024; the Income statement and the Statement of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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 (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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results. Audit procedures performed by the engagement team included:

- Evaluation of the design effectiveness of management's controls designed to prevent and detect irregularities relating to journal postings;
- Inquiries with the Board of Directors and management, including consideration of known or suspected instances of non-compliance with laws and regulations and/or fraud and any actual or potential litigation and claims;
- Identifying and testing the validity of journal entries, in particular any journal entries posted with unusual account combinations; and
- Reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility:



Paul Wheeler (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
27 October 2025

VERTICURL MARKETING UK LIMITED

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 £	As restated (note 18) 2023 £
Turnover	4	3,855,987	4,204,523
Cost of sales		(2,860,363)	(3,198,401)
Gross profit		995,624	1,006,122
Administrative expenses		(545,240)	(400,071)
Operating profit	5	450,384	606,051
Interest payable and similar expenses	9	(26,916)	-
Profit before tax		423,468	606,051
Tax on profit	10	(139,102)	(150,094)
Profit for the financial year		284,366	455,957

The notes on pages 14 to 26 form part of these financial statements.

The Company has no other comprehensive income during either the current year or prior year and therefore no separate statement to present other comprehensive income has been prepared.

All results arise from continuing operations.

VERTICURL MARKETING UK LIMITED
REGISTERED NUMBER: 09937310

BALANCE SHEET
AS AT 31 DECEMBER 2024

	Notes	2024 £	2023 £
Non-current assets			
Tangible assets	12	6,127	12,328
Deferred tax asset	16	4,002	-
		<u>10,129</u>	<u>12,328</u>
Current assets			
Trade and other receivables	13	787,812	548,276
Cash at bank and in hand	14	1,609,325	1,495,765
		<u>2,397,137</u>	<u>2,044,041</u>
Current liabilities			
Trade and other payables	15	(1,311,329)	(1,002,752)
Bank overdrafts	14	-	(239,483)
		<u>1,085,808</u>	<u>801,806</u>
Net current assets		<u>1,085,808</u>	<u>801,806</u>
Total assets less current liabilities		<u>1,095,937</u>	<u>814,134</u>
Provisions for liabilities			
Deferred taxation	16	-	(2,563)
		<u>1,095,937</u>	<u>811,571</u>
Net assets		<u>1,095,937</u>	<u>811,571</u>
Capital and reserves			
Called up share capital	17	1	1
Profit and loss account		1,095,936	811,570
Total equity		<u>1,095,937</u>	<u>811,571</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 October 2025.



Karla Smith (Oct 24, 2025 21:53:03 GMT+10)

K Smith
Director

The notes on pages 14 to 26 form an integral part of these financial statements.

VERTICURL MARKETING UK LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 January 2023	1	1,005,613	1,005,614
Profit and total comprehensive income for the year	-	455,957	455,957
Dividends paid (Note 11)	-	(650,000)	(650,000)
At 31 December 2023	1	811,570	811,571
Profit and total comprehensive income for the year	-	284,366	284,366
At 31 December 2024	1	1,095,936	1,095,937

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. General information

The Company is a private company, limited by shares and is incorporated in the United Kingdom under the Companies Act 2006. The Company is registered in England and Wales. The address of the registered office is Sea Containers, 18 Upper Ground, London, SE1 9RQ, United Kingdom.

The Company's principal business activities, future development and a review of its performance and position are set out in the Strategic report on pages 1 - 5.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- 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
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. Accounting policies (continued)

2.3 Consolidation and ultimate parent company

The Company is a subsidiary of its ultimate parent company, WPP plc, a company incorporated in Jersey, is the Company's ultimate parent undertaking and controlling party. The largest group of undertakings for which group financial statements are prepared and which include the results of the Company are the consolidated financial statements of WPP plc. The registered address of WPP plc is 22 Grenville Street, St Helier, Jersey, JE4 8PX. Copies of the consolidated financial statements can be obtained from www.wpp.com/investors. The smallest group of undertakings for which group financial statements are prepared and which include the results of the Company are the consolidated financial statements of WPP Jubilee Limited, registered in the England and Wales. Copies of the consolidated financial statements of WPP Jubilee Limited can be obtained from its registered address at Sea Containers House, 18 Upper Ground, London, SE1 9GL, United Kingdom. The immediate parent undertaking is Verticurl Pte Ltd.

