Company Number:889123

INFORMATION ET PUBLICITE (UNITED KINGDOM) LIMITED

GROUP REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 1994

CONSTANTIN
Russell Square House
10-12 Russell Square
London WC1B 5LF



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OFFICERS AND ADVISERS

DIRECTORS: G. GERVAIS (Chairman)

J.P. VIGNOLLE

REGISTERED OFFICE: RUSSELL SQUARE HOUSE

10-12 RUSSELL SQUARE

LONDON WC1B 5LF

BANKERS: CREDIT LYONNAIS

84/94 QUEEN VICTORIA STREET

LONDON EC4P 4LX

BARCLAYS BANK PLC 155 BISHOPSGATE LONDON EC2M 3XA

AUDITORS: CONSTANTIN

RUSSELL SQUARE HOUSE 10-12 RUSSELL SQUARE

LONDON WC1B 5LF

REPORT OF THE DIRECTORS

The directors present their report together with the audited financial statements for the year ended 31 December 1994.

ACTIVITY

The principal activity of the company is the investment in media-related companies.

REVIEW OF THE BUSINESS

Despite a diminution of 5.8% in the market value of the investment in Capital Radio Plc during the year, dividends received by the group have increased by 11.6%. Between 31 December 1994 and 18 May 1995, the share price has increased by 23%. In fact the group announced improved profits and dividends in the first half and confident forecast for the second half.

The 1994 accounts include for the first time the company's investment in a joint venture, IP-TSMS Limited, an international multi-media advertising sales house. The joint venture company is jointly owned by the group and TSMS group, each owning 50%. It took on the sale of media space activities of the company. Since the year end the joint venture company has acquired the BBC World Service business and is expecting to be profitable in 1995.

DIRECTORS

The directors in office in the year and their beneficial interests in the company's issued ordinary share capital were as follows:

	Ordinary shares	
	1.1.94	31.12.94
G. GERVAIS (Chairman)	_	_
J.G. HARDY (resigned 1 July 1994)	1	-
J.P. VIGNOLLE	***	***

Mr G. Gervais and Mr J.P. Vignolle are directors of IP Groupe SA, a company incorporated in France.

SHARE CAPITAL

IP Groupe SA has the beneficial interest in the all of the share capital.

DIVIDENDS

No dividends have been paid or proposed by the company during the year.

FINANCIAL RESULTS (COMPANY)

Retained profit at 31 December 1993	£ 22,036
Profit for the year after taxation	116,327
Dividends paid and proposed	
Retained profit at 31 December 1994	138,363

The amount transferred to group reserves is shown in note 16.

REPORT OF THE DIRECTORS (CONTINUED)

FIXED ASSETS

Details of the changes are shown in the notes 9 and 10.

AUDITORS

An elective resolution was passed on 06/09/94 in accordance with the provisions of section 386 of the Companies Act 1985 (as amended) to dispense with the obligation to appoint auditors of the Company annually.

ANNUAL GENERAL MEETINGS

An elective resolution was passed on 06/09/94 in accordance with the provisions of section 366(A) of the Companies Act 1985 (as amended) to dispense with the holding of the Company's annual general meeting for the year 1994 and annual general meetings for subsequent years.

ACCOUNTS & REPORTS

An elective resolution was passed on 06/09/94 in accordance with the provisions of section 252 of the Companies Act 1985 (as amended) to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current financial year of the Company and subsequent financial years (as defined in section 223 of the said Act).

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the group and of the profit or loss of the group for that year. In preparing the financial statements, the directors are required to:

select suitable accounting policies and apply them consistently;

make judgements and 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; and

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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

BY ORDER OF THE BOARD

G. Sandars Secretary

19 May, 1995

AUDITORS' REPORT TO THE SHAREHOLDERS OF INFORMATION ET PUBLICITE (UNITED KINGDOM) LIMITED

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on pages 9 and 10.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standard issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 1994 and of the profit of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

22 May 1995

Constantin

Registered Auditors Russell Square House 10 - 12 Russell Square London WC1B 5LF

Constantin

INFORMATION ET PUBLICITE (UNITED KINGDOM) LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR YEAR ENDED 31 DECEMBER 1994

	Notes	1994 £	1993 £
Turnover	2	106,636	221,464
Administrative expenses		(194,842)	(311,372)
Share of results of associated undertakings		(69,242)	-
Income from other fixed asset investments	3	1,079,872	967,565
Operating profit		922,424	877 , 657
Interest receivable	4	21,070	53,725
Interest payable	5	(444,715)	(474,060)
Profit on ordinary activities before taxation	2,6	498,779	457,322
Tax on profit on ordinary activities	8	(214,604)	(252,820)
Profit on ordinary activities after taxation		284,175	204,502
Minority interests			44,082
Retained profit for the financial year	16,20	284,175	160,420

All group operations are continuing.

