

Depository Receipts (ADRs) or held in book-entry form. The Group uses the terms 'ADS' and 'ADR' interchangeably. The dividends are also shown translated into US cents per ADS using the approximate average rates as shown on page 2, for each year presented.

In respect of the year ended 31 December:	Pence per ordinary share			US cents per ADS		
	Interim or First	Final or Second	Total	Interim or First	Final or Second	Total
	Interim	Interim		Interim	Interim	
2014	11.62	26.58	38.20	95.72	218.95	314.67
2015	15.91	28.78	44.69	121.62	219.99	341.61
2016	19.55	37.05	56.60	132.42	250.96	383.38
2017	22.70	37.30	60.00	146.27	240.34	386.61
2018	22.70	37.30	60.00	151.53	249.00	400.53

The 2018 interim dividend was paid on 5 November 2018 to share owners on the register at 5 October 2018. The 2018 final dividend will be paid on 8 July 2019 to share owners on the register at 14 June 2019.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The Company is subject to a variety of possible risks that could adversely impact its revenues, results of operations, reputation or financial condition. Some of these risks relate to the industries in which the Company operates while others are more specific to the Company. The table below sets out principal risks the Company has identified that could adversely affect it. See also the discussion of Forward-Looking Statements preceding Item 1.

Principal risk	Potential impact
Clients	
The Group competes for clients in a highly-competitive and evolving industry which is undergoing structural change. Client loss to competitors or as a consequence of client consolidation or a reduction in marketing budgets due to economic conditions or a shift in client spending may have a material adverse effect on our market share, business, revenues, results of operations, financial condition or prospects.	<p>The competitive landscape in our industry is constantly evolving and the role of traditional agencies is being challenged. Competitors include multinational advertising and marketing communication groups, regional and national marketing services companies, database marketing information and measurement, social media and professional services and consultants and consulting internet companies.</p> <p>Client contracts can generally be terminated on 90 days' notice or are on an assignment basis and clients put their business up for competitive review from time to time. The ability to attract new clients and to retain or increase the amount of work from existing clients may be impacted if we fail to react quickly enough to changes in the market and to evolve our structure and by loss of reputation and may be limited by clients' policies on conflicts of interest.</p> <p>The global economy continues to be volatile with uncertainties such as those caused by Brexit in the UK and Europe and technological disruption from disintermediators. 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.</p>

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Principal risk	Potential impact
The Group receives a significant portion of our revenues from a limited number of large clients and the net loss of one or more of these clients could have a material adverse effect on our prospects, business, financial condition and results of operations.	A relatively small number of clients contribute a significant percentage of our consolidated revenues. Our 10 largest clients accounted for 14.4% of revenues in the year ended 31 December 2018. Clients can reduce their marketing spend, terminate contracts, or cancel projects on short notice. The loss of one or more of our largest clients, if not replaced by new accounts or an increase in business from existing clients, would adversely affect our financial condition.
Cyber and data security	
<p>The Group is subject to strict data protection and privacy legislation in the jurisdictions in which we operate and relies extensively on information technology systems. We store, transmit and rely on critical and sensitive data such as strategic plans, personally identifiable information and trade secrets. Security of this type of data is exposed to escalating external threats that are increasing in sophistication, as well as internal data breaches.</p> <p>Existing and new data protection laws, General Data Protection Regulation (GDPR) and e-privacy regulation in the EU concerning user privacy, use of personal information, consent and online tracking may restrict some of our activities and increase costs.</p> <p>The Group is part way through an IT Transformation project and relies on third parties for the performance of a significant portion of our worldwide information technology and operations functions. A failure to provide these functions could have an adverse effect on our business. During the transformation, we are still reliant on legacy systems which could restrict our ability to change rapidly.</p>	The Group may be subject to investigative or enforcement action or legal claims or incur fines, damages, or costs and client loss if we fail to adequately protect data or observe privacy legislation in every instance. A system breakdown or intrusion could have a material adverse effect on our business, revenues, results of operations, financial condition or prospects.
Financial	
The Group is subject to credit risk through the default of a client or other counterparty.	<p>The Group is generally paid in arrears for its services. Invoices are typically payable within 30 to 60 days.</p> <p>The Group commits 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.</p>
Operational	
The Group's performance could be adversely impacted if it failed to ensure adequate internal control procedures are in place in relation to media trading.	Failure to ensure that trading activities are compliant with client obligations where relevant could adversely impact client relationships and business volumes.
The Group has commenced a three-year strategic plan to return the business to growth by the end of 2021 which includes the merger of some operations, disposals and the simplification of our structure.	A failure or delay in implementing the transformation plan may have a material adverse effect on our market share and our business, revenues, results of operations, financial condition or prospects.
People and succession	
The Group's performance could be adversely affected if it does not react quickly enough to changes in our market and fails to attract, develop and retain key creative, commercial and management talent.	The Group is highly dependent on the talent, creative abilities and technical skills of our personnel as well as their relationships with clients. We are vulnerable to the loss of personnel to competitors (traditional and emerging) and clients, leading to disruption to the business.