2.4 Going concern

The Directors have assessed the ongoing business activities and the factors likely to affect the future development, performance and financial position of the Company for at least the next 12 months from the date of signing the financial statements.

As at 31 December 2024, the Company has cash balance of £1,609,325, net current assets of £1,085,808 and net assets of £1,095,937 and can therefore meet its short and long-term obligations as they fall due. Given the cash, the historical and expected profitability and overall net asset position, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least the next 12 months from the date of signing the financial statements. Additionally, the Company is a subsidiary of WPP plc and participates in the overall WPP plc financing arrangements.

Further, WPP plc has prepared forecasts and projections to take account of (i) reasonably possible declines in revenue or increases in costs arising from severe but plausible downside scenarios; and (ii) the results of reverse stress tests to qualify the level of revenue declines compared to 2024, taking into account cost mitigation actions which could be implemented. These include the Company's forecasted cash flows.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

2.5 Impact of new international reporting standards, amendments and interpretations

No new accounting standards or IFRIC interpretations have had a material impact on the Company for the year ended 31 December 2024.

2.6 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Pounds Sterling (£).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. Accounting policies (continued)

2.6 Foreign currency translation (continued)

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

2.7 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Pass-through costs comprise fees paid to external suppliers when they are engaged to perform part or all of a specific project and are charged directly to clients. Costs to obtain a contract are typically expensed as incurred as the contracts are generally short-term in nature.

In most instances, promised services in a contract are not considered distinct or represent a series of services that are substantially the same with the same pattern of transfer to the customer and, as such, are accounted for as a single performance obligation. However, where services can be distinct within the contract, and are accounted for as separate performance obligations, turnover is allocated to each of the performance obligations based on relative standalone selling prices.

Turnover is recognised when a performance obligation is satisfied, in accordance with the terms of the contractual arrangement. Typical performance obligations are satisfied over time as services are rendered.

Turnover recognised over time is based on the proportion of the level of service performed. Either an input method or an output method, depending on the particular arrangement, is used to measure progress for each performance obligation. For most fee arrangements, costs incurred are used as an objective input measure of performance. The primary input of substantially all work performed under these arrangements is labour. There is normally a direct relationship between costs incurred and the proportion of the contract performed to date. In other circumstances relevant output measures, such as the achievement of any project milestones stipulated in the contract, are used to assess proportional performance.

For our retainer arrangements, we have a stand ready obligation to perform services on an ongoing basis over the life of the contract. The scope of these arrangements are broad and generally are not reconcilable to another input or output criteria. In these instances, turnover is recognised using a time-based method resulting in straight-line turnover recognition.

The amount of turnover recognised depends on whether we act as an agent or as a principal. Certain arrangements with our clients are such that our responsibility is to arrange for a third party to provide a specified good or service to the client. In these cases we are acting as an agent as we do not control the relevant good or service before it is transferred to the client. When we act as an agent, the turnover recorded is the net amount retained.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. Accounting policies (continued)

2.8 Cost of sales

Cost of sales consists of the direct costs incurred in the provision of advertising and allied services to customers. Cost of sales are recognised when incurred. All non-direct costs incurred by the company are recognised as Administrative expenses.

2.9 Interest payable

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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

2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. Accounting policies (continued)

2.11 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Computer equipment	- 3 years
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.12 Trade and other receivables

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Trade and other receivables are carried at original invoice amount less any provisions for doubtful debts.

Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade or other receivable is determined to be uncollectable it is written off, firstly against any provisions available and then to the income statement.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due.

