Kantar Global Holdings S.à.r.l.

Unaudited results for the 9 months ended 30 September 2021

Good top-line growth and structural savings drive strong margin improvement

Kantar Global Holdings S.à.r.l. ("Kantar", "the Group" or "the Company"), world's leading data, insights and consulting company, announces results for the 9 months to 30 September 2021.

	9 months ended 30 September		
	2021	2020	Change
Gross Revenue ($m) [1,2]	**2,681**	2,420	+11%
Gross Margin ($m) [2]	**1,823**	1,615	+13%
Gross margin % [2]	**68%**	67%	+1ppt
EBITDA ($m) [1,2]	**445**	292	+52%
EBITDA Margin % [2]	**17%**	12%	+5ppt
Operating profit/(loss) ($m)	**74**	(142)	-

[1] Alternative Performance Measures are described in our defined terms and conventions.

[2] Results on a proforma basis, including acquisitions and excluding disposals from the time of acquisition or disposal along with the prior year comparatives. Also presented at constant currency.

Chris Jansen, Chief Executive, said: "The leadership team at Kantar is delighted with the growth being delivered this year. These results illustrate the depth of talent and commitment we have at Kantar. We continue to reshape the company, securing, for the long term, our position as the world's leading evidence and technology based growth consultancy. The team made great progress on key transformation initiatives, while simultaneously staying focused on maintaining our business momentum. For the final quarter of the year we are seeing inconsistent macro economic conditions as the world economy continues to stabilise. Whilst we are still generating growth, the uncertainty derived from these conditions is causing some within our client base to revisit the pace of their short term investments.".

Financial highlights

- Gross revenue increased by 11% year-on-year to $2,681m (Q3 2020: $2,420m) driven by growth in all divisions.
- Gross margin increased by 13% year-on-year to $1,823m (Q3 2020: $1,615m) as we continue to drive more efficiencies and automation via our platforms.
- EBITDA increased by 52% year-on-year to $445m (Q3 2020: $292m) due to the increase in gross revenue combined with the impact of savings from our long-term transformation plans. This resulted in a 5% EBITDA margin improvement to 17% (Q3 2020: 12%).
- Operating profit increased year-on-year to $74m (Q3 2020: $-142m) driven by revenue growth and the impact of cost savings.

Business investment and M&A highlights

- Completed acquisition of Numerator in July 2021.
- Completed majority of the Health division sale in April 2021 and the final tranche in November 2021.
- Announced the sale of the Reputational Intelligence business to STG with completion expected in early 2022.
- We continue to invest and transform the business evidenced by our recent acquisition of Numerator and our continued investment in our growth platforms.

For further information go to:
www.kantar.com

About Kantar

- Kantar is a data and evidence-based agency providing insights and actionable recommendations to clients worldwide. Kantar has a complete unique and rounded understanding of people around the world: how they think, feel and act, globally and locally in over 90 markets. We do not just help clients understand what has happened, we tell them why and how they can shape the future.
- Kantar's clients are wonderfully diverse. We inspire, inform and work with them to create strategies whatever their objectives – improving brand awareness, attracting more consumers, increasing brand penetration, financial success or growing peoples' confidence in public services.
- Kantar collects data digitally and share insights in real time – at scale and at speed, with self service solutions which return results the same day, as well as deep diagnostic ones for more in-depth / bespoke analysis. Kantar uses AI and machine learning to make existing offerings faster and cheaper as well as to offer new services which could not have been dreamt of a few years ago.

Operating and financial review

For the purpose of the Operating and Financial Review section of this report, the analysis of the Group's financial results and performance has been performed on a pro-forma basis, including acquisitions and excluding disposals from the time of acquisition or disposal along with the prior year comparatives. This means we have included 3 months of Numerator trading from acquisition to end of quarter for both 2021 and 2020 and excluded Health from the dates of disposal for both 2021 and 2020. We provide commentary against constant currency figures as we consider this more appropriate and meaningful.

	Proforma 9 months ended September			
	Constant Currency Rate		Actual Rate	
	2021	2020	**2021**	2020
	$m	$m	**$m**	$m
Gross Revenue	**2,681**	2,420	**2,761**	2,433
Direct Costs	**858**	805	**885**	802
Gross Margin	**1,823**	1,615	**1,876**	1,631
Staff Costs	**1,132**	1,082	**1,167**	1,087
General and Administrative Costs	**246**	241	**253**	260
EBITDA	**445**	292	**456**	284

	Actual Rate
	$m
Twelve months ended 30 September 2021 Gross Revenue	**3,753**
Twelve months ended 30 September 2021 EBITDA	**618**
Run Rate Adjustments	
Dividends Received from JV/ Associates	**15**
Incremental Run Rate Savings and Synergies	**143**
Pro Forma Adjusted EBITDA	**776**

Divisional Performance:

	Proforma 9 months ended September															
	Insights		Media		Worldpanel		Profiles		Public		Consulting		Numerator		Health	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$m	$m	**$m**	$m	**$m**	$m	**$m**	$m	**$m**	$m	**$m**	$m	**$m**	$m	**$m**	$m
Gross Revenue	**1,329**	1,190	**471**	459	**259**	234	**216**	197	**162**	119	**139**	131	**52**	44	**53**	46

Gross Revenue

Gross Revenue increased by $261 million, or 11% from $2,420 million in the nine months ended 30 September 2020 to $2,681 million in the nine months ended 30 September 2021. All eight divisions showed growth versus 2020, including six of the eight divisions with double digit growth.

Our Public division delivered the highest growth of $43 million or 36%, driven by the UK's research around Covid-19 in support of the National Health Service home testing program. Client demand for behavioral data which experienced growth in 2020 despite the pandemic continues in 2021 as our Worldpanel division grew by $25 million or 11% with strong growth across all regions. Demand for behavioural data was also evident in our newly acquired Numerator division which grew by 8 million or 19%. Our Insights division grew by $139 million or 12%, with our growth platforms of HBG, Marketplace and Analytics driving c.80% of the growth.

Our Profiles division grew by $19 million or 10% driven by double digit growth with third party clients in Asia Pacific and EMEA. Our Consulting division grew by $8 million or 6% with strong double-digit growth in our trade optimization business, while our Media division grew by $12 million or 3%, driven by good growth in our audience measurement business.

Geographically we experienced 15% growth in our Faster Growing Markets; all regions grew with the largest impact in Asia Pacific fueled by growth in China and India. Our Mature Markets grew by 9%: all regions grew with particularly strong growth in the UK.

Direct Costs

Direct Costs which are the costs of delivering our services, increased by $53 million or 7% from $805 million in the nine months ended 30 September 2020, to $858 million in the nine months ended 30 September 2021, which was less than the increase in Gross Revenue. The largest increase was in our Public division where direct costs increased by $24 million or 40% which was slightly above Public's Revenue increase as we had limited direct costs in Q2 and Q3 2020 due to the pandemic. That increase was offset across our other divisions as we continue to drive more efficiencies and automation via platforms and offers such as Marketplace, Worldpanel+ and HBG. We have also migrated a proportion of surveys from face to face to lower cost video, telephone and online interviews.

