

WWAV RAPP COLLINS GROUP LTD

DIRECTORS' REPORT AND
STATEMENT OF ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1995



REGISTERED NO: 1581935

WWAY RAPP COLLINS GROUP LTD

CONTENTS

	PAGE
DIRECTORS AND ADVISERS	1
REPORT OF THE DIRECTORS	2
REPORT OF THE AUDITORS	4
PROFIT AND LOSS ACCOUNT	5
BALANCE SHEET	6
OTHER STATEMENTS	7
ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS	8

WWAY RAPP COLLINS GROUP LTD

DIRECTORS:

J. R. Watson (Chairman and Managing Director)
C. R. Albert (Deputy Chairman)
B. R. Emsell (Deputy Chairman)
R. P. M. Demetriou (Deputy Chairman)
M. J. Birkin (appointed 01.06.95)
G. Brown
M. J. Colling (appointed 01.01.96)
I. C. Cummings FCA
B. W. Curran ACA
J. A. Gehlcken
C Gordon (appointed 01.01.96)
A. Kelley
L. J. Mair (appointed 24.02.95)
A. W. Masters
L. Pearson
R. W. Schofield
R. D. Sector
H E. Simpson (appointed 01.01.96)
B. D. Smith

COMPANY SECRETARY:

A. J. Sanford, FCIS

REGISTERED OFFICE:

Compass House
22 Redan Place
London W2 4SA

AUDITORS:

Arthur Andersen
1 Surrey Street
London
WC2R 2PS

BANKERS:

Midland Bank plc
27-32 Poultry
PO Box 125
London
EC2P 2BX

WWAV RAPP COLLINS GROUP LTDDIRECTORS' REPORT

The directors submit their Report together with the Statement of Accounts for the year ended 31 December 1995.

PRINCIPAL ACTIVITIES

The Company is the holding company for a number of subsidiary undertakings which specialise in direct mail, direct response advertising and which provide ancillary services within the direct marketing industry.

The full list of the subsidiaries and their activities is given in note 10 on page 12. These activities continue in 1996.

FIXED ASSETS

Information relating to changes in amounts of fixed assets is given in notes 9 and 10 to the accounts.

PROFIT AND LOSS ACCOUNT AND DIVIDEND

The Company does not prepare Group accounts by virtue of the exemption provided by S228 of the Companies Act 1985. The profit on ordinary activities for the year before taxation was £798,320 (1994: loss £345,136). A first interim dividend of £792,368 was paid on 29 February 1996 and the directors have declared a second interim dividend of £311,038 payable on 1 October 1996.

The directors do not recommend payment of a final dividend. The retained profit of £454,685 has been carried forward.

DIRECTORS AND THEIR INTERESTS

The names of the current directors are shown on page 1. Except as indicated they all served throughout the year. P. I. Jones also served as a Director until he resigned on 31 May 1995.

No director had an interest which requires disclosure under Paragraph 2 of Schedule 7 to the Companies Act 1985.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has maintained Directors' and Officers' Liability Insurance throughout the year.

EMPLOYEES

It is the Company's policy to keep all employees aware of financial and commercial matters as far as practicable. Involvement of employees in the performance of the Company is encouraged at meetings for all staff at which financial and other matters likely to be of interest are explained.

The Company's policy is to give full and fair consideration to applications for employment from disabled persons having regard to their particular aptitudes and abilities. Any disabled person who is in employment receives, so far as practicable, the same opportunities for training, career development and promotion as other employees.

WWAV RAPP COLLINS GROUP LTDDIRECTORS' REPORT (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 its Profit or Loss for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then 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;
- 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 Company and to 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.

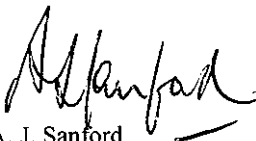
AUDITORS

A Resolution will be proposed at the forthcoming annual general meeting in accordance with Section 384 of the Companies Act 1985 to re-appoint Arthur Andersen as auditors of the Company for the ensuing year.