Subsequent recoveries of amounts previously provided for are credited to the income statement.

2.13 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.14 Trade and other payables

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. Accounting policies (continued)

2.15 Deferred income and accrued income

Where payments are received from customers in advance of services provided, the amounts are recorded as Deferred Income and included as part of Trade and other payables due within one year. Where services are provided to customers in advance of payments, the amounts are recorded as Accrued Income and included as part of Trade and other receivables.

2.16 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.17 Share capital

Ordinary shares are classified as equity.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in the process of applying the accounting policies

Revenue recognition

Revenue arising from the provision of advertising consultancy and allied services is subject to judgements made taking into account information available. These judgements are reviewed by management on a regular basis.

In making a judgement on revenue recognition with respect to open projects at year end, management considered several detailed criteria for the recognition of revenue. Judgements were based on percentage of work completed or milestones achieved, confirmation of work completed and client acceptance and whether the revenue was realizable. There were also considerations as to whether the billings were in compliance with the contracts with customers as set out in IFRS 15 Revenue from Contracts with Customers and, in particular, whether the company had transferred the control of the services to the customer.

In the opinion of the Directors there are no key sources of estimation uncertainty that have been made in the process of applying the accounting policies.

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

4. Turnover

The whole of the turnover is attributable to the provision of advertising and allied services in the current and prior year.

Analysis of turnover by country of destination:

	2024 £	2023 £
United Kingdom	1,440,045	1,606,652
Rest of Europe	1,129,617	1,193,188
Rest of the world	1,286,325	1,404,683
	<u>3,855,987</u>	<u>4,204,523</u>

5. Operating profit

The operating profit is stated after charging:

	2024 £	2023 £
Depreciation of tangible fixed assets	7,840	8,132
Exchange differences	71,510	14,794
	<u>79,350</u>	<u>22,926</u>

6. Auditors' remuneration

	2024 £	2023 £
Fees payable to the Company's auditors for the audit of the Company's financial statements	19,313	23,200
	<u>19,313</u>	<u>23,200</u>

There were no non-audit services provided by the Company's auditor in the current or prior year.

VERTICURL MARKETING UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

7. Employees

Staff costs, including Directors' remuneration, were as follows:

	2024 £	2023 £
Wages and salaries	2,273,979	2,700,914
Social security costs	286,064	316,377
Cost of defined contribution pension scheme	142,596	168,002
Severance and redundancy costs	163,413	10,141
Benefits and other employee costs	42,840	45,450
	<u>2,908,892</u>	<u>3,240,884</u>

The average monthly number of employees, including the Directors, during the year was as follows:

	2024 Number	2023 Number
Account management and creative support	<u>22</u>	<u>25</u>

8. Directors' remuneration

	2024 £	2023 £
Directors' emoluments	218,819	234,274
Company contributions to defined contribution pension schemes	20,600	20,600
	<u>239,419</u>	<u>254,874</u>

During the year retirement benefits were accruing to one Director (2023: one Director) in respect of defined contribution pension schemes.

During the current year, 4 Directors (2023: 4) of the Company were remunerated as executives of the Group by a fellow Group company. They received no remuneration in respect of their services to the Company (2023: £nil).

VERTICURL MARKETING UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

9. Interest payable and similar expenses

	2024 £	2023 £
Bank interest payable	7,092	-
Other interest payable	19,824	-
	<u>26,916</u>	<u>-</u>

10. Tax on profit

	2024 £	2023 £
Corporation tax		
Current tax on profits for the year	102,769	145,785
Adjustments in respect of previous periods	42,898	-
Total current tax	<u>145,667</u>	<u>145,785</u>
Deferred tax		
Current year	5,198	(619)
Adjustment for prior years	(11,763)	4,928
Total deferred tax	<u>(6,565)</u>	<u>4,309</u>
Tax on profit	<u>139,102</u>	<u>150,094</u>