Gross Margin

Our Gross Margin as a percentage of Gross Revenue improved by 1% to 68% in line with the increase in Gross Revenue and Direct Costs noted above. All divisions except Public and Consulting showed improvement in Gross Margin as a percentage of Gross Revenue. Overall, our Gross Margin increased by $208 million or 13% from $1,615 million in the nine months ended 30 September 2020 to $1,823 million in the nine months ended 30 September 2021. Our overall Gross Margin is back at 2019 levels.

Staff Costs

Staff Costs increased by $50 million or 5% from $1,082 million in the nine months ended 30 September 2020, to $1,132 million in the nine months ended 30 September 2021. This increase in costs was driven by our strong recovery leading to approximately $75 million of higher sales commission and expected annual incentive payments which are being accrued across the year. In addition, the reversal of temporary savings measure put in place in Q2 2020 due to the pandemic increased costs in the region of $100 million. Finally, the impact of raises and benefits was c.$25 million. Offsetting these increases were savings from the restructuring of our cost base in 2020 of approximately $150 million.

General and Administrative Costs

General and Administrative Costs increased by $5 million or 2% from $241 million in the nine months ended September 30, 2020, to $246 million in the nine months ended 30 September 2021. This increase was largely due to an increase in our running costs related to our new growth platforms and IT infrastructure.

EBITDA

EBITDA increased by $153 million or 52% from $292 million in the nine months ended 30 September 2020, to $445 million in the nine months ended 30 September 2021. This increase was primarily due to the increase in Gross Revenue combined with the impact of savings from our long-term transformation plans offset by reversal of temporary savings measure put in place in 2020 as a response to the pandemic.

Senior Lender Net debt

	As at 30 September	
	2021	2020
	$m	$m
Cash and cash equivalents [(1)]	**465**	675
Total net debt:[(2)]		
Senior Facilities [(3)]	**1,945**	1,702
Senior Secured Notes [(4)]	**1,583**	1,172
Total senior secured net debt	**3,063**	2,199
Senior Notes[(4)]	**496**	502
Total secured net debt	**3,559**	2,701
Other debt [(5)]	**292**	328
Total net debt	**3,851**	3,029

(1) Represents cash and cash equivalents net of overdrafts as of 30 September.

(2) Total net debt is reflected at its aggregate principal amounts, less cash and cash equivalents and does not reflect debt issuance costs, original issue discount, or accrued interest expense.

(3) The Senior Facilities are comprised of the Senior Term Loans and the Revolving Credit Facility. The amount shown represents the U.S. dollar equivalent of the aggregate principal amount of the Senior Term Loans, without giving effect to discounts or fees to be paid to the lenders thereunder. The Senior Term Loans include (i) a €950 million term loan B bearing interest at EURIBOR plus a 4.25% margin (subject to a margin ratchet), (ii) a $344 million term loan B bearing interest at USD LIBOR plus 5.00% margin (subject to a margin ratchet), and (iii) a $500 million term loan B2 bearing interest at USD LIBOR (floor of 0.75%) plus 4.50% margin (this term loan is not subject to a margin rachet); each maturing in December 2026. The Revolving Credit Facility provides for $400 million of borrowings (including any permitted ancillary facilities established thereunder) in certain specified currencies and any other currencies readily available in the relevant interbank market (subject to the consent of the relevant lenders), subject to customary borrowing conditions, bears a margin of the applicable benchmark rate plus 3.500% (subject to a margin ratchet), and matures in December 2026. There were no drawdowns on the facility as of 30 September 2021 (Q3 2020: $241 million drawn under the facility).

(4) Represents the U.S. dollar-equivalent of the aggregate principal amount of (i) the €1,000 million 5.750% Senior Secured Notes maturing October 31, 2026, (ii) the $425 million 5.50% Senior Secured Notes maturing 31 October 2026 and (iii) the 9.250% Senior Notes maturing 31 October 2027, issued in an initial aggregate principal amount of €475 million, with €47 million redeemed in a special mandatory redemption in February 2020 and does not reflect any initial purchaser discount or original issue discount.

(5) Represents IFRS 16 lease liabilities, as well as a $14 million loan from the WPP Plc to the Kantar Group.

Since the Acquisition, both zero balancing and notional cash pooling arrangements have been utilized where practical and permitted locally. A policy of remitting surplus cash to the UK from overseas subsidiaries via intercompany loans and dividend repatriation is used in order to manage the Group's central liquidity and to support recycling of cash to those parts of the Group that require it. As of 30 September 2021, there were no draws on the Revolving Credit Facility, which leaves $392 million of headroom after excluding $8 million of ancillary facilities established thereunder.

On 1 July 2021, a new $500 million Term Loan B2 was issued at a rate of 5.25% (Margin of 4.50% and a LIBOR floor of 0.75%). There is no margin ratchet under the terms of the new Term Loan. All other terms remain the same as those applicable to the Facility B (USD) under the Senior Facilities Agreement. In addition, a new $425 million Senior Secured Note was issued at a rate of 5.50% maturing 2026. The proceeds of the two debt issuances were used to fund the 2 July 2021 acquisition of Numerator.

On 26 July 2021 we refinanced the €950 million Facility B (EUR) with the proceeds of a new €950 million Facility B3 (EUR). The new Facility B3 (EUR) is priced at EURIBOR plus 425 bps (subject to a margin ratchet), resulting in a 75bps reduction in the interest rate applicable to the Facility B3 (EUR) at each level of the margin ratchet in comparison to the previous Facility B (EUR).

The Group continues to assess its liquidity and operational needs and to evaluate capital markets and other financing options on an ongoing basis. The Group may at any time and from time to time purchase Notes. Any such purchases may be made through open market or privately negotiated transactions with third parties or pursuant to one or more tender or exchange offers or otherwiseupon such terms and with such consideration as the purchaser may determine.

Trade working capital

The following table sets forth a comparison of balances for Net Debtors, Accrued Revenue, Creditors (including accruals), Deferred Income and various other balance sheet items that are included in our Trade Working Capital.

	Constant Currency	
	As at 30 September	
	2021	2020
	$m	$m
Net Debtors(1)	**323**	320
Accrued Revenue(2)	**229**	246
Creditors incl. accruals(3)	**(395)**	(401)
Deferred Income(4)	**(296)**	(238)
Other	**2**	2
Trade Working Capital	**(137)**	(71)

(1) Represents trade account receivables owed to the Group net of any allowance for doubtful accounts.

(2) Constitutes revenue recognised in advance of billings.

(3) Represents amounts owed to our suppliers including amounts accrued for that have not yet been invoiced.

(4) Constitutes revenue billed in advance of services being provided.

Trade Working Capital improved by $66 million from negative ($71) million as at 30 September 2020, to negative ($137) million as at 30 September 2021. The major driver of the improvement was the increase in our deferred revenue by $58 million driven by our recent acquisition of Numerator. Overall Numerator drove $40 million of the $66 million improvement in our trade working capital.