Registered Office

Compass House
22 Redan Place
London W2 4SA

By Order of the Board


A. J. Sanford
Secretary

30 April 1996

AUDITORS' REPORT TO THE MEMBERS OF

WWAV RAPP COLLINS GROUP LTD

We have audited the financial statements on pages 5 to 15 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 3 the Company's directors are responsible for the preparation of the financial statements and 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 Standards 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 circumstances of the Company, 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 at 31 December 1995 and of the Company's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen
Chartered Accountants and Registered Auditors
1 Surrey Street
London
WC2R 2PS

30 April 1996

WWAV RAPP COLLINS GROUP LTD
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1995

	Notes	1995	1994
		£	£
FEES AND COMMISSIONS - continuing operations	1c	950,468	686,420
Other income	2	3,408,822	1,947,107
Administrative expenses		(3,141,408)	(2,797,158)
		-----	-----
		267,414	(850,051)
		-----	-----
OPERATING PROFIT/(LOSS) - continuing operations		1,217,882	(163,631)
EXCEPTIONAL ITEMS			
Continuing operations	7	—	23,950
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST		-----	-----
		1,217,882	(139,681)
Interest payable	3	(419,562)	(205,455)
		-----	-----
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	4	798,320	(345,136)
TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES			
Tax charge on exceptional activities		—	(7,863)
Tax credit on all other activities	6	759,771	736,006
		-----	-----
		759,771	728,143
		-----	-----
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		1,558,091	383,007
Dividends payable	8	(1,103,406)	(430,000)
		-----	-----
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR		454,685	(46,993)
Retained profits brought forward		504,357	551,350
		-----	-----
RETAINED PROFITS CARRIED FORWARD		£959,042	£504,357
		=====	=====

A statement of movements on reserves is given in note 15.

The profit and loss account for 1994 has been restated to disclose interest receivable gross within other income.

The accompanying notes are an integral part of this profit and loss account.

WWAV RAPP COLLINS GROUP LTDBALANCE SHEETAT 31 DECEMBER 1995

	Note	1995	1994
		£	£
FIXED ASSETS			
Tangible assets	9	430,946	425,691
Investments	10	2,656,101	2,622,339
		<u>3,087,047</u>	<u>3,048,030</u>
CURRENT ASSETS			
Work in progress		—	1,649
Debtors	11	17,310,646	6,447,478
Bank balances and cash		1,253	1,000
		<u>17,311,899</u>	<u>6,450,127</u>
CREDITORS: Amounts falling due within one year	12	(17,672,441)	(7,226,337)
NET CURRENT LIABILITIES		(360,542)	(776,210)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,726,505</u>	<u>2,271,820</u>
CREDITORS: Amounts falling due after more than one year		—	—
PROVISIONS FOR LIABILITIES AND CHARGES	13	(151,502)	(151,502)
NET ASSETS		<u>£2,575,003</u>	<u>£2,120,318</u>
CAPITAL AND RESERVES			
Called up share capital	14	497,906	497,906
Share premium	15	1,118,055	1,118,055
Profit and loss account	15	959,042	504,357
EQUITY SHAREHOLDERS' FUNDS		<u>£2,575,003</u>	<u>£2,120,318</u>

The accompanying notes are an integral part of this balance sheet.

Approved by the Board on 30 April 1996

John R. Watson

Brian W. Curran

)
)
) Directors
)
)

WWAV RAPP COLLINS GROUP LTD

STATEMENT OF TOTAL RECOGNISED GAINS & LOSSES

There have been no recognised gains or losses other than those reported in the profit and loss account for the year.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

There is no difference between the reported profit for 1995 and 1994 and the profit for those years restated on an historical cost basis.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Note	1995 £	1994 £
Profit for the financial year		1,558,091	383,007
Dividends	8	(1,103,106)	(430,000)
		-----	-----
Retained profit for the financial year		454,985	(46,993)
Shareholders' funds at 1 January		2,120,318	2,167,311
		-----	-----
Shareholders' funds at 31 December		<u>£2,575,003</u>	<u>£2,120,318</u>

WWAV RAPP COLLINS GROUP LTD

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and with the preceding year is set out below.

(a) Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting and Reporting Standards.

(b) Consolidation

The Company has taken advantage of the exemption from preparing consolidated financial statements in accordance with Section 228 Companies Act 1985.

(c) Fees and Commissions

Fees and commissions represent invoiced amounts, exclusive of Value Added Tax.

(d) Tangible fixed assets

Tangible fixed assets have been depreciated so as to write them off over their anticipated useful lives at the following annual rates:-

Leasehold property	—	Over period to first rent review or period of lease
Leasehold improvements	—	At 15% or 10% on cost or over period of lease
Furniture and equipment	—	15% or 33.3% on cost
Computer software	—	25% on cost
Computer equipment	—	33.3% on cost
Motor vehicles	—	25% on cost
Leased assets	—	At above rates as appropriate

To the extent that tangible fixed assets have been fully depreciated, they are excluded from the accumulated costs and depreciation under the classification of "Expiries."

(e) Investments

Other fixed asset investments are stated at cost less a provision for any permanent diminution in value.

(f) Pensions

The Company is a member of a defined contribution pension scheme. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

(g) Work in progress

Work in progress is valued at the lower of cost and net realisable value.