VERTICURL MARKETING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

10. Tax on profit (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2023 - higher than) the standard rate of corporation tax in the UK of 25% (2023 - 23.5%). The differences are explained below:

	2024 £	2023 £
Profit before tax	423,468	606,051
Profit multiplied by standard rate of corporation tax in the UK of 25% (2023 - 23.5%)	105,867	142,422
Effects of:		
Expenses not deductible for tax purposes	2,100	2,837
Capital allowances for year in excess of depreciation	-	(132)
Impact of deferred tax rate change	-	39
Adjustments to tax charge in respect of prior periods	31,135	4,928
Total tax charge for the year	139,102	150,094

Factors that may affect future tax charges

The Company belongs to a group that falls within the scope of the OECD Pillar Two top-up tax rules income taxes which applies in the UK from 1 January 2024. Based upon initial assessments, the Group does not expect top-up taxes in the UK and therefore no related current tax has been provided. The IAS 12 exception to recognise deferred tax assets and liabilities related to Pillar Two income taxes has been applied.

There were no factors that may affect future tax charges.

11. Dividends

	2024 £	2023 £
Dividends paid: £650,000 per share in 2023	-	650,000

VERTICURL MARKETING UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

12. Tangible assets

	Computer equipment £
Cost	
At 1 January 2024	34,897
Additions	1,639
At 31 December 2024	<u>36,536</u>
Depreciation	
At 1 January 2024	22,569
Charge for the year on owned assets	7,840
At 31 December 2024	<u>30,409</u>
Net book value	
At 31 December 2024	<u>6,127</u>
At 31 December 2023	<u>12,328</u>

13. Trade and other receivables

	2024 £	2023 £
Trade receivables	125,164	40,086
Amounts owed by group undertakings	331,908	465,383
Accrued income	330,740	42,807
	<u>787,812</u>	<u>548,276</u>

The amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

VERTICURL MARKETING UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

14. Cash and cash equivalents

	2024 £	2023 £
Cash at bank and in hand	1,609,325	1,495,765
Less: bank overdrafts	-	(239,483)
	<u>1,609,325</u>	<u>1,256,282</u>

15. Trade and other payables

	2024 £	2023 £
Amounts owed to group undertakings	783,638	113,939
Corporation tax	274,381	266,962
Other taxation and social security	5,767	208,436
Accruals	153,834	375,135
Deferred income	93,709	38,280
	<u>1,311,329</u>	<u>1,002,752</u>

The amounts owed to Group undertakings are unsecured, interest free and repayable on demand.

16. Deferred taxation

	2024 £	2023 £
At beginning of year	(2,563)	1,746
Credit/(charge) to profit or loss	6,565	(4,309)
At end of year	<u>4,002</u>	<u>(2,563)</u>

VERTICURL MARKETING UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

16. Deferred taxation (continued)

The deferred taxation balance is made up as follows:

	2024 £	2023 £
Accelerated capital allowances	(5,073)	(2,563)
Pension provision	9,075	-
	<u>4,002</u>	<u>(2,563)</u>

17. Share capital

	2024 £	2023 £
Allotted, called up and fully paid		
1 (2023: 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

18. Prior year adjustment

The 2023 income statement has been restated to reclassify £3,198,401 of revenue-generating costs from administrative expenses to cost of sales. This arose as a result of a review by the company of the nature of the underlying balances. This resulted in increase in cost of sales by £3,198,401 and decrease in administrative expenses by £3,198,401.

19. Pension commitments

The Company operates defined contribution retirement benefit schemes for all qualifying employees. The assets of the schemes are held separately from those of the Company in funds under the control of trustees. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Company are reduced by the amount of forfeited contributions.

The total cost charged to the income statement of £142,596 (2023: £168,002) represents contributions payable to these schemes by the Company at rates specified in the rules of the plans. There are £36,324 of outstanding contributions as at the balance sheet date (2023: £46,856).

20. Post balance sheet events

There have been no significant events affecting the Company since the year end.