

Company Number: 4431736

OMD EUROPE HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors present their report and the financial statements of the Company for the period ended 31st July, 2005.

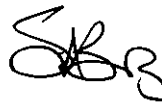
The Company did not trade during the year and had no income or expenditure. The Directors consider the Company's state of affairs to be satisfactory.

The Directors during the period were:-

Mr C.A. Gottlieb – appointed 21st March 2005
Mr N. Manning – resigned 21st March 2005
Mr M. Telling – resigned 21st March 2005
Mr P. Poelzbauer

The Directors who held office at 31st July, 2005, had no interest in the Company or any group company required to be disclosed under the Companies Act 1985.

BY ORDER OF THE BOARD



S.A. Bray (Mrs)
SECRETARY

23rd August 2005
239 Old Marylebone Road
London
NW1 5QT



| | | |
|-----------------|------------|------------|
| A29 | *A4K669PB* | 321 |
| COMPANIES HOUSE | | 21/10/2005 |
| A03 | | 439 |
| COMPANIES HOUSE | | 12/10/2005 |

BALANCE SHEET AT 31st JULY 2005

| | 31 st July 2005 | 31 st December 2004 |
|--|----------------------------|--------------------------------|
| | £ | |
| <u>NET CURRENT ASSETS</u> | | |
| Amounts owed by fellow group undertaking | ≡ | ≡ |
| <u>CAPITAL AND RESERVES</u> | | |
| Called-up share capital (Note 3) | 2 | 2 |
| Profit and loss account | - | - |
| <u>EQUITY SHAREHOLDERS' FUNDS</u> | <u>2</u> | <u>2</u> |

For the period ended 31st July, 2005, 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 period, and of its profit or loss for the financial period, 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 C. Gottlieb
DIRECTOR

DATE: 23rd August 2005

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) **Investments**

Investments are stated at cost, less any provision for impairment. Dividends received and receivables are credited to the profit and loss account.

The Company has taken advantage of Section 228 of the Companies Act 1985 not to prepare consolidated accounts as the Company is a wholly owned subsidiary undertaking of another company registered in England and Wales for which consolidated accounts are prepared.

iii) **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. FIXED ASSET INVESTMENT IN SUBSIDIARY UNDERTAKING

At 31st July, 2005, the Company held directly 100 per cent of the issued share capital of its subsidiary undertaking, OMD International Limited and 50 per cent of the issued share capital of Opera Media Limited, both companies are registered in England.

3. SHARE CAPITAL

| | 31 st July 2005 £ | 31 st December 2004 £ |
|---|---------------------------------|-------------------------------------|
| 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> |

4. ULTIMATE HOLDING COMPANY

The Company's results are included in the consolidated accounts of its United Kingdom parent company, Omnicom 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.