Accrued Revenue decreased by $17 million, or 7% from $246 million in the nine months ended 30 September 2020, to $229 million in the nine months ended 30 September 2021. The decrease was driven by continued improvement in our billing procedures which more than offset the volume increase driven by our 11% revenue growth September year-to-date 2021 versus 2020.

Deferred Income increased by $58 million, or 24% from $238 million in the nine months ended 30 September 2020, to $296 million in the nine months ended 30 September 2021. This is due to our recent acquisition of Numerator which has a high level of deferred income.

Capital Expenditures

	Constant Currency	
	9 months ended September	
	2021	**2020**
	$m	**$m**
Purchases of property, plant and equipment	**18**	**22**
Purchases of other intangible assets (including capitalized computer software)	**49**	**39**
Capital Expenditures	**67**	**61**

Capital Expenditures increased by $6 million, or 10% from $61 million in the nine months ended 30 September 2020, to $67 million in the nine months ended 30 September 2021. This increase was due to a $10 million increased investment in our growth platforms including Holistic Brand Guidance (HBG) and Marketplace in our Insights division and our Big Data service Worldpanel+ within our Worldpanel division. In addition, we continue to upgrade our platforms within our Media and Worldpanel divisions. Offsetting the increase in our purchase of other intangible assets was a $4 million decrease in purchases of property, plant and equipment as we have scaled back spend in this area primarily as we continue to work remotely in many of our markets.

Alternative Performance Measures

The Group has presented a number of Alternative Performance Measures ("APMs"), which are used in addition to IFRS statutory performance measures. The Group believes that these APMs, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional helpful information on the performance of the business. These APMs are consistent with how the business performance is planned and reported within the internal management reporting to the Board.

The primary alternative performance measures are:

- **EBITDA.** We define EBITDA as profit for the period before: (i) interest and taxation; (ii) investment write-downs; (iii) amortization and impairment of acquired intangible assets; (iv) gains/(losses) on disposal of investments and subsidiaries; (v) associate income/(loss); (vi) minority interests; (vii) restructuring, transformation and shareholder consulting costs; (viii) share of exceptional losses/(gains) of associates; (ix) depreciation of property, plant and equipment; (x) amortization of other intangible assets; (xi) depreciation of right-of-use assets; (xii) severance; (xiii) one-off items; (xiv) share-based compensation and (xv) foreign exchange gains/(losses).
- **Gross Revenue**. We define Gross Revenue as revenue, adjusted for certain perimeter transactions in 2020, foreign exchange translation adjustments and inclusion of inter-company revenue.
- **Direct Costs**. We define Direct Costs as third party and internal costs as well as other services which directly relate to the services delivered to clients and inclusive of inter-company costs. Costs comprise fieldwork costs including on-line, face to face and telephone, survey scripting and data processing, external data acquisition costs, billable travel, panel recruitment costs and panelist incentives for panelists who complete surveys. The intercompany costs offset against the intercompany revenue included in Gross Revenue and therefore intercompany revenues and costs have no impact on the absolute Gross Margin.
- **Gross Margin**. We define Gross Margin as Gross Revenue after Direct Costs.
- **Staff Costs**. We define Staff Costs to include wages and salaries, cash-based incentive plans, social security and pension costs, and other staff costs related primarily to freelance and temporary staff. Staff Costs do not include some severance costs which are considered as exceptional one-off expenses.
- **General and Administrative Costs**. General and Administrative Costs mainly comprises are IT costs, communication costs, establishment costs, travel, training, legal and professional costs, and advertisement and promotion costs.
- **Trade Working Capital**. We define Trade Working Capital as our period end balances in Net Debtors, Accrued Revenue, Creditors (including accruals), Deferred Income and certain other balance sheet items.

EBITDA reconciliation to IFRS:

	Note	2021 $m	2020 $m
Operating Profit / (Loss) per the Income Statement		**74.2**	(142.4)
Add back:			
Acquisition and disposal related costs	3	**72.3**	13.8
Restructuring and transformation costs	3	**171.5**	129.7
Amortisation of intangible assets	3	**179.9**	168.4
Impairment of goodwill and other intangible assets	3	**46.7**	-
Depreciation of property, plant and equipment	3	**31.3**	32.9
Depreciation of right-of-use assets	3	**49.9**	49.2
Gains on disposals of subsidiaries	3	**(174.6)**	-
Other items		**4.9**	11.0
Perimeter adjustment[(1)]		**-**	21.4
EBITDA per the Operating and Financial Review		**456.1**	284.0

1 Adjustment to 2020 to include a full year's operating profit of the Kantar entities acquired at various dates during 2020.

Net Debt

	Cash, less bank overdrafts (including held for disposal) $m	Borrowings (excl bank overdrafts) $m	Lease Liabilities $m	Net Debt $m
Per the Balance Sheet at 30 September 2021	**(486.6)**	**4,154.7**	**279.2**	**3,947.3**
Adjust for:				
Unamortised debt-issuance costs deducted from borrowings	**-**	**108.5**	**-**	**108.5**
Cash and debt outside of the Senior Lenders' perimeter	**21.2**	**(225.7)**	**-**	**(204.5)**
Net Debt per the Operating and Financial Review	**(465.4)**	**4,037.5**	**279.2**	**3,851.3**

Presentation of financial and other information

Constant Currency and Actual Rates

We present certain financial measures on a constant currency basis in U.S. dollars. These constant currency measures eliminate the effect of fluctuations in the exchange rates we use in the translation of our non-U.S. denominated sales into U.S. dollars by instead assuming that exchange rates were constant in all periods. For financial information for the nine months ended 30 September 2020 and 2021, we use the budgeted constant currency rate for the year ended 31 December 2021, which is prepared on a forward-looking basis. We additionally show financial information for the nine months ended 30 September 2021 at the actual exchange rates calculated by taking the income statements of foreign subsidiary undertakings translated into dollars at average exchange rates and the net assets of these companies translated at exchange rates as of 30 September 2021. The discussion and analysis of the financial information presented in "Operating and Financial Review" is presented in U.S. dollars on a constant currency basis, other than as specified.

We believe that these measures facilitate an understanding of the underlying economic performance of our operations. These constant currency measures are computed by translating the actual values of our non-U.S. dollar denominated results as per our subsidiaries' financial statements using the following foreign exchange rates instead of the actual foreign exchange rates used for reporting purposes during the applicable period (except with respect to consolidation adjustments):

	Constant Currency Rate per U.S. dollar	Actual Rate per U.S. dollar(1)
EUR	0.86	0.84
GBP	0.77	0.72
INR	73.08	73.61
CNY	6.92	6.47
BRL	5.54	5.33
AUD	1.38	1.32

Actual and Pro Forma Financial Information

The Actual and Pro Forma financial information as of and for the nine months ended 30 September 2020 discussed in the Operating and Financial Review is unaudited and presented on a consolidated basis as if 100% of the Acquisition had been completed 1 January 2020. As 100% of the Target Group has been acquired as of the date of this report and the results relating to 100% of the Target Group are reflected in the financial information for the nine months ended 30 September 2021, we believe that this presentation allows for the greatest comparability of results between periods. The Pro Forma Financial Information has been prepared in accordance with IFRS as Modified.

