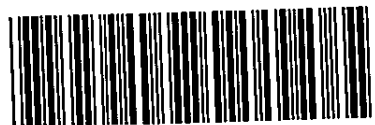


REGISTERED NUMBER 04138160 (England and Wales)

Unique Digital Marketing Limited
Report of the Directors and
Audited Financial Statements
for the year ended 31 December 2011

TUESDAY



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09/10/2012
COMPANIES HOUSE

Unique Digital Marketing Limited (Registered number 04138160)

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for the year ended 31 December 2011**

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Unique Digital Marketing Limited

**Company Information
for the year ended 31 December 2011**

DIRECTORS:

A P Stevens
E Greiner
J P Briscoe
Mrs C Barber

SECRETARY

E Greiner

REGISTERED OFFICE

The Johnson Building
77 Hatton Garden
London
London
EC1N 8JS

REGISTERED NUMBER:

04138160 (England and Wales)

AUDITORS.

The JMO Practice
Chartered Accountants
and Registered Auditors
631 The Linen Hall
162-168 Regent Street
London
W1B 5TG

BANKERS:

NatWest Bank
Regent Street Branch
250 Regent Street
London
W1B 3PB

Unique Digital Marketing Limited (Registered number: 04138160)

**Report of the Directors
for the year ended 31 December 2011**

The directors present their report with the financial statements of the company for the year ended 31 December 2011

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of digital marketing

REVIEW OF BUSINESS

2011 was a year in which we managed to diversify our product portfolio and developed new profitable channels. We were also very successful in cross-selling our offering to all our existing clients what resulted in increased level of trust and dependability of Unique's clients on our services. The team also won a considerable amount of new business that resulted in achieving our 2011 budget and should ensure sustainability and growth of the business as a going concern.

The main risk that the company is exposed to is the credit risk and we believe, we have taken adequate measures to keep this to a minimum. The company credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The amounts presented in the balance sheet are net of allowances for doubtful receivables.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2011

FIXED ASSETS

In the opinion of the directors there is no significant difference between the book value and the current open market value of the fixed assets.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2011 to the date of this report.

A P Stevens

E Greiner

J P Briscoe

Other changes in directors holding office are as follows:

Mrs C Barber - appointed 1 March 2011

COMPANY'S POLICY ON PAYMENT OF CREDITORS

It is the policy of the company to settle the terms of payment with its suppliers when agreeing the terms of each transaction, to ensure that suppliers are made aware of those terms of payment and to abide by the terms settled.

The number of creditor days at the year end was 54.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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). 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 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.

Unique Digital Marketing Limited (Registered number 04138160)

Report of the Directors
for the year ended 31 December 2011

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

ON BEHALF OF THE BOARD.



A P Stevens - Director

Date

14.9.12

**Report of the Independent Auditors to the Members of
Unique Digital Marketing Limited**

We have audited the financial statements of Unique Digital Marketing Limited for the year ended 31 December 2011 on pages five to ten. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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



J O'Sullivan FCA (Senior Statutory Auditor)
for and on behalf of The JMO Practice
Chartered Accountants
and Registered Auditors
631 The Linen Hall
162-168 Regent Street
London
W1B 5TG

Date

3 October 2012

Unique Digital Marketing Limited (Registered number. 04138160)

**Profit and Loss Account
for the year ended 31 December 2011**

	Notes	31 12 11 £	31 12 10 £
TURNOVER	2	12,587,008	23,192,723
Cost of sales		10,397,951	21,237,844
GROSS PROFIT		2,189,057	1,954,879
Administrative expenses		1,586,594	1,433,099
OPERATING PROFIT	4	602,463	521,780
Interest receivable and similar income		4,546	7,246
		607,009	529,026
Interest payable and similar charges	5	1,583	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		605,426	529,026
Tax on profit on ordinary activities	6	165,994	159,706
PROFIT FOR THE FINANCIAL YEAR		439,432	369,320

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

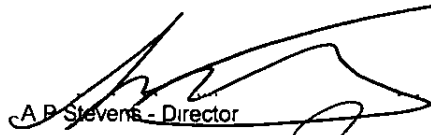
The company has no recognised gains or losses other than the profits for the current year or previous year


Unique Digital Marketing Limited (Registered number 04138160)

Balance Sheet
31 December 2011

	Notes	31 12 11 £	31 12 10 £
FIXED ASSETS			
Tangible assets	8	17,458	33,492
CURRENT ASSETS			
Debtors	9	2,080,037	4,461,995
Cash at bank		2,495,996	1,454,053
		<u>4,576,033</u>	<u>5,916,048</u>
CREDITORS			
Amounts falling due within one year	10	<u>3,083,281</u>	<u>4,878,762</u>
NET CURRENT ASSETS		<u>1,492,752</u>	<u>1,037,286</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,510,210</u>	<u>1,070,778</u>
CAPITAL AND RESERVES			
Called up share capital	11	900	900
Share premium	12	6,750	6,750
Profit and loss account	12	<u>1,502,560</u>	<u>1,063,128</u>
SHAREHOLDERS' FUNDS	14	<u>1,510,210</u>	<u>1,070,778</u>

The financial statements were approved by the Board of Directors on 19 September 2012 and were signed on its behalf by


A.P. Stevens - Director


E Greiner - Director

**Notes to the Financial Statements
for the year ended 31 December 2011**

1 ACCOUNTING POLICIES

Basis of accounting

The company is a wholly owned subsidiary of Syzygy AG and is included in the consolidated financial statements of Syzygy AG, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1. The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of Syzygy AG group or investees of Syzygy AG group.

