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M&C Saatchi International Holdings B.V.

Company Number FC024340

UK Branch Number BR006915

Rotterdam Number 24295679

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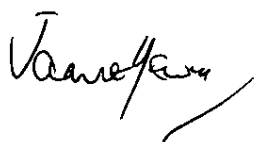
M&C Saatchi International Holdings B.V.

Balance Sheet as per 31st December 2012

	31 Dec 12 Euro	31 Dec 12 Euro	31 Dec 11 Euro	31 Dec 11 Euro
Fixed assets				
Investment in subsidiaries "Pre acquisition"	2,546,806		1,524,856	
Investment in subsidiaries "Goodwill"	6,683,000		6,683,000	
Investment in subsidiaries Original	4,147,997		4,147,997	
Investment in subsidiaries		13,377,803		12,355,853
Current assets				
Amounts due from parent	459,939		745,101	
Debtor	1,044,363		542,623	
Corporate income tax	14,026		18,941	
Cash at bank	292,142		27,432	
Accured dividend/ interest	6,440		5,858	
Current liabilities				
Payables and accruals	1,303		23,970	
Loan	400,000		400,000	
Creditors	11		11	
	401,315		405,040	
Net current assets		1,415,595		915,972
Net assets		<u>14,793,398</u>		<u>13,271,825</u>
Capital and reserves				
Issued Capital		18,151		18,151
Share Premium		4,337,921		4,337,921
General Reserve		10,437,325		8,915,753
		<u>14,793,398</u>		<u>13,271,825</u>

These financial statements were approved by the board on 18th June 2013

Jamie Hewitt, Director



M&C Saatchi International Holdings B.V.

Profit and Loss account for the year 2012

	31 Dec 12 Euro	31 Dec 11 Euro
Financial income / charges		
Dividends received	2,864,793	1,213,866
Dividends paid	(1,300,000)	(230,000)
	<u>1,564,793</u>	<u>983,866</u>
Interest income / (charges)	588	(11,582)
Exchange result	(57,784)	(86,702)
Profit / (loss) on disposal of investment	0	0
Exceptional income	<u>0</u>	<u>32,623</u>
	<u>1,507,597</u>	<u>918,205</u>
Expenses		
General and administrative expenses	52	5,815
	<u>1,507,545</u>	<u>912,390</u>
Net profit / (loss) before tax	<u>1,507,545</u>	<u>912,390</u>
Corporate income tax		
Provision for corporate income tax previous year	0	0
Provision for corporate income tax	(14,026)	(18,941)
Net profit / (loss) for financial year	<u><u>1,521,571 46</u></u>	<u><u>931,331 00</u></u>

M&C Saatchi International Holdings B.V.

Notes to the Accounts as per 31 December 2012

General

The company is a private company with limited liability, incorporated under Dutch law on 26 August 1999. Its principal activity is to act as a holding company.

Summary of principal accounting policies

(a) General

The accompanying accounts have been prepared under the historical cost convention in accordance with accounting principals generally accepted in The Netherlands.

(b) Revenue recognition

All income and expenses are accounted for under the accruals basis, unless otherwise stated in notes thereon.

(c) Other assets and liabilities

Assets and liabilities are stated at face value, unless otherwise stated in the notes thereon.

(d) Foreign currencies

All assets and liabilities expressed in currencies other than Euro have been translated at the rates of exchange prevailing at the Balance Sheet date. All transactions in foreign currencies have been translated into Euro at rates of exchange approximating to those ruling at the day of the transactions. The resulting exchange results have been recognised in the Profit and Loss Account.

(e) Non consolidation

Invoking Article 408, Title 9 of Book 2 of the Dutch Civil Code, consolidated financial statements will not be drawn up. The financial statements of M&C Saatchi Worldwide Limited, which include the financial statements of M&C Saatchi International Holdings B.V. and its subsidiaries, will be filed at the same trade registry as those of M&C Saatchi International Holdings B.V.

M&C Saatchi International Holdings B.V.