2021 Q3 Consolidated Financial Statements

The 2021 Q3 Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and IFRS Interpretation Committee adopted for use in the European Union and comply with Article 4 of the EU International Accounting Standard (IAS) Regulation.

Condensed consolidated statement of profit or loss and other comprehensive income (unaudited)

For the 9 months ended 30 September 2021

		9 months ended 30 September	
		2021	2020 (restated)
	Notes	**$m**	$m
Revenue		**2,412.5**	1,979.9
Cost of services	3	**(2,098.3)**	(1,862.0)
Gross profit		**314.2**	117.9
General and administrative costs	3	**(240.0)**	(260.3)
Operating profit/(loss)		**74.2**	(142.4)
Share of results of associates		**10.0**	9.8
Profit/(loss) before interest and taxation		**84.2**	(132.6)
Finance income	4	**2.4**	4.2
Finance costs	4	**(187.6)**	(181.3)
Revaluation of financial instruments	4	**(11.1)**	1.2
Loss before taxation		**(112.1)**	(308.5)
Taxation		**(64.5)**	21.0
Loss for the period		**(176.6)**	(287.5)
Other comprehensive income/(expense):			
Items that may be reclassified subsequently to profit or loss:			
Currency translation adjustment		**53.5**	(228.5)
Fair value movements on derivatives in effective hedge relationships		**3.9**	(2.8)
Total comprehensive loss for the period		**(119.2)**	(518.8)
Loss attributable to:			
Equity holders of the parent		**(117.9)**	(179.6)
Non-controlling interests		**(58.7)**	(107.9)
Loss for the period		**(176.6)**	(287.5)
Total comprehensive loss attributable to:			
Equity holders of the parent		**(82.4)**	(316.4)
Non-controlling interests		**(36.8)**	(202.4)
Total comprehensive loss for the period		**(119.2)**	(518.8)

*The comparative information has been restated as discussed in note 1.

Condensed consolidated statement of financial position (unaudited)

As at 30 September 2021

	Notes	30 September 2021 $m	31 December 2020 $m
Non-current assets			
Goodwill		**2,673.1**	1,681.3
Other intangible assets		**2,326.8**	2,007.8
Property, plant and equipment		**141.1**	159.0
Right-of-use assets		**274.8**	287.5
Interests in associates		**89.9**	87.2
Other investments		**9.4**	9.4
Corporate income tax recoverable		**25.6**	18.6
Deferred tax assets		**119.0**	123.5
Trade and other receivables		**20.5**	11.5
		5,680.2	4,385.8
Current assets			
Corporate income tax recoverable		**32.7**	34.5
Trade and other receivables		**725.9**	839.9
Cash and short-term deposits		**706.8**	1,274.5
Assets classified as held for sale	5	**60.1**	250.0
		1,525.5	2,398.9
Current liabilities			
Bank overdrafts	6	**(221.0)**	(648.1)
Loans payable	6	**(10.4)**	(5.5)
Trade and other payables		**(1,367.4)**	(1,402.9)
Corporate income tax payable		**(127.3)**	(74.4)
Short-term lease liabilities		**(50.5)**	(60.7)
Liabilities directly associated with assets classified as held for sale	5	**(60.4)**	(106.2)
		(1,837.0)	(2,297.8)
Net current liabilities		**(311.5)**	101.1
Total assets less current liabilities		**5,368.7**	4,486.9
Non-current liabilities			
Loans payable	6	**(4,144.3)**	(3,403.1)
Trade and other payables		**(32.7)**	(66.4)
Deferred tax liabilities		**(586.9)**	(548.1)
Provision for post-employment benefits		**(54.1)**	(58.4)
Provisions and other liabilities		**(222.6)**	(170.5)
Long-term lease liabilities		**(228.7)**	(236.3)
		(5,269.3)	(4,482.8)
Net assets		**99.4**	4.1
Equity			
Share capital		**20.0**	6.6
Share premium		**527.5**	426.1
Accumulated losses		**(452.0)**	(305.0)
Translation reserve		**(104.8)**	(164.4)
Equity attributable to owners of the Company		**(9.3)**	(36.7)
Non-controlling interests		**108.7**	40.8
Total equity		**99.4**	4.1

Condensed consolidated statement of changes in equity (unaudited)

For the 9 months ended 30 September 2021

	Share capital	Share premium	Translation reserve	Retained losses	Total shareholders' equity	Non-controlling interests	Total equity
	$m	$m	$m	$m	$m	$m	$m
Balance at 1 January 2021	**6.6**	**426.1**	**(164.4)**	**(305.0)**	**(36.7)**	**40.8**	**4.1**
Ordinary shares issued	**14.1**	**127.2**	**-**	**-**	**141.3**	**-**	**141.3**
Shares and partnership interests issued to minority shareholders	**-**	**-**	**-**	**-**	**-**	**160.5**	**160.5**
Acquisition of minority interests	**-**	**-**	**-**	**(31.5)**	**(31.5)**	**(13.1)**	**(44.6)**
Disposal of subsidiaries	**-**	**-**	**-**	**-**	**-**	**(1.0)**	**(1.0)**
Loss for the period	**-**	**-**	**-**	**(117.9)**	**(117.9)**	**(58.7)**	**(176.6)**
Currency translation adjustments	**(0.7)**	**(25.8)**	**59.6**	**-**	**33.1**	**20.4**	**53.5**
Fair value movements on derivatives in effective hedge relationships	**-**	**-**	**-**	**2.4**	**2.4**	**1.5**	**3.9**
Other comprehensive income for the period	**(0.7)**	**(25.8)**	**59.6**	**2.4**	**35.5**	**21.9**	**57.4**
Total comprehensive loss for the period	**(0.7)**	**(25.8)**	**59.6**	**(115.5)**	**(82.4)**	**(36.8)**	**(119.2)**
Dividends paid	**-**	**-**	**-**	**-**	**-**	**(41.7)**	**(41.7)**
Balance at 30 September 2021	**20.0**	**527.5**	**(104.8)**	**(452.0)**	**(9.3)**	**108.7**	**99.4**

	Share capital	Share premium	Translation reserve	Retained losses	Total shareholders' equity	Non-controlling interests	Total equity
Restated*	$m	$m	$m	$m	$m	$m	$m
Balance at 1 January 2020	6.1	390.8	4.3	(35.9)	365.3	341.5	706.8
Acquisition of subsidiaries	-	-	-	-	-	12.7	12.7
Acquisition of minority interests	-	-	-	-	-	(21.0)	(21.0)
Loss for the period	-	-	-	(179.6)	(179.6)	(107.9)	(287.5)
Currency translation adjustments	0.2	17.2	(152.5)	-	(135.1)	(93.4)	(228.5)
Fair value movements on derivatives in effective hedge relationships	-	-	-	(1.7)	(1.7)	(1.1)	(2.8)
Other comprehensive loss for the period	0.2	17.2	(152.5)	(1.7)	(136.8)	(94.5)	(231.3)
Total comprehensive loss for the period	0.2	17.2	(152.5)	(181.3)	(316.4)	(202.4)	(518.8)
Dividends paid	-	-	-	-	-	(18.8)	(18.8)
Balance at 30 September 2020	6.3	408.0	(148.2)	(217.2)	48.9	112.0	160.9

*The comparative information has been restated as discussed in note 1.

