

Company Registration No. SC144716

F B Media Direction Limited

Directors' Report and Financial Statements

31 December 2011



F B Media Direction Limited

Report and financial statements 2011

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F B Media Direction Limited

Report and financial statements 2011

Directors and advisers

Directors

S N Feather (resigned 30 December 2011)
G P Brooksbank
J L Foster (appointed 1 January 2011, resigned 18 August 2011)
P G Wallace (appointed 18 August 2011)
R Horler (appointed 11 May 2012)

Company Secretary

A Moberly

Registered Office

10 Triton Street
Regents Place
London
NW1 3BF

Bankers

National Westminster Bank plc
130 Commercial Road
Portsmouth
Hants
PO1 1ES

F B Media Direction Limited

Directors' report

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


Review of business and principal activities

The Company is a wholly owned subsidiary of Aegis Group plc and operated as part of the group's Aegis Media division. The company has not traded and therefore no profit and loss account has been prepared and accordingly the accounts have been prepared on a basis other than a going concern.

Directors and their interests

The directors in office during the period are disclosed on page 1. No director held a direct beneficial interest in the company during the period.

By order of the Board



P Wallace
Director

F B Media Direction 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 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 estimates that are reasonable and prudent;
- state whether applicable UK 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 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 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.

F B Media Direction Limited

Balance sheet As at 31 December 2011

| | Notes | 2011 £ | 2010 £ |
|---|-------|------------|------------|
| Current assets | | | |
| Debtors: amounts falling due after more than one year | 2 | <u>100</u> | <u>100</u> |
| Capital and reserves | | | |
| Called up share capital | 3 | 100 | 100 |
| Profit and loss account | 4 | <u>-</u> | <u>-</u> |
| Shareholders' funds | 5 | <u>100</u> | <u>100</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 F B Media Direction Limited, registered number SC144716, were approved by the Board of Directors on 24/9 2012.

Signed on behalf of the Board of Directors



P Wallace

Director

10 Triton Street
Regents Place
London NW1 3BF

F B Media Direction Limited

Notes to the financial statements Year ended 31 December 2011

1. Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable United Kingdom law and accounting standards. The Company has been dormant for a numbers of years and does not intend to trade in the future. 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.

2. Debtors: amounts falling due after more than one year

| | 2011 £ | 2010 £ |
|----------------------------------|-----------|-----------|
| Amount owed by group undertaking | 100 | 100 |

3. Called up share capital

| | 2011 £ | 2010 £ |
|--|-----------|-----------|
| Authorised, allotted and fully paid shares | | |
| Equity interests: | | |
| 100 (2010: 100) ordinary shares of £1 each | 100 | 100 |

4. Profit and loss account

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

5. Reconciliation of movements in shareholders' funds

| | 2011 £ | 2010 £ |
|---|-----------|-----------|
| Opening and Closing shareholders' funds | 100 | 100 |

6. Ultimate control and related party transactions

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.

F B Media Direction Limited

Notes to the financial statements Year ended 31 December 2011

7. Cash flow statement

The financial statements of the ultimate parent company Aegis Group plc, for the year ended 31 December 2011 contains a consolidated statement of cash flows. The Company has therefore taken advantage of the exemption granted under FRS1 (revised) and not presented a cash flow statement.