

1998	1.6574
1999	1.6178
2000	1.5162
2001	1.4401
2002	1.5036

The following table sets forth for each of the most recent six months, the high and low Bloomberg Closing Mid Point rates. As of May 30, 2003, the Bloomberg Closing Mid Point rate was 1.6381.

Month ended	High	Low
December 31, 2002	1.6105	1.5559
January 31, 2003	1.6485	1.5939
February 28, 2003	1.6488	1.5752
March 31, 2003	1.6129	1.5633
April 30, 2003	1.6006	1.5502
May 31, 2003	1.6542	1.5954

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The Company competes for clients in a highly competitive industry.

The communications services industry is highly competitive and fragmented. At the parent company level, the Company's principal

competitors are other large multinational communications services companies, including Omnicom Group, Interpublic Group of Companies and Publicis Groupe. The actual competition for clients, however, takes place at the operating company level, within the different sectors of advertising and media investment management; information, insight and consultancy; public relations and public affairs; and branding and identity, healthcare, and specialist communications. The Company's principal competitors in the advertising industry are large multinational agencies, including BBDO Worldwide, Leo Burnett Worldwide, DDB Worldwide Communications, Foote, Cone & Belding Worldwide, Lowe & Partners Worldwide, McCann-Erickson Worldwide, Saatchi & Saatchi and TBWA Worldwide, as well as numerous smaller agencies that operate in local markets. The Company's agencies must compete with other agencies to maintain existing client relationships and to obtain new clients. Principal competitive factors include the agency's creative reputation, knowledge of media alternatives and purchasing power, geographic coverage and diversity, quality of service and understanding of clients' needs. Improved global communications and free trade, and more stable, less inflationary worldwide economic growth have contributed to increased competition in the communications services industry. At the same time, however, advertising and marketing services companies are consolidating, diversifying and growing market share through acquisitions.

Clients are not generally bound to an individual agency and may move their accounts to another agency, usually with 90 days notice. Clients may also reduce advertising and marketing budgets at any time and for any reason with no compensation to the agency. Larger clients tend to use more than one agency for their advertising requirements. In many cases, the Company represents a client for only a portion of its advertising or marketing services needs or only in particular geographic areas thus enabling the client to continually compare the effectiveness of its different agencies' work. Industry practices in the other communications services businesses reflect similar concerns with respect to client relationships. Despite these circumstances, there is continued evidence that clients are moving towards the consolidation of their marketing activities. Consolidation trends continue amongst clients, media owners, retailers and agencies.

An agency's ability to compete for new advertising, and marketing services clients and assignments, is limited somewhat by the policy followed by many clients of not permitting agencies working for them to represent competitive accounts or product lines in the same market. A lesser number of companies will not permit their advertising and/or marketing services firms to work on competitive accounts in any market, although, increasingly, converging strategies seem to be reducing the incidence of this. Client conflict policies can and sometimes do prevent our agencies from winning new clients and assignments. However, there are also some signs of a weakening of client conflict policies, as clients wrestle with the difficulties that increasing globalisation, acquisitions, mass product launches and joint ventures bring.

The Company receives a significant portion of its revenues from a limited number of large clients.

A relatively small number of clients contribute a significant percentage of the Company's consolidated revenues. The Company's ten largest clients accounted for 28% of revenues in the year ended December 31, 2002. The Company's clients generally are able to reduce advertising and marketing spending or cancel projects at any time for any reason. There can be no assurance that any of the Company's clients will continue to utilize the Company's services to the same extent, or at all, in the future. A significant reduction in advertising and marketing spending by, or the loss of one or more of, the Company's largest clients, if not replaced by new client accounts or an increase in business from existing clients, would adversely affect the Company's prospects, business, financial condition and results of operations.

The Company may be subject to certain regulations that could restrict the Company's activities.

From time to time, governments, government agencies and industry self-regulatory bodies in the United States and other countries in which the Company operates have adopted statutes, regulations, and rulings which directly or indirectly affect the form, content, and scheduling of advertising, and public relations and public affairs, or otherwise affect the activities of the Company and its clients. Some of the foregoing relate to general considerations such as truthfulness, substantiation and interpretation of claims made, comparative advertising, relative responsibilities of clients and advertising, public relations and public affairs firms, and registration of public relations and public affairs firms' representation of foreign governments.

In addition, there is an increasing tendency towards consideration and adoption of specific rules, prohibitions, and media restrictions, and labeling, disclosure and warning requirements, with respect to advertising for certain products, such as over-the-counter drugs and pharmaceuticals, cigarettes, food and certain alcoholic beverages, and to certain groups, such as children.

Proposals have been made for the adoption of additional laws and regulations that could further restrict the activities of advertising and public relations and public affairs firms and their clients. Though the Company does not expect any existing, proposed or future regulations to materially adversely impact the Company's business, the Company is unable to estimate the effect on its future operations of the application of existing statutes or regulations or the extent or nature of future regulatory action.

The Company is dependent on its employees.

The assets of advertising and marketing services businesses are primarily their employees, and the Company is highly dependent on the talent, creative abilities and technical skills of its personnel and the relationships its personnel have with clients. The Company believes that its operating companies have established reputations in the industry that attract talented personnel. However, the Company, like all communications services businesses, is vulnerable to adverse consequences from the loss of key employees due to the competition among these businesses for talented personnel.

The Company is exposed to international business risk.