Condensed consolidated statement of cash flows (unaudited)

For the 9 months ended 30 September 2021

	Notes	9 months ended September 2021 $m	2020 (restated) $m
Cash flows from operating activities			
Operating profit/(loss)		**74.2**	(142.5)
Adjustments for:			
Depreciation, amortisation and impairments	3	**307.8**	250.6
(Increase)/decrease in working capital		**(55.7)**	133.4
Gain on disposal of subsidiaries	8	**(174.6)**	-
Other items		**(15.2)**	31.5
Cash generated from operations		**136.5**	273.0
Tax paid		**(62.3)**	(67.7)
Dividends received from associates		**6.8**	2.6
Interest received		**1.7**	4.5
Interest paid		**(134.4)**	(112.5)
Net cash (outflow)/inflow from operating activities		**(51.7)**	99.9
Cash flows from investing activities			
Acquisition of subsidiaries	7	**(1,289.7)**	(157.7)
Disposal of subsidiaries	8	**349.8**	-
Acquisition of non-controlling interests		**(35.0)**	-
Deferred consideration paid		**-**	(17.7)
Purchases of property, plant and equipment		**(13.7)**	(17.9)
Purchases of intangible assets		**(51.9)**	(34.6)
Net cash used in investing activities		**(1,040.5)**	(227.9)
Cash flows from financing activities			
Repayment of lease liabilities		**(41.8)**	(39.4)
Proceeds from issue of shares		**141.3**	-
Shares and partnership interests issued to minority shareholders		**160.5**	-
Proceeds from borrowings		**900.2**	567.7
Repayment of borrowings		**(160.2)**	(162.1)
Debt issuance cost		**-**	(15.0)
Dividends paid to non-controlling interests in subsidiaries		**(41.7)**	(18.8)
Net cash generated from financing activities		**958.3**	332.4
Net (decrease) / increase in cash and cash equivalents		**(133.9)**	204.4
Cash and cash equivalents at the beginning of the period		**629.3**	510.7
Effect of foreign exchange rate differences		**(8.8)**	(5.8)
Cash and cash equivalents including cash held in disposal group at end of period		**486.6**	709.3
Cash and cash equivalents held in disposal group presented as held for sale		**(0.8)**	-
Cash and cash equivalents at the end of the period		**485.8**	709.3

Notes to the condensed consolidated financial statements (unaudited)

For the 9 months ended 30 September 2021

1. General information

Kantar Global Holdings S.à r.l. is a limited company incorporated in the Grand Duchy of Luxembourg with its registered office at 4, rue Lou Hemmer, L-1748, Senningerberg. Luxembourg. The Company was first registered on 13 September 2019 and undertook no significant activities until it commenced the acquisition of a 60% interest in the Kantar business from WPP Plc on 5 December 2019. WPP Plc retains a 40% interest in the Kantar business acquired.

The Company's immediate parent company is Bain Capital Europe V, S.à r.l. SICAV – RAIF, an investment fund incorporated in Luxembourg, and its ultimate controlling party is Bain Capital Europe Fund V, SCSp, a partnership established in Luxembourg.

The unaudited condensed interim consolidated financial statements of Kantar Global Holdings S.á r.l. and its subsidiaries (the "Group") cover the nine month period ended 30 September 2021. The comparative information covers the nine month period ended 30 September 2020 and the statement of financial position as at 31 December 2020.

Since the unaudited condensed interim consolidated financial statements for the nine months ended 30 September 2020 were issued, the acquisition accounting for the second, third, fourth, fifth and sixth stages of the acquisition of Kantar from WPP Plc which completed by 30 September 2020 was finalised. These measurement period adjustments resulted in an increased loss for the period of $3.9 million and an increased total comprehensive loss of $235.0 million for the nine month period ended 30 September 2020. The impact on total equity as at 30 September 2020 was a $205.9 million decrease. It should also be noted that there was a $28.8 million increase in total equity as at 1 January 2020 due to the finalisation of the acquisition accounting for the first stage of the Kantar acquisition which was recognised in the annual consolidated financial statements as of and for the year ended 31 December 2020.

2. Basis of preparation and principal accounting policies

These unaudited condensed interim consolidated financial statements of the Group as of 30 September 2021 and for the nine months ended, are presented in millions of US Dollars, rounded to the nearest hundred thousand, except as otherwise stated, and have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting. They should be read in conjunction with the annual consolidated financial statements of the Group and the notes thereto as of and for the year ended 31 December 2020 which were prepared in accordance with International Financial Reporting Standards as adopted in the European Union ("IFRS") (the "annual consolidated financial statements").

The accounting policies applied for the unaudited condensed interim consolidated financial statements as at 30 September 2021 do not differ from those applied in the annual consolidated financial statements as of and for the year ended 31 December 2020, except for the adoption of new standards effective as of 1 January 2021.

The following Amendment to IFRSs, which applies for the first time in 2021, has been adopted in these condensed interim consolidated financial statements.

- Interest Rate Benchmark Reform – Phase2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The application of this amendment has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting and disclosures for future transactions or arrangements.

At the date of authorisation of these unaudited condensed interim consolidated financial statements certain Standards and Amendments, which have not been applied, were in issue but not yet effective. The impact assessment for those Standards and Amendments is in progress. In April 2021, an IFRIC agenda decision was issued in relation to the accounting treatment for configuration and customisation costs in a cloud computing arrangement. This guidance clarified that in order for an intangible asset to be capitalised in relation to customisation and configuration costs in a software-as-a-service (SaaS) arrangement, it is necessary for there to be control of the underlying software asset or for there to be a separate intangible asset which meets the definition in IAS 38 Intangible Assets. We are currently in the process of assessing the financial reporting impact of this agenda decision and will reflect any changes to our accounting policy in the financial statements for the year ending 31 December 2021. In preparing these unaudited condensed interim consolidated financial statements management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual consolidated financial statements.

As a result of the proposed sale of the Reputational Intelligence business to leading software investor Symphony Technology Group "STG" with completion expected in early 2022 an impairment review has been performed. The recoverable amount of the asset's of the cash -generating unit exceeded the carrying value by $47 million and therefore an impairment has been recognised. The recoverable amount was determined by reference to the fair value less costs of disposal. There have not been any other changes in circumstances indicating that the carrying amount of any other goodwill may not be recoverable. Therefore, no other updated impairment testing has been performed, nor any other impairment recorded, for the nine month period ended 30 September 2021.