(h) Taxation

Corporate tax payable is provided on taxable profits at the current rate. Deferred taxation has been provided at 33% (1994 33%) using the liability method in respect of timing differences, to the extent that it is probable that a liability will crystallise.

(i) Finance and operating leases

Assets held under finance leases, and the corresponding obligations under those leases are included in the balance sheet. The assets are depreciated over their estimated useful lives. The interest element of the rental obligations is charged to profit and loss account over the period of the lease on a straight line basis. Rentals under operating leases are charged on a straight line basis over the lease term, even if the payments are not made on such a basis.

WWAV RAPP COLLINS GROUP LTDNOTES TO THE ACCOUNTS (CONTINUED)**1. ACCOUNTING POLICIES (CONTINUED)****(j) Cashflow Statement**

Under the provisions of Financial Reporting Standard No. 1, the Company has not prepared a cashflow statement because it is a wholly owned subsidiary of a parent incorporated in the European Community, Diversified Agency Services Ltd. Diversified Agency Services Ltd has prepared consolidated accounts which contain a cashflow statement including the cashflows of the Company.

2. INVESTMENT INCOME

	1995	1994
	£	£
Dividends	3,112,579	1,889,650
Bank deposit interest	—	216
Group interest	291,164	55,600
Other interest	5,079	1,641
	=====	=====
	£3,408,822	£1,947,107
	=====	=====

3. INTEREST PAYABLE

	1995	1994
	£	£
Finance lease interest	7,092	7,329
Bank loans and overdrafts wholly repayable within 5 years	411,719	193,916
Other interest	751	4,210
	=====	=====
	£419,562	£205,455
	=====	=====

4. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities has been arrived at after charging:-

	1995	1994
	£	£
Staff costs (Note 5)	2,161,452	1,965,788
Depreciation of tangible fixed assets	63,375	69,041
Amortisation of leasehold property	31,864	12,442
Operating lease payments for equipment	14,481	1,944
Operating lease payments for motor vehicles	35,199	28,104
Operating lease payments for properties	151,052	212,302
Auditors' remuneration for Audit work	12,910	6,900
Auditors' remuneration for other Accountancy work	4,280	8,695
	=====	=====

WWAV RAPP COLLINS GROUP LTD

NOTES TO THE ACCOUNTS (CONTINUED)

5. DIRECTORS AND OTHER EMPLOYEES

	1995	1994
	No.	No.
The average weekly number of persons employed by the Company during the year was as follows:-		
Administration	54	58
	=====	=====
Staff costs include the following:-	£	£
Wages and salaries	1,760,730	1,667,204
Social security costs	160,470	137,442
Pension costs	239,169	158,878
Payments on termination of employment	1,083	2,264
	-----	-----
	£2,161,452	£1,965,788
	=====	=====

The emoluments of the directors were as follows:-

Remuneration as executives	£584,441	£485,305
	=====	=====

The emoluments of the Chairman and highest paid director amounted to £161,845 (1994 - £120,540) excluding pension contributions.

The emoluments of the directors, excluding pension contributions, fall within the following ranges:

	1995	1994
	No.	No.
£0 - £ 5,000	15	15
£10,001 - £15,000	1	1
£45,001 - £50,000	1	—
£50,001 - £55,000	—	1
£80,001 - £85,000	—	1
£90,001 - £95,000	1	1
£110,001 - £115,000	1	—
£120,001 - £125,000	—	1
£160,001 - £165,000	1	—
	=====	=====

6. TAXATION

	1995	1994
	£	£
UK Corporation tax on profits for the year at 33 % (1994 33%)	—	—
Group relief receivable at 33% (1994 33%)	(734,324)	(738,664)
(Over)/Under provision in respect of prior years	(14,413)	1,521
Deferred taxation at 33 % (1994 33%) (See Note 13)	(11,034)	9,000
	-----	-----
	£(759,771)	£(728,143)
	=====	=====
CREDIT		
Classified as:		
Trading activities	(759,771)	(736,006)
Exceptional items	—	7,863
	-----	-----
	£(759,771)	£(728,143)
	=====	=====

WWAV RAPP COLLINS GROUP LTD
NOTES TO THE ACCOUNTS (CONTINUED)

7. EXCEPTIONAL ITEMS

		1995 £	1994 £
The Rapp Collins Partnership Ltd transfer of business	(Continuing Activity)	£— =====	£(23,950) =====

8. DIVIDENDS

	1995 £	1994 £
Proposed interim dividend for the year of approximately 55.40 pence per share (1994 21.59p)	£1,103,406 =====	£430,000 =====

