

Company Registration No. 02439663

Diffiniti Limited

Report and Financial Statements

31 December 2011



Diffiniti Limited

Report and financial statements 2011

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Diffiniti Limited

Report and financial statements 2011

Officers and professional advisers

Directors

J L Foster (resigned 18 August 2011)
P G Wallace (appointed 18 August 2011)
N Sharrocks (resigned 11 May 2012)
R Horler (appointed 11 May 2012)

Secretary

A Moberly

Registered Office

10 Triton Street
Regents Place
London NW1 3BF

Diffiniti Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

Principal activity, business review and future developments

The company is a wholly-owned subsidiary of Aegis Group plc and operated as part of the group's Aegis Media division. On 31 December 2007, the company transferred all of its trade and net assets to an intermediate holding company, Aegis Media Limited ('AML'). The trading business of the company is now being operated as a division of AML and the company did not trade during the year. As a result, these financial statements are prepared on a basis other than going concern.

There have been no significant events since the balance sheet date that require adjustment to, or disclosure in the financial statements.

The company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business.

Results and dividend

The profit on ordinary activities after taxation for the year was £Nil (2010: £Nil). The directors do not recommend the payment of a final ordinary dividend (2010: £Nil).

Financial risk

The directors consider that the only significant financial risk to the company is credit default risk in relation to the intercompany receivable. The directors consider the risk of credit default to be remote.

The company does not use derivative financial instruments.

Approved by the Board of Directors
and signed on behalf of the Board



P Wallace
Director

Diffiniti Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Annual report 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 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 estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, 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 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.

Diffiniti Limited

Profit and loss account Year ended 31 December 2011

	Notes	2011 £	2010 £
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		-	-
Operating profit	2	-	-
Interest receivable and similar income		-	-
Interest payable and similar charges		-	-
Profit on ordinary activities before taxation		-	-
Tax on profit on ordinary activities		-	-
Profit on ordinary activities after taxation	6	-	-

All amounts relate to discontinued operations

There are no recognised gains or losses other than the retained profit for the current and preceding year, accordingly, no statement of total recognised gains and losses is presented

Diffiniti Limited

Balance sheet 31 December 2011

	Notes	2011 £	2010 £
Current assets			
Debtors due within one year	3	2	2
		<u>2</u>	<u>2</u>
Net current assets		<u>2</u>	<u>2</u>
Total assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	4	2	2
Profit and loss account	5	-	-
		<u>-</u>	<u>-</u>
Shareholders' funds	6	<u>2</u>	<u>2</u>

For the year ending 31 December 2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements of Diffiniti Limited, registered number 02439663, were approved by the Board of Directors on 24/1/2012

Signed on behalf of the Board of Directors



P Wallace

Director

Diffiniti Limited

Notes to the accounts Year ended 31 December 2011

1. Basis of preparation

The company transferred its trade and net assets on 31 December 2007 to AML. has not traded during the year other than for the payment of a dividend. As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on a basis that the company is no longer a going concern.

Accounting policies

The accounting policies below have been applied on a consistent basis in both the current and prior year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Cash flow statement

The financial statements of Aegis Group plc for the year ended 31 December 2011 contain a consolidated statement of cash flows. Therefore the company has taken advantage of the exemption granted under FRS1 (revised) whereby it is not required to publish its own statement of cash flows.

2. Staff costs and directors' remuneration

The company employed no staff at 31 December 2011 (2010: Nil). No remuneration was paid to the directors of the company during the year (2010: £Nil).

3. Debtors

	2011 £	2010 £
Amounts falling due with one year		
Amounts due from other group companies	2	2

The amount owed by the fellow group undertaking is not interest bearing and is payable on demand.

4. Called up share capital

	2011 £	2010 £
Authorised:		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called-up and fully paid		
2 ordinary shares of £1 each	2	2

5. Profit and loss account

	2011 £	2010 £
At 1 January and 31 December	-	-

Diffiniti Limited

Notes to the accounts Year ended 31 December 2011

6. Reconciliation of movements in shareholders' funds

	2011 £	2010 £
Shareholders' funds at beginning and end of year	<u>2</u>	<u>2</u>

6. Related party transactions

The company has taken advantage of the exemption available to 90% owned subsidiaries, as defined by FRS 8, not to disclose related party transactions with other group companies. All transactions between the company and other group companies have been at arm's length.

There were no other transactions with related parties during the current or prior year.

7. Guarantees and other financial commitments

a) Capital commitments

The Company had no capital commitments as at 31 December 2011 (2010 - £nil).

8. Ultimate holding company

The company's immediate parent undertaking is Aegis Media Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate parent undertaking and controlling party is Aegis Group plc, a company incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are group is that headed by Aegis Group plc. The group financial statements of Aegis Group plc are available to the public and may be obtained from 10 Triton Street, Regents Place, London, NW1 3BF. The smallest group in which the results of the company are group is that headed by Aegis Media Limited.

On 12 July 2012 Dentsu Inc. and Aegis Group plc, the ultimate parent company of the Company, agreed on the terms of a recommended cash offer pursuant to which Dentsu Inc. will acquire the entire issued and to be issued ordinary share capital of Aegis Group plc.