3. Costs of services and general administrative costs

	9 months ended 30 September	
	2021	2020 (restated*)
	$m	$m
Cost of services	**2,098.3**	1,862.0
General and administrative costs	**240.0**	260.3
	2,338.3	2,122.3
Cost of services and general and administrative costs include:		
Staff costs	**1,291.5**	1,132.4
Establishment costs	**90.3**	102.8
Data collection pass-through costs	**538.1**	439.1
Other costs of services and general and administrative costs	**418.4**	448.0
Total cost of services and general and administrative costs	**2,338.3**	2,122.3
Included in the costs above are:		
Gain on disposal of subsidiary	**(174.6)**	-
Other acquisition and disposal related costs	**72.3**	13.8
Restructuring and transformation costs	**171.5**	129.7
Amortisation of other intangible assets	**179.9**	168.4
Impairment of goodwill and other intangible assets	**46.7**	-
Depreciation of property, plant and equipment	**31.3**	32.9
Depreciation of right-of-use assets	**49.9**	49.2
Short-term lease expense	**4.0**	4.1
Variable lease expense	**10.9**	7.4

*The comparative information has been restated as discussed in note 1.

4. Net finance costs and revaluation of financial instruments

	9 months ended 30 September	
	2021	2020 (restated*)
	$m	$m
Finance income		
Interest income	**2.4**	4.2
Finance costs		
Interest expense and similar charges	**(177.7)**	(157.7)
Interest expense related to lease liabilities	**(10.2)**	(8.2)
Interest expense related to defined benefit plans	**(0.6)**	(0.5)
Unwinding of discounts on provisions	**(2.1)**	(4.0)
Foreign exchange differences on financing activities	**3.0**	(10.9)
	(187.6)	(181.3)
Revaluation of financial instruments		
Revaluation gain on derivatives	**1.7**	1.0
Revaluation gain on earn-out payments due to vendors	**-**	0.3
Revaluation loss on put option payments due to vendors	**(12.8)**	(0.1)
	(11.1)	1.2

*The comparative information has been restated as discussed in note 1.

5. Assets classified as held for sale

On 16 December 2020 the Group announced an agreement for the sale of its global Health division to Cerner Corporation for consideration of $375 million. On 1 April 2021 the Group completed the divestment of substantially all of the Health division with the divestment relating to China completing on 1 September 2021. The remainder of the divestment, relating to Taiwan, is expected to complete later in 2021. All assets and liabilities attributable to the Taiwan Health business have been reclassified to assets held for sale within the consolidated statement of financial position as at 30 September 2021.

On 4 August 2021 the Group announced the proposed sale of its Reputation Intelligence business to leading software investor Symphony Technology Group "STG" with completion expected in early 2022. This proposed transaction will allow the Media division to focus on its highest priority growth platforms such as Cross Media Audience Measurement and new digital approaches for its Advertising Intelligence and TGI offerings. All assets and liabilities attributable to the Reputational Intelligence business have been reclassified to assets held for sale within the consolidated statement of financial position as at 30 September 2021. An impairment review was undertaken and an impairment of $47 million has been recognised against goodwill and acquired intangible assets attributed to the Reputational Intelligence business from the Media cash generating unit.

6. Borrowings

		As at 30 September 2021		As at 31 December 2020	
		Carrying Value $m	**Fair Value $m**	Carrying Value $m	Fair Value $m
Current					
Bank overdrafts		**221.0**	**221.0**	648.1	648.1
Term loans		**8.5**	**8.5**	3.5	3.5
Loan from WPP Plc		**1.9**	**1.9**	2.0	2.0
		231.4	**231.4**	653.6	653.6
Non-current	Maturity				
Revolving credit facilities	Jun-26	-	-	160.4	160.4
Term loans	Dec-26	**1,864.3**	**1,941.7**	1,436.6	1,499.1
Senior Notes	Oct-27	**484.5**	**538.8**	511.1	553.4
Senior Secured Notes	Oct-26	**1,558.4**	**1,648.3**	1,207.8	1,289.0
Loan from WPP Plc	Dec-27	**11.7**	**11.7**	11.8	11.8
Loan from Bain Capital companies	Jun-28	**66.1**	**66.1**	66.1	66.1
Yield Free PECs issued to WPP Plc	Dec-50	**3.7**	**3.7**	3.7	3.7
Yield Free PECs issued to Bain Capital companies	Dec-50	**5.6**	**5.6**	5.6	5.6
Vendor Loan Note	Jul-41	**150.0**	**150.0**	-	-
		4,144.3	**4,365.9**	**3,403.1**	**3,589.1**

On 2 August 2021 the Group refinanced €950 million of its Euro term loan facilities resulting in a 75bps reduction in the interest rate applicable.

On 2 July 2021 the Group issued a loan note of $150 million ("Vendor Loan Note") which part of the consideration transferred as part of the acquisition of 'Millennium Park Topco LLC'.

Further information about the Group's borrowings is given in the Operating and Financial Review.

7. Acquisitions

Numerator

On 2 July 2021, the Group acquired 100% of the issued and outstanding units of Millennium Topco LLC (Numerator), a Chicago-based, tech-driven consumer and market intelligence company for consideration of $1,318.7 million cash and a loan note of $150.0 million. Numerator blends proprietary data, including a digital panel of over one million U.S. consumers, with advanced technology to create unique insights that help companies understand their customers in real time and identify growth opportunities. The Group acquired Numerator to extend the global footprint in shopper insights, to accelerate technology roadmaps and to facilitate significant potential to accelerate growth for the combined group. The acquisition has been accounted for as a business combination using the acquisition method.

The goodwill of $1,047.9 million represents the premium paid in anticipation of future profitability from assets that are not capable of being separately identified and separately recognised such as the assembled workforce as well as the expectation that the Group will be able to leverage its wider market access and strong financial position to generate sustainable financial growth beyond what Numerator would have potentially achieved as a standalone company. None of the goodwill is expected to be deducted for tax purposes.

The intangible assets acquired as part of the acquisition relate mainly to customer relationships ($345.8 million), current technology ($165.4 million) and trade names ($32.7 million), the fair value of which is dependent on estimates of attributable future revenues, profitability and cash flows and are being amortised over 16, 10 and 10 years respectively. Trade and other receivables have a provisional fair value of $45.8 million and a gross contractual value of $46.5 million, all of which is currently expected to be collectable. The fair value of the acquired identifiable assets is provisional pending finalisation of the fair value exercise.

Other payments of $5.0 million relate to one-off payments to Numerator employees as a result of the acquisition which will be recognised as costs of sales, selling general and admin expenses over the period of service. Acquisition costs for the Group of $27.5 million have been recognised in administrative expenses.

Numerator contributed $51.8 million of external revenue and $2.1 million to the Groups operating profit from the date of acquisition to 30 September 2021. If the acquisition had completed on 1 January 2021, Group revenue and operating profit for the period ended 30 September 2021 would have been $2,510.2 million and $76.3 million, respectively.

Other

On 27 January 2021, the Group acquired all the remaining shareholding in its associate MERAC Arabia Co. Ltd, for a total consideration of $2.4 million.