9. TANGIBLE FIXED ASSETS

	Motor Vehicles £	Computer Software £	Furniture and Equipment £	Assets under Finance leases Short-term Leasehold Property £	Total £
COST					
At 1 January 1995	21,938	28,334	222,517	340,797	613,586
Additions	—	60,718	21,882	19,861	102,461
Disposals	(13,488)	—	—	—	(13,488)
Expiries	—	(1,025)	(22,482)	—	(23,507)
	-----	-----	-----	-----	-----
At 31 December 1995	£8,450 =====	£88,027 =====	£221,917 =====	£360,658 =====	£679,052 =====
DEPRECIATION					
At 1 January 1995	11,175	8,725	66,573	101,422	187,895
Charge for year	4,923	11,725	46,727	31,864	95,239
Disposals	(11,521)	—	—	—	(11,521)
Expiries	—	(1,025)	(22,482)	—	(23,507)
	-----	-----	-----	-----	-----
At 31 December 1995	£4,577 =====	£19,425 =====	£90,818 =====	£133,286 =====	£248,106 =====
NET BOOK VALUE					
At 31 December 1995	£3,873 =====	£68,602 =====	£131,099 =====	£227,372 =====	£430,946 =====
At 31 December 1994	£10,763 =====	£19,609 =====	£155,944 =====	£239,375 =====	£425,691 =====

WWAV RAPP COLLINS GROUP LTD

NOTES TO THE ACCOUNTS (CONTINUED)

10. INVESTMENTS	1995	1994
	£	£
COST		
Brought forward	2,622,239	2,038,012
Additions	84,304	584,427
Disposals	—	(100)
Amounts written off	(50,442)	—
	=====	=====
	£2,656,101	£2,622,339
	=====	=====
Subsidiary Undertakings	£1,123,127	£1,145,339
Associated Undertakings	£55,974	£—
Unlisted Investments (Note 20)	£1,477,000	£1,477,000
	=====	=====

Additions Represent:

Consideration paid to minority shareholders of:		
WWAV Rapp Collins North Ltd	—	296,484
The Computing Group Limited	—	287,943

Consideration paid for Ordinary Shares:

Clark McKay Buckingham Ltd	28,330	—
WWAV Rapp Collins Telebusiness Consultancy Ltd	9,998	—
Data Warehouse Ltd	45,976	—
	=====	=====
	£84,304	£584,427
	=====	=====

Disposals Represent:

Publishers Clearing House Ltd	—	100
	=====	=====
	£ —	£100
	=====	=====

SHARES IN GROUP COMPANIES:-

	Nature of Business	Percentage owned
WWAV Rapp Collins Ltd	Direct Marketing	100.00%
The Computing Group Ltd	Computer Services	100.00%
WWAV Rapp Collins North Ltd	Direct Marketing	100.00%
WWAV Rapp Collins Scotland Ltd	Direct Marketing	100.00%
HLB Ltd	List Broking	100.00%
Hooton Schofield Ltd	Direct Mail Processing	100.00%
Clark McKay Buckingham Ltd	Direct Marketing	75.10%
WWAV Rapp Collins Telebusiness Consultancy Ltd	Telemarketing Consultancy	50.00%
Data Warehouse Ltd	Computer Services	50.00%
TCG Worldwide Ltd	Dormant	100.00%
Direct Art Ltd	Dormant	100.00%
The Direct Marketing Computing Centre Ltd	Dormant	100.00%
WWAV Trustees Ltd	Dormant	100.00%

All the above companies were incorporated in England

WWAV RAPP COLLINS GROUP LTD

NOTES TO THE ACCOUNTS (CONTINUED)

11. DEBTORS

	1995	1994
	£	£
Trade debtors	24,847	20,370
Other debtors	266,533	66,734
Prepayments	6,857	57,233
Immediate parent and other group undertakings	7,157,061	2,789,707
Subsidiary undertakings (see below)	5,818,821	2,346,244
Advances to affiliates	108,876	—
Corporation tax	841,746	811,524
Dividends receivable	3,075,653	322,725
VAT	30,252	32,941
	-----	-----
	£17,310,646	£6,447,478
	=====	=====

Within the amounts due from subsidiary undertakings are loans which are repayable after more than one year:-

Hooton Schofield Limited	—	1,000,000
The Computing Group Limited	1,337,758	1,000,000
	-----	-----
	£1,337,758	£2,000,000
	=====	=====

Within the amounts due from the immediate parent company are loans which are repayable after more than one year of £912,242 (1994 £nil.)