Notes to the Accounts as per 31 December 2012

Investments in subsidiaries

	Percentage of Shares in Subsidiary
M&C Saatchi (Hong Kong) Ltd (8,000 ordinary A)	100%
M&C Saatchi Agency Inc, USA (100 preferred stock A and 800 common stock A)	100%
M&C Saatchi LTD, New Zealand (33 ordinary A shares)	100%
M&C Saatchi Agency Pty Ltd, Australia (128 ordinary A)	80%
M&C Saatchi (S) Pte Ltd, Singapore (82 ordinary A)	80%
M&C Saatchi SPA, Italy (72,000 ordinary B shares)	80%
M&C Saatchi GAD SAS France	57%
M&C Saatchi Able (PTY) Ltd South Africa	50%
M&C Saatchi (M) SDN BHD, Malaysia	49%

During the year we increased our investment in M&C Saatchi (S) Pte Ltd Singapore, we acquired Singapore 49% holding in M&C Saatchi Malaysia and we acquired 4% of M&C Saatchi GAD SAS

Capital and reserves

The authorised share capital of the Company consists of 2,000 shares of NLG 100 (EURO 45 38) each, totalling NLG 200,000 (EURO 90,756)

As at 31st December 2007 400 shares were issue and fully paid-up

The movements in capital and reserves can be summarised as follows

	issued share capital	Share Premium	General reserve account	Capital and reserves
Position 1st January 2012	18,151	4,337,921	8,915,753	13,271,825
Net loss for financial year			1,521,571	1,521,571
Position at 31st December 2012	<u>18,151</u>	<u>4,337,921</u>	<u>10,437,325</u>	<u>14,793,397</u>

M&C Saatchi International Holdings B.V.
Notes to the Accounts as per 31 December 2012

Directors

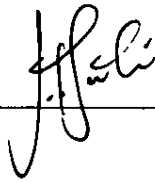
The Company has one managing director

Staff number and employment cost

During the financial year under review the company had no employees and hence incurred no wages, salaries and related social security premiums during the year under review or the previous year. The director did not receive any remuneration.

The Management

Jeremy Sinclair

A handwritten signature in black ink, appearing to read 'J. Sinclair', is written over a horizontal line.

M&C Saatchi International Holdings B.V.

Supplementary information to the Accounts as at 31st December 2012

Retained earnings

Article 20 of the Articles of Association provides that the profit established shall be at the disposal of the Annual General Meeting of Shareholders who may apply such profit in whole or in part towards the creation of or as an allocation to one or several general or special reserve funds, or for payment of bonuses and/or for payment of dividends. Insofar as there is a profit in the Company, the Company may pay out an interim dividend, if determined by the general meeting on a proposal of the managing board.

Appropriation of results

The net loss for the year has been deducted from the general reserve account.

Audit

Since the Company qualifies as "small sized" company it is, consequently, not legally required to have its accounts audited as provided for in the Dutch Civil Code.

Post-balance sheet events

No major post-balance events affecting the accounts occurred to date.

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

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an alteration of manner of compliance
with accounting requirements

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Part 1 Corporate company name

Corporate name of
overseas company ①

M&C SAATCHI INTERNATIONAL HOLDINGS B V

UK establishment
number

B R 0 0 6 9 1 5

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ②

NL GAAP

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ **No** Go to Section A3

☒ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ③

NL GAAP



A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ **No** Go to Section A5

☐ **Yes** Go to Section A4

OS AA01

Statement of details of parent law and other information for an overseas company

A4**Audited accounts**

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☒ **No** Go to Part 3 'Signature'☐ **Yes** Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

A5**Unaudited accounts**

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☒ **No**☐ **Yes****Part 3****Signature**

I am signing this form on behalf of the overseas company

Signature

Signature

X*James Hewitt***X**This form may be signed by
Director, Secretary, Permanent representative**J HEWITT**

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **DAVID HOBBS**

Company name **MRC SATCHI PLC.**

Address **36 GOLDEN SQ,**

LONDON

Post town

County/Region

Postcode **W1F 9EE**

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☒ You have completed all sections of the form, if appropriate
- ☒ You have signed the form



Important information

Please note that all this information will appear on the public record



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You may return this form to any Companies House address

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The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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