

Company Number: 4431736

OMD UK GROUP LIMITED
(formerly Omnicom Media Limited)

DIRECTORS' REPORT

The Directors present their report and the financial statements of the Company for the year ended 31st December, 2003.

The Company did not trade during the year and had no income or expenditure. The Directors consider the Company's state of affairs to be satisfactory.

The Directors during the period were:-

Mr B.J. Bastible – resigned 1st January 2003
Mr P. Poelzbauer – appointed 31.12.2003

Subsequent to the year end, Messrs N. Manning and M. Telling were appointed Directors with effect from 29th April, 2004.

The Directors who held office at 31st December, 2003, had no interest in the Company or any group company required to be disclosed under the Companies Act 1985.

BY ORDER OF THE BOARD

31st August 2004
239 Old Marylebone Road
London
NW1 5QT


S.A. Bray (Mrs)
SECRETARY



BALANCE SHEET AT 31st December 2003

	31 st December 2003	31 st December 2002
	£	
<u>NET CURRENT ASSETS</u>		
Amounts owed by fellow group undertaking	=	=
<u>CAPITAL AND RESERVES</u>		
Called-up share capital (Note 2)	2	2
Profit and loss account	-	-
<u>EQUITY SHAREHOLDERS' FUNDS</u>	<u>2</u>	<u>2</u>

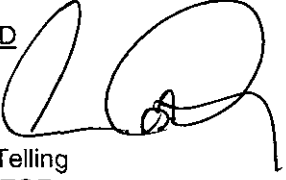
For the year ended 31st December, 2003, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:-

- i) ensuring the Company keeps accounting records which comply with Section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Section 226 and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

SIGNED


Mr M. Telling
DIRECTOR

DATE: 31st August 2004

NOTES

1. ACCOUNTING POLICIES

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

i) **Basis of Accounting**

The accounts are prepared under the historical cost conversion and in accordance with applicable accounting standards.

ii) **Financial Reporting Standard No. 8**

As a subsidiary of the Omnicom Group Inc. the Company has taken advantage of the exemption in Financial Reporting Standard No. 8 "Related party disclosures" not to disclose transactions with other members of the group headed by Omnicom Group Inc.

2. SHARE CAPITAL

	31 st December 2003	31 st December 2002
	£	£
Authorised: 10,000		
Ordinary Shares of £1.00 each	<u>10,000</u>	<u>10,000</u>
Allotted and fully paid: 2		
Ordinary Shares of £1.00 each	<u>2</u>	<u>2</u>

3. ULTIMATE HOLDING COMPANY

The Company's results are included in the consolidated accounts of its United Kingdom parent company, Omnicom Management Europe Limited, 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 parent 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, NY 10022, USA.