Included in other debtors is an amount of £11,034 (1994 £nil) in respect of deferred taxation which is recoverable after more than one year.

12. CREDITORS: Amounts falling due within one year

	1995	1994
	£	£
Bank overdraft	14,807,989	5,731,868
Trade creditors	169,212	49,177
Other creditors including tax and social security	1,232,774	643,974
Accruals	359,060	371,318
Dividends payable	1,103,406	430,000
	-----	-----
	£17,672,441	£7,226,337
	=====	=====

13. PROVISIONS FOR LIABILITIES AND CHARGES

	£
At 1 January 1995	151,502
Charged in profit and loss on ordinary activities	—

At 31 December 1995	£151,502
	=====

The provision shown in the balance sheet represents a provision against amounts owed to the Company by TCG Worldwide Ltd.

WWAV RAPP COLLINS GROUP LTD

NOTES TO THE ACCOUNTS (CONTINUED)

13. PROVISIONS FOR LIABILITIES AND CHARGES (CONTINUED)

	1995 £	1994 £
b) Deferred taxation		
Provision brought forward	—	(9,000)
Transfer (to)/from profit and loss account	(11,034)	9,000
	----- £(11,034) =====	----- £ — =====
Included in other debtors	£11,034 =====	£ — =====

The deferred tax asset arises from the excess of depreciation charge on fixed assets over taxation allowances.

14. CALLED UP SHARE CAPITAL

	1995 £	1994 £
Authorised 2,140,000 ordinary shares of 25p	£535,000 =====	£535,000 =====
Allotted and fully paid 1,991,624 ordinary shares of 25p	£497,906 =====	£497,906 =====

15. RESERVES

	Share Premium £	Profit & Loss £	Total £
at 1 January 1995	1,118,055	504,357	1,622,412
Retained profit for the financial year	—	454,685	454,685
	-----	-----	-----
at 31 December 1995	£1,118,055 =====	£959,042 =====	£2,077,097 =====

16. OPERATING LEASES

There are commitments on operating leases for the following year amounting to:-

	Within 1 year £	LEASES EXPIRING 2-5 years £	Over 5 years £	Total £
		1995		
Land and buildings	—	—	225,700	225,700
Other operating leases	6,715	93,059	—	99,774
	----- £6,715 =====	----- £93,059 =====	----- £225,700 =====	----- £325,474 =====
		1994		
Land and buildings	—	—	225,700	225,700
Other operating leases	9,705	26,132	—	35,837
	----- £9,705 =====	----- £26,132 =====	----- £225,700 =====	----- £261,537 =====

WWAV RAPP COLLINS GROUP LTDNOTES TO THE ACCOUNTS (CONTINUED)**17. CONTINGENT LIABILITIES**

a) Diversified Agency Services Ltd, jointly and severally with its subsidiary undertakings, has entered into a £8,000,000 collective net overdraft facility with Midland Bank plc. Midland Bank plc has the right to apply positive cash balances of the Company against indebtedness or liability of any of the other companies named in the agreement. This facility is guaranteed by Omnicom Group Inc.

18. PENSION SCHEMES

The Company operates two money purchase pension schemes.

Employees - WWAV Rapp Collins Group Ltd Pension Plan.

The plan is an insured scheme independently administered by the pension scheme provider. The pension cost charge represents the Company's contributions and amounted to £35,042. Contributions totalling £25,233 were payable at the year-end and are included within accruals.

Executive - WWAV Directors Pension Scheme.

The assets of the scheme are held separately from those of the company in a self-administered fund. The pension cost charge represents the Company's contributions payable of £204,127. Contributions totalling £9,294 were payable at the year-end and are included within accruals.

Both schemes also provide benefits and receive contributions in respect of those relevant participating employees of the Company's subsidiary undertakings

19. CAPITAL COMMITMENTS

	1995	1994
	£	£
Authorised but not contracted for	£5,591	£26,000
	=====	=====

20. UNLISTED INVESTMENT IN PRIDEWOOD ENTERPRISES LTD

The preference shares are redeemable in three equal annual tranches commencing 31st December 2000, and until redeemed, yield a net dividend of 10% per annum.

21. ULTIMATE HOLDING COMPANY

The Company's results are included in the consolidated accounts of its United Kingdom parent company, Diversified Agency Services Ltd, whose principal place of business is at 239 Old Marylebone Road, London NW1 5QT.

The largest group in which the Company's results are included is the consolidated accounts of the ultimate holding company, Omnicom Group Inc., a company incorporated in the United States of America. These consolidated accounts are available to the public and may be obtained from Omnicom Group Inc., 437 Madison Avenue, New York 10022. USA.