The notes on pages 9 to 17 form an integral part of the financial statements.

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 1994

	Notes	1994 £	1993 £
Profit on ordinary activities after taxation Unrealised revaluation surplus	15	284,175 (2,902,696)	160,420 29,392,622
Total gains and losses recognised in year	20	(2,618,521)	29,553,042

The notes on pages 9 to 17 form an integral part of the financial statements.

INFORMATION ET PUBLICITE (UNITED KINGDOM) LIMITED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 1994

	Notes	199	94	199	3
FIXED ASSETS		£	£	£	£
Tangible assets Investments	9 10		3,839 47,441,467	50	12,349 ,313,405
CURRENT ASSETS			47,445,306	50	,325,754
Debtors Bank and cash in hand	11	42,875 421,683		56,501 268,244	
CREDITIORS: amount falling		464,558	-	324,745	
due within one year	12	173,297		295,411	
NET CURRENT LIABILITIES		*****	291,261		29,334
Total assets less current	liabilit	ies	47,736,567	50	,355,088
CREDITORS: —amount falling after more than one year			(7,000,000)	(7.	,000,000)
NET ASSETS/(IJABILITIES)			40,736,567	43	,355,088
CAPITIAL AND RESERVES					
Called up share capital Revaluation reserve Profit and loss account	14 15 16		11,910,000 31,163,471 (2,336,904)	34	,910,000 ,066,167 ,621,079)
	20		40,736,567	43	,355,088

The notes on pages 9 to 17 form an integral part of the financial statements.

The financial statements set out on pages 5 to 17 were approved by the board of directors on 13 May 1995 and were signed on its behalf by:

·/···/J···.Directo

J.P. Vignolle

Ph. Cevat

INFORMATION ET PUBLICITE (UNITED KINGDOM) LIMITED BALANCE SHEET FOR THE YEAR ENDED 31 DECEMBER 1994

	Notes		1994	1993
FIXED ASSETS		£	£	£ £
Tangible assets Investments	9 10		3,839 20,015,231	12,349 19,915,231
CURRENT ASSETS			20,019,070	19,927,580
Debtors Bank and cash in hand	11	42,875 68,694		56,501 97,435
CREDITORS: amounts falling	•	111,569		153,936
due within one year	12	1,013,186	:	1,080,390
NET CURRENT LIABILITIES			(901,617)	(926,454)
TOTAL ASSETS LESS CURRENT LIABILITIES			19,117,453	19,001,126
CREDITORS: amount falling after more than one year	due 13		(7,000,000)	(7,000,000)
NET ASSETS/ LIABILITIES			12,117,453	12,001,126
CAPITAL AND RESERVES				
Called up share capital Revaluation reserve Profit and loss account	14 15 16		11,910,000 69,090 138,363	11,910,000 69,090 22,036
	20		12,117,453	12,001,126

The notes on pages 9 to 17 form an integral part of the financial statements.

The financial statements set out on pages 5 to 17 were approved by the board of directors on 18 \log 1995 and were signed on its behalf by :

J.P. Vignolle

Ph. Covai

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994

1. ACCOUNTING POLICIES

Accounting Convention

These financial statements are prepared under the historical cost convention, as modified by the revaluation of fixed asset investments. They have been prepared in accordance with the Companies Act 1985 and applicable accounting standards.

Consolidation and associates

The group accounts consolidate the accounts of the company, its subsidiary and its associates. The group's share of profits less losses of associated undertakings are included in the consolidated profit and loss account, and the group's share of their net assets are included in the consolidated balance sheet in accordance with Statement of Standard Accounting Practice No.1.

Depreciation

Depreciation is provided in respect of tangible fixed assets at rates calculated to reduce each asset to its estimated residual value over its useful life, as follows:

% Bases

Motor Vehicles

25 straight line

Deferred Taxation

Deferred taxation is provided in respect of material timing differences using the liability method where, in the opinion of the directors, there is a reasonable probability of that liability arising in the foreseeable future.

Investments

Listed investments are stated at market value. Market value is based on the closing middle market price on a recognised stock exchange. Unlisted investments are stated at the directors' valuation.

Revaluation reserve

The surplus arising on revaluation of fixed asset investments has been taken to a revaluation reserve.

Dividends from investments

These are taken to the profit and loss account on the basis of paid date.

Goodwill

Goodwill is written off directly against revenue reserves immediately on acquisition.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

1. ACCOUNTING POLICIES (CONTINUED)

Operating leases

Operating lease expenses are charged to the profit and loss account in the financial period to which they relate.

2. TURNOVER AND PROFIT BEFORE TAXATION

Turnover represents the invoiced amount of services provided stated net of value added tax.