Accounting convention

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

Turnover

Turnover represents amounts receivable for goods and services provided in the UK, net of VAT and trade discounts.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

Fixtures and fittings	- 25% on cost
Computer equipment	- 25% on cost

Deferred tax

Deferred tax, where material, is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The pension costs charged in the financial statements represent the contributions payable by the company to defined contribution arrangements during the period in accordance with FRS 17.

2 TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

	31 12 11 £	31 12 10 £
United Kingdom	12,004,636	22,899,253
Rest of Europe	582,372	293,470
	<u>12,587,008</u>	<u>23,192,723</u>

3 STAFF COSTS

	31 12 11 £	31 12 10 £
Wages and salaries	1,434,997	986,554
Social security costs	156,632	140,834
Other pension costs	11,400	10,450
	<u>1,603,029</u>	<u>1,137,838</u>

Unique Digital Marketing Limited (Registered number 04138160)

**Notes to the Financial Statements - continued
for the year ended 31 December 2011**

3 STAFF COSTS - continued

The average monthly number of employees during the year was as follows

	31 12 11	31 12 10
Client services and marketing	26	22
Administration	4	4
	<u>30</u>	<u>26</u>

4 OPERATING PROFIT

The operating profit is stated after charging

	31 12 11 £	31 12 10 £
Other operating leases	-	37,179
Depreciation - owned assets	18,630	22,170
Loss on disposal of fixed assets	2,635	22,338
Auditors' remuneration	13,200	12,000
Foreign exchange differences	10,292	11,051
	<u>410,712</u>	<u>352,442</u>
Directors' remuneration	11,400	10,450
Directors' pension contributions to money purchase schemes		

Information regarding the highest paid director is as follows

	31 12 11 £	31 12 10 £
Emoluments etc	197,100	232,500
Pension contributions to money purchase schemes	11,400	10,450

5 INTEREST PAYABLE AND SIMILAR CHARGES

	31 12 11 £	31 12 10 £
Interest on overdue tax	1,583	-

6 TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	31 12 11 £	31 12 10 £
Current tax		
UK corporation tax	165,994	159,706
Tax on profit on ordinary activities	<u>165,994</u>	<u>159,706</u>

Notes to the Financial Statements - continued
for the year ended 31 December 2011

6 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	31 12 11 £	31 12 10 £
Profit on ordinary activities before tax	605,426	529,026
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26.493% (2010 - 28%)	160,396	148,127
Effects of Expenses not deductible for tax purposes	3,740	3,707
Depreciation and loss on disposal of assets in excess of Capital allowances years	1,858	7,872
Current tax charge	165,994	159,706

7 DIVIDENDS

	31 12 11 £	31 12 10 £
A Ordinary shares of 1p each Final	-	1,000,000

8 TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 January 2011	56,123	80,413	136,536
Additions	-	5,524	5,524
Disposals	(19,332)	(55,692)	(75,024)
At 31 December 2011	36,791	30,245	67,036
DEPRECIATION			
At 1 January 2011	35,666	67,378	103,044
Charge for year	11,513	7,117	18,630
Eliminated on disposal	(16,342)	(55,754)	(72,096)
At 31 December 2011	30,837	18,741	49,578
NET BOOK VALUE			
At 31 December 2011	5,954	11,504	17,458
At 31 December 2010	20,457	13,035	33,492

9 DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 12 11 £	31 12 10 £
Trade debtors	2,072,231	4,458,133
Amounts owed by group undertakings	1,981	-
Other debtors	2,612	404
Prepayments and accrued income	3,213	3,458
	2,080,037	4,461,995

Notes to the Financial Statements - continued
for the year ended 31 December 2011

10 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 12 11 £	31 12 10 £
Trade creditors	2,101,425	3,139,637
Amounts owed to group undertakings	145,225	871,291
Tax	32	78,745
Social security and other taxes	44,737	44,157
VAT	43,371	393,164
Accruals and deferred income	748,491	351,768
	<u>3,083,281</u>	<u>4,878,762</u>

11 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid Number	Class	Nominal value	31 12 11 £	31 12 10 £
80,000	A Ordinary	1p	800	800
9,950	B Ordinary	1p	100	100
			<u>900</u>	<u>900</u>

12 RESERVES

	Profit and loss account £	Share premium £	Totals £
At 1 January 2011	1,063,128	6,750	1,069,878
Profit for the year	439,432		439,432
At 31 December 2011	<u>1,502,560</u>	<u>6,750</u>	<u>1,509,310</u>

13 ULTIMATE PARENT COMPANY

The directors regard Syzygy AG, a company incorporated in Germany, as the ultimate parent company and the ultimate controlling party

Syzygy AG is the parent company of the largest and smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from Investor Relations at Syzygy AG, Im Atzelnest 3, 61352 Bad Homburg v d H

As a group undertaking of Syzygy AG, the company has taken advantage of the exemption FRS 8 "Related party disclosures" from disclosing transactions with other members of the group headed by Syzygy AG

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 12 11 £	31 12 10 £
Profit for the financial year	439,432	369,320
Dividends	-	(1,000,000)
Net addition/(reduction) to shareholders' funds	<u>439,432</u>	<u>(630,680)</u>
Opening shareholders' funds	1,070,778	1,701,458
Closing shareholders' funds	<u>1,510,210</u>	<u>1,070,778</u>