On 1 June 2021, the Group acquired MeMo2 B.V. from its shareholders, for a total consideration of $20.3 million. This includes an estimated $10.4 million of contingent consideration.

The amounts recognised in respect of the net assets acquired and goodwill recognised for these acquisitions is set out in the table below:

	Numerator	**Other**	**Total**
	$m	**$m**	**$m**
Net assets acquired:			
Non-current assets	**574.7**	**0.7**	**575.4**
Current assets excluding cash equivalents	**45.8**	**20.5**	**66.3**
Cash and cash equivalents	**34.5**	**6.8**	**41.3**
Current liabilities	**(99.7)**	**(26.8)**	**(126.5)**
Non-current liabilities	**(134.5)**	**(0.9)**	**(135.4)**
Net assets acquired	**420.8**	**0.3**	**(421.1)**
Carrying value of associate	**-**	**(0.3)**	**(0.3)**
Goodwill recognised	**1,047.9**	**22.7**	**1,070.6**
Total consideration	**1,468.7**	**22.7**	**1,491.4**
Satisfied by:			
Cash	**1,318.7**	**12.3**	**1,331.0**
Contingent consideration	**-**	**10.4**	**10.4**
Vendor loan note	**150.0**	**-**	**150.0**
Total consideration	**1,468.7**	**22.7**	**1,491.4**
Net cash outflow arising on acquisitions:			
Cash consideration	**1,318.7**	**12.3**	**1,331.0**
Less: cash and cash equivalents acquired	**(34.5)**	**(6.8)**	**(41.3)**
Net cash outflow arising on acquisitions	**1,284.2**	**5.5**	**1,289.7**

7. Acquisitions (continued)

During the 9 month period ended 30 September 2020 the group made the following acquisitions:

- On 27 February 2020, the second stage of the Kantar transaction was completed, consisting of approximately 4.5% of the Kantar group, with cash consideration paid of $166.7 million.
- On 11 March 2020, the Group acquired Mavens Limited and its two subsidiaries from its shareholders, for a total consideration of $23.4 million. This includes an estimated $3.2 million of contingent consideration.
- On 30 April 2020, the third stage of the Kantar transaction was completed, consisting of approximately 1.4% of the Kantar group, for a total consideration of $36.2 million. This includes an estimated $9.5 million of contingent consideration.
- On 30 June 2020, the fourth stage of the Kantar transaction was completed, consisting of approximately 1.1% of the Kantar group, for a total consideration of $63.3 million. This includes an estimated $1.3 million of contingent consideration.
- On 3 September 2020, the fifth stage of the Kantar transaction was completed, consisting of approximately 0.5% of the Kantar group, for a total consideration of $53.3 million. This includes an estimated $1.0 million of contingent consideration

The amounts recognised in respect of the net assets acquired and goodwill recognised for these acquisitions is set out in the table below:

	Kantar 2nd to 5th stages $m	Mavens $m	Total $m
Net assets acquired:			
Non-current assets	**234.5**	**7.5**	**242.0**
Current assets excluding cash equivalents	**251.5**	**2.4**	**253.9**
Cash and cash equivalents	**160.4**	**9.9**	**170.3**
Current liabilities	**(328.9)**	**(2.4)**	**(331.3)**
Non-current liabilities	**(107.5)**	**(1.4)**	**(108.9)**
Net assets acquired	**210.0**	**16.0**	**226.0**
Non-controlling interests	**8.3**	**-**	**8.3**
Non-controlling interests acquired	**(20.8)**	**-**	**(20.8)**
Goodwill recognised	**122.1**	**7.4**	**129.5**
Total consideration	**319.6**	**23.4**	**343.0**
Satisfied by:			
Cash	**307.8**	**20.2**	**328.0**
Contingent consideration	**11.8**	**3.2**	**15.0**
Total consideration	**319.6**	**23.4**	**343.0**
Net cash outflow arising on acquisitions:			
Cash consideration	**307.8**	**20.2**	**328.0**
Less: cash and cash equivalents acquired	**(160.4)**	**(9.9)**	**(170.3)**
	147.4	**10.3**	**157.7**
Deferred consideration paid – Kantar stages one and three			**17.7**
Net cash outflow arising on acquisitions			**175.4**

8. Disposals

As referred to in note 5, on 1 April 2021 the Group completed the divestment of substantially all of its Health division with a further divestment relating to China completing on 1 September 2021. The remainder of the divestment, relating to Taiwan, is expected to complete later on 1 November 2021.

The net assets of the Health division (excluding Taiwan) at their respective disposal dates were as follows:

	Total
	$m
Intangible assets (including goodwill)	**191.1**
Property, plant and equipment	**1.2**
Right-of-use assets	**2.6**
Corporate income tax recoverable	**1.7**
Trade and other receivables	**42.2**
Cash and cash equivalents	**15.2**
Trade and other payables	**(76.6)**
Corporate income tax payable	**(0.4)**
Lease liabilities	**(2.9)**
Deferred tax liabilities	**(26.0)**
Provisions for post-employment benefits	**(1.3)**
Provisions for liabilities and charges	**(0.7)**
Net assets disposed of	**146.1**
Non-controlling interests	**0.7**
Net assets disposed of excluding non-controlling interests	**145.4**
Consideration received in cash and cash equivalents	**365.0**
Total consideration received	**365.0**
Transaction costs	**47.1**
Profit on disposal before exchange of adjustments	**172.5**
Exchange adjustments recycled to the income statement	**2.1**
Gain on disposal	**174.6**
Net cash inflow arising on disposals:	
Cash consideration	**365.0**
Less: cash and cash equivalents disposed	**(15.2)**
Net cash inflow arising on disposals	**349.8**

9. Financial instruments at fair value

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	At 30 September 2021			At 31 December 2020		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3
	$m	**$m**	**$m**	$m	$m	$m
Held at fair value through profit or loss						
Other investments	**-**	**-**	**9.4**	-	-	9.4
Derivative assets	**-**	**1.6**	**-**	-	0.4	-
Derivative liabilities	**-**	**(0.1)**	**-**	-	(0.4)	-
Payments due to vendors (earn-out agreements)	**-**	**-**	**(13.4)**	-	-	(3.5)
Liabilities in respect of put options	**-**	**-**	**-**	-	-	(40.9)
Deferred and contingent consideration	**-**	**-**	**(128.4)**	-	-	(65.6)
Held at fair value through other comprehensive income						
Derivative assets	**-**	**1.7**	**-**	-	(3.5)	-
Derivative liabilities	**-**	**(1.3)**	**-**	-	-	-

The fair values of financial assets and liabilities are based on quoted market prices where available. Where the market value is not available, the Group has estimated relevant fair values on the basis of publicly available information from outside sources. There have been no movements between the levels in the periods presented.