	Analysis of profit before taxation	1994 £	1993 £
	Net contribution of investment in IP-TSMS Limited Net contribution of investment in Capital Radio Plc	(73,355) 572,134	•
		498,779	457,322
3.	INCOME FROM OTHER FIXED ASSET INVESTMENTS	1994 £	1993 £
	Income from listed investment	1,079,872	967,565
4.	INTEREST RECEIVABLE	1994 £	1993 £
	Bank Interest	21,070	53 , 725
5.	INTEREST PAYABLE	1994 £	1993 £
	Interest payable to group undertakings	-	11,966
	On bank loan due to be repaid wholly within five years not by installments	444,715	462,094
		444,715	474,060
			 -

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	Profit on ordinary activities before taxation is stated after charging:	1994 £	1993 £
	Auditors' remuneration Depreciation Hire of plant and machinery	4,289 3,836 102	7,650 6,289 2,861
7.	EMPLOYEES Staff costs during the year:	1994 £	1993 £
	Wages and salaries Social security costs	100,956 9,574	141,932 12,428
		110,530	154,360
	The average number of weekly employees during the year follows:-	ar was mad	e up as
		1994	1993
	Office and Management	2 =	2 =
	Directors' emoluments	£	£
	Emoluments in respect of services as directors are:-		
		20,000	20,000
	Highest paid director	20,000	20,000
	The other directors received emoluments in the follow	wing range	:-
	£ 0 - £ 5,000	2	2

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

	1994 £	1993 £
Corporation tax at 33% Tax on franked investment income Adjustment relating to prior year	215,974 (1,370)	1,285 251,535
	214,604	252,820

At 31 December 1994, the company had tax losses of approximately £ 1,300,000 to be carried forward against future trading profits.

No provision for potential deferred taxation which could arise on the disposal of shares in Dominfast Investments Limited has been made in these financial statements.

9. TANGIBLE FIXED ASSETS

COMPANY AND GROUP	Fixtures			
	Motor Vehicles	Computer	and Fittings	moteol
	venicies	Equipment £	£ £	s Total £
	L		£	£
Cost	15 240	10 500	2 222	00 010
At 1 January 1994 Additions	15,349	10,582	3,382	29,313
Disposals	_	(10 E93)	(2 202)	(12.064)
DISPOSAIS		(10,562)	(3,382)	(13,904)
At 31 December 1994	15,349	***	-	15,349
Depreciation				
At 1 January 1994	7,674	7 , 793	1,497	16,964
Charge for the year	3,836	<u>-</u>	_	3,836
Eliminated on disposal		(7 , 793)	(1,497)	(9 , 290)
At 31 December 1994	11,510	_	-	11,510
				*
Net book value				
At 31 December 1994	3,839	-	_	3,839
				
At 31 December 1993	7,675	2,789	1,885	12,349

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

10. FIXED ASSET INVESTMENTS

COMPANY	1994	1993
Subsidiary undertakings	£	£
At cost Additions (at cost)	19,846,141	12,029,209
Revaluation	69,090	7,816,932 69,090
At valuation	19,915,231	19,915,231
Associated undertakings		
At cost	_	
Additions (at cost) Revaluation	100,000	-
Revaluation	-	-
At valuation	100,000	
	20,015,231	19,915,231

Subsidiary undertakings

The investment consists of ordinary shares held in Dominfast Investments Limited, incorporated in England.

	% held	No of shares
Ordinary shares of £1 each fully paid	100	14,285,714

The subsidiary's last financial period ended on 31 December 1994. The directors changed the subsidiary's accounting reference from 30 June date to 31 December and, consequently, the financial statements have been prepared for the eighteen month period ended 31 December 1994.

Financial statements to 31 December 1994 have been used to prepare the consolidated financial statements.

Associated undertakings

The investment consists of ordinary shares held in IP-TSMS Limited, incorporated in England.

	% held	No of shares
Ordinary shares of £1 each	50	100,000

The subsidiary's first financial period ended on 31 December 1994. The company is jointly owned by Information et Publicite (United Kingdom) Limited and TSMS Limited, each shareholder owning 50%. At 31 December 1994, the share capital amounted to £200,000 and the loss for the year to that date was £138,484. Because 1994 was the first year of activity and the company should be profitable in 1995 due to the acquisition of the BBC World Service business, no provision was set against the cost of the investment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

10. FIXED ASSET INVESTMENTS (CONTINUED)

GROUP	1994	1993
Significant Holdings	£	£
At cost Revaluation	5,705,511 41,705,198	5,705,511 44,607,894
Market value	47,410,709	50,313,405
Associated undertakings Addition (equity method)	30,758	
	47,441,467	50,313,405

Significant Holdings

Dominfast Investment Limited owns 13,822,364 ordinary shares of 2.5p each in Capital Radio Plc (18.97% of issued share capital), a company quoted on the London Stock Exchange.

Capital Radio Plc has been treated as an investment in the consolidated financial statements as the directors are of the opinion that they are not able to exercise significant influence over the affairs of the company.

Capital Radio Plc is registered in England.

The principal activity is that of a local radio broadcaster in the UK.

Financial Information on Capital Radio Plc

The aggregate capital and reserves as at 30 September 1994 was £7,833,000. The retained profit for the year ended 30 September 1994 was £11,051,000.

Associated undertakings

Information et Publicite (United Kingdom) Limited owns 100,000 ordinary shares of £1 each in IP-TSMS Limited (50% of issued share capital), a company incorporated in England.

The activity is that of a international multi media advertising sales house.

11. DEBTORS

	GR(C	U P	COMPA	M Y
	1994	1993	1994	1993
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	1,379	_	1,379	_
Amount due to parent company	39,468	50,337	39,468	50,337
Prepayments	81	3,539	81	3,539
VAT recoverable	965	1,752	965	1,752
Other debtors	982	873	982	873
	42,875	56,501	42,875	56,501

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

12. CREDITORS (FALLING DUE WITHIN ONE YEAR)

	GROUP COM		IPANY	
	1994	1993	1994	1993
	£	£	£	£
Trade creditors	438	3,022	77	2,661
Amount due to group undertaking	-	49,016	847,750	853,016
Corporation tax	_	9,643	_	_
Social security and other taxes	10,593	9,152	10,593	9,176
Other creditors	_	380	•••	355
Accruals	162,266	219,887	154,766	210,871
Loan due to parent undertaking		4,311		4,311
	173,297	295,411	1,013,186	1,080,390
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13. CREDITORS (FALLING DUE AFTER MORE THAN ONE YEAR)

		GROUP		COMPANY	
	Doub law www.law.	1994 £	1993 £	1994 £	1993 £
	Bank loan repayable in between two and five years	7,000,000	7,000,000	7,000,000	7,000,000
14.	CALLED-UP CAPITAL				
			1994		1993
	Authorised:		£		£
	Ordinary shares of £1	1	15,000,000		15,000,000
	Alloted, issued and fully paid:				
	Ordinary shares of £1	1=	1,910,000		11,910,000

15. REVALUATION RESERVE	GROUP 1994 £	COMPANY 1994 £
Balance at 1 January 1994 Decrease in market value of investment	34,066,167 (2,902,696)	69,090 -
Balance at 31 December 1994	31,163,471	69,090

COMPANY

The revaluation reserve arose in respect of the revaluation of the shares in Dominfast Investments Limited. In the opinion of the directors the value of Dominfast Investments Limited is at least the revalued amount.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

15. REVALUATION RESERVE (CONTINUED)

GROUP

The revaluation reserve represents the group's share of the revaluation of the listed investment held by its subsidiary company to market value.

	31.12.94	31.12.93	Difference
Number of shares held in Capital Radio Plc	13,822,364	13,822,364	-
Market value by share as at 31 December (£)	3.43	3.64	(0.21)
Value of the investment at market value (£)	47,410,709	50,313,405	(2,902,696)

Since 31 December 1994, the share price of Capital Radio has recovered to amount £4.22 on 18 May 1995.

16.	As permitted by S230 CA85 the holding company's profit and loss account has not been included in these financial statements.	GROUP 1994 £	COMPANY 1994 £
	Balance at 1 January 1994 Retained profit for the year Balance at 31 December 1994	(2,621,079) 284,175 (2,336,904)	•
17.	LEASING COMMITMENTS The group and the company have annual commitments under non-cancellable operating leases as follows:-	1994 £	1993 £
	Leasing charges on contracts expiring between two and five years Other operating leases	_	2 116
	outer operating teases		2,116

18. ULITIMATE HOLDING COMPANY

The ultimate holding company is Havas S.A., a company incorporated in France.

19. CASH FLOW STATEMENT

The company has taken advantage of the exemptions in Financial Reporting Standard 1 not to prepare a Cash Flow Statement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1994 (CONTINUED)

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	GROUP		œ	MPANY
	1994	1993	1994	1993
	£	£	£	£
Profit after taxation Increase in share capital	284,175	160,420	116,327	
Other recognised gains and losses	_	2,009,000	-	2,009,000
relating to the year (see note 15)	(2,902,696)	29,392,622	-	-
Goodwill arising on acquisition		(1,957,685)		
Net addition to shareholders' funds	(2,618,521)	29,604,357	116,327	2,028,369
Shareholders' funds				
brought forward	43,355,088	13,750,731	12,001,126	9,972,757
Shareholders' funds				*
carried forward	40,736,567	43,355,088	12,117,453	12,001,126