Reconciliation of level 3 fair value measurements:

	Other investments	**Earn-out liabilities**	**Put option liabilities**	**Deferred and contingent consideration**
	$m	**$m**	**$m**	**$m**
At 31 December 2020	**9.4**	**(3.5)**	**(40.9)**	**(65.6)**
Acquisition of subsidiaries	**-**	**(10.4)**	**-**	**-**
Revaluation loss	**-**	**-**	**(12.9)**	**-**
Unwinding of discount	**-**	**(0.1)**	**(1.4)**	**-**
Additions	**-**	**-**	**-**	**(64.8)**
Settlements	**-**	**-**	**-**	**2.0**
Extinguishment of put option	**-**	**-**	**53.8**	**-**
Exchange adjustments	**-**	**0.6**	**1.4**	**-**
At 30 September 2021	**9.4**	**(13.4)**	**-**	**(128.4)**

On 3 August 2021 the Group announced that it had acquired the 41.055% shareholding in Techedge ApS it did not already own. The total consideration was approximately $97 million, of which one third is payable immediately, one third is deferred until July 2023, and one third is deferred until July 2024 (which deferments may in each case be accelerated upon the occurrence of certain conditions). As a result of this a liability associated with a put option held by third party shareholders to oblige the Group to acquire this remaining shareholding and the associated non-controlling interest has been derecognised.

10. Events after the reporting period

On 27 October 2021 Cint Group AB announced they had entered into an agreement to acquire U.S. based Lucid Holdings LLC. The proposed transaction is subject to customary conditions and approvals and is expected to close by the end of 2021. The Group has a minority shareholding in Lucid Holdings LLC which is expected to be disposed of upon the completion of this transaction with the terms of consideration to be received subject to finalisation.

On 1 November 2021 the Group completed the sale of the Health business in Taiwan. This was the final divestment activity related to the sale of the Health Division to Cerner Corporation as announced on 16 December 2020 which was substantially completed earlier in 2021. For more detail of the sale of the Health Division refer to note 8.

On 17 November 2021 the Group completed the disposal of its Kantar BVS ad verification business to Advocado .

Certain defined terms and conventions

We have prepared the trading update using a number of conventions, which you should consider when reading information contained herein as follows:

- "**Acquisition**" means the acquisition of the entities comprising the Target Group pursuant to the Acquisition Agreement;
- "**Acquisition Agreement**" means the Sale and Purchase Agreement, dated 12 July 2019, as amended on 7 October 2019, by and between WPP, ROW Topco and UK Bidco, relating to the Acquisition;
- "**Faster Growing Markets**" refers to Asia Pacific, Latin America, Eastern Europe, Africa and Middle East;
- "**IFRS**" means the International Financial Reporting Standards issued by the International Accounting Standards Board, as adopted by the EU;
- "**IFRS as Modified**" means IFRS modified by application of the Annexure to SIR 2000 Investment Reporting Standards Applicable to Public Reporting Engagements on Historical Financial Information issued by the UK Financial Reporting Council;
- "**Initial Completion Date**" means 5 December 2019, the date of the initial acquisition of entities comprising approximately 92% of the Target Group (measured by EBITDA of the Target Group for the year ended 31 December 2018);
- "**Mature Markets**" refers to Continental Europe, UK and North America;
- "**Notes**" means, together, the Senior Notes and the Senior Secured Notes;
- "**Reporting Entity**" means Kantar Global Holdings S.à r.l. (formerly, Summer (BC) Lux Consolidator S.C.A.), a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue Lou Hemmer, L-1748 Luxembourg-Findel and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés du Luxembourg) under number B237802;
- "**Revolving Credit Facility**" means the $400.0 million (equivalent) senior secured revolving credit facility established under the Senior Facilities Agreement, together with any ancillary facilities;
- "**ROW Bidco**" means Summer (BC) Holdco B S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue Lou Hemmer, L-1748 Luxembourg-Findel and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés du Luxembourg) under number B235548;
- "**ROW Holdco**" means Summer (BC) Holdco A S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue Lou Hemmer, L-1748 Luxembourg-Findel and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés du Luxembourg) under number B235472;
- "**ROW Topco**" means Summer (BC) Topco S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue Lou Hemmer, L-1748 Luxembourg-Findel and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés du Luxembourg) under number B235480;
- "**Senior Facilities**" means, together, the Senior Term Loans and the Revolving Credit Facility;
- "**Senior Facilities Agreement**" means the senior facilities agreement, dated 26 November 2019, among, inter alios, RoW Bidco, US Bidco, Wilmington Trust (London) Limited, as agent and security agent, as amended, restated, modified, renewed, refunded, replaced, restructured, refinanced, repaid, increased or extended in whole or in part from time to time;
- "**Senior Notes**" means the €428.0 million aggregate principal amount of 9.250% Senior Notes due 2027 issued on 30 October 2019 by ROW Holdco;
- "**Senior Secured Notes**" means the €1,000.0 million aggregate principal amount of 5.750% Senior Secured Notes issued on 30 October 2019 by ROW Bidco;
- "**Senior Term Loans**" mean the euro-denominated and U.S. dollar-denominated senior secured term facilities established under the Senior Facilities Agreement;
- "**Target Group**" or "**Kantar**" means the entities comprising the Kantar business of the WPP Group acquired or to be acquired in the Acquisition;
- "**UK Bidco**" means Summer (BC) UK Bidco Limited, a private limited company incorporated in England, registered with Companies House under no. 12093836, with registered office at 11th Floor, 200 Aldersgate Street, London, United Kingdom, EC1A 4HD;
- "**US Bidco**" means Summer (BC) Bidco B LLC, a limited liability company formed in the State of Delaware and registered with the Secretary of State for the State of Delaware under no. 7475393 with registered office at Suite 302, 4001 Kennett Pike, Wilmington, Delaware 19807;
- "**WPP**" means WPP plc (registered number 111714), a public limited company incorporated in Jersey, with registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES; and
- "**WPP Group**" means WPP plc and its subsidiaries.

In addition to the terms defined above, the terms "**Group**," "**Kantar**," "**we**," "**our**" and "**us**" mean, as the context requires, the Target Group and/or the Reporting Entity and its subsidiaries.

Forward-looking statements and risk factors

Various statements contained in this report constitute "forward-looking statements" within the meaning of the securities laws of certain applicable jurisdictions. All statements other than statements of historical fact included in this report, including, without limitation, statements regarding our future financial position and results of operation, trends or developments affecting our financial condition and results of operation or the markets in which we operate, strategy, outlook and growth prospects, anticipated investments, costs and results, future plans and potential for growth, projects to enhance efficiency, impact of governmental regulations or actions, competition in areas of our business, litigation outcomes and timetables, future capital expenditures, liquidity requirements, capital resources, the successful integration of acquisitions and objectives of management for future operations or plans to launch new or expand existing operations, may be deemed to be forward-looking statements. When used in this quarterly report, the words "believe," "anticipate," "should," "intend," "assume," "plan," "may," "will," "expect," "estimate," "positioned," "strategy" and similar expressions may identify these forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements or industry results to be materially different from those contemplated, projected, forecasted, estimated or budgeted, whether expressed or implied, by these forward-looking statements. For a more comprehensive review of the risks and uncertainties refer to the "Forward-Looking Statements and Risk Factors" section of our 2020 Annual Report.