

- acquire shares which (together with shares already held by them) carry 30% or more of our voting rights; or
- hold 30% to 50% of the voting rights and acquire, within a 12 month period, further shares must make an offer for all of WPP's equity and voting non-equity share capital in which such person or persons acting in concert hold shares. The offer must be made in cash, or have a cash alternative, for at least the highest price paid by the offer or persons acting in concert with it for such shares in the previous 12 months.

## **Disclosure of interests in shares**

The Companies Act 1985 gives WPP power to require persons who it knows, or reasonably believes are, or have been within the previous three years, interested in its relevant share capital to disclose prescribed particulars of those interests. For this purpose "relevant share capital" means issued share capital of WPP carrying the right to vote in all circumstances at a general meeting of WPP. Failure to provide the information requested within a prescribed period after the dates of sending of the notice may result in sanctions being imposed against the holder of the relevant shares as provided in the Companies Act 1985. Under our articles of association, WPP may also apply the following restrictions: the withdrawal of voting and certain other rights of such shares of the class, restrictions on the rights to receive dividends and to transfer such shares. In this context, the term "interest" is broadly defined and will generally include an interest of any kind in shares, including the interest of a holder of a WPP ordinary share.

In addition, under the Companies Act 1985, any person who acquires either alone or, in certain circumstances, with others a direct or indirect interest in the relevant share capital of WPP in excess of the "notifiable percentage", currently 3% or 10% for certain types of interest, is obligated to disclose prescribed information to WPP with respect to those shares within two days. An obligation of disclosure also arises where such person's notifiable interest subsequently falls below the notifiable percentage or where, above that level, the percentage, expressed in whole numbers of WPP's relevant capital in which such person is interested increases or decreases.

## **C. Material Contracts**

We did not enter into any material contracts outside the ordinary course of business during the two years immediately preceding publication of this report.

## **D. Exchange Controls**

Until October 21, 1979, the rules issued under the United Kingdom Exchange Control Act of 1947 imposed restrictions on remittances by United Kingdom residents to persons not resident in the United Kingdom or certain other territories. These restrictions did not apply to remittances of dividends to persons resident or treated as resident in the United States or Canada who were not domiciled in the United Kingdom.

The legislation pursuant to which such exchange controls were imposed has been repealed and there are currently no such United Kingdom foreign exchange control restrictions on remittances of dividends on the ordinary shares or on the conduct of the Registrant's operations.

## **E. Taxation**

The taxation discussion set forth below is intended only as a descriptive summary and does not purport to be a complete technical analysis or listing of all potential tax effects relevant to a decision to purchase, hold or in any way transfer ordinary shares or ADSs. The statements of United Kingdom and United States tax laws set out below are based on the laws in force as of the date of this Annual Report, and are subject to any changes in United States or United Kingdom law, and in any double taxation convention between the United States and the United Kingdom, occurring after that date. The most recent double taxation convention between the United States and the United Kingdom ("US-UK Income Tax Treaty") entered into force on March 31, 2003. However, individuals may elect for a period of 12 months to be subject to the old US-UK Income Tax Treaty. Whether this is beneficial will depend on individual circumstances and therefore shareholders are advised to consult their professional advisors. In addition, new U.S. tax legislation was signed into law on May 28, 2003, which provides capital gain and dividend tax relief. The pertinent sections of the Jobs and Growth Tax Relief Reconciliation Act of 2003 ("JGTRRA") relating to capital gains and dividends will be discussed below.

The following summary of certain United States and United Kingdom tax consequences is not exhaustive of all possible tax considerations and should not be considered legal or tax advice. Prospective purchasers of ADSs are advised to satisfy themselves as to the overall tax consequences of their ownership of ADSs and the ordinary shares represented thereby by consulting their own tax advisors. In addition, this summary does not address the taxation of a United States shareholder (either corporate or individual) where the shareholder controls, or is deemed to control, 10% or more of the voting stock of the Company.

As used herein, the term "United States corporation" means any corporation organised under the laws of the United States or any state or the District of Columbia.

For the purposes of the current US-UK Income Tax Treaty and for the purposes of the United States Internal Revenue Code of 1986, as amended (the "Code"), discussed below, the holders of ADSs will be treated as the owners of the underlying ordinary shares represented by the ADSs that are evidenced by such ADSs.

## **Taxation of Dividends**

United Kingdom Residents. In respect of dividends paid after April 6, 1999, the notional tax credit that will be available for an individual shareholder resident in the United Kingdom will be 1/9th of the dividend. Tax credits are no longer repayable to UK holders with no tax liability. Individuals whose income is not within the higher income tax band are liable to tax at 10% on the dividend income and the notional tax credit will continue to satisfy their income tax liability on UK dividends. The higher rate of tax on dividend income was also reduced to 32.5% from April 6, 1999.

For dividends paid on or before May 1, 2003 to an individual who is a United States citizen and a resident of the United Kingdom and those individuals that elect for a period of 12 months to be subject to the old US-UK Income Tax Treaty; the dividend must be reported as income in the shareholder's United States income tax liability, and the notional United Kingdom tax credit attached to the dividend and any further United Kingdom taxes suffered on the dividend income will be eligible to be claimed as a credit against the individual shareholder's United States income tax liability, subject to certain limitations. For Dividends paid after May 1, 2003 and individuals who did not elect to be taxed under the old US-UK Income Tax Treaty, there will be no withholding tax on the distribution and there will no longer be any entitlement to offset any part of the UK taxation credit against any US taxation liability. The dividend received (without any gross up for withholding tax suffered or tax credits) will be subject to US taxation. According to the JGTRRA, dividends received from domestic corporations and qualifying foreign corporations (e.g., WPP Group plc) will be taxed at a maximum rate of 15%. To be eligible dividends, the stock must be held by the shareholder for more than 60 days during the 120-day period beginning 60 days before the ex-dividend date. The new dividend rate is effective for taxable years beginning after December 31, 2002.

For dividends paid to United States Residents on or before May, 1 2003 or those individuals that elect for a period of 12 months to be subject to the old UK-US Income Tax Treaty: In the case of an individual who is a United States citizen and not a resident of the United Kingdom, the dividend (i.e. the cash dividend exclusive of any notional tax credit in respect of such dividend) must be reported as income in the shareholder's United States income tax liability, and the United Kingdom tax (including withholding taxes) actually paid or accrued to the Inland Revenue will be eligible to be claimed as a credit against the individual shareholder's United States income tax liability, subject to certain limitations. For dividends paid after May 1, 2003 and individuals who did not elect to be taxed under the old US-UK Income Tax Treaty, there will be no withholding tax on the distribution and there will no longer be any entitlement to offset any part of the UK taxation credit against any US taxation liability. The dividend received (without any gross up for withholding tax suffered or tax credits) will be subject to US taxation. As discussed above, subject to certain limitations, the JGTRRA will tax dividends received from domestic corporations and qualifying foreign corporations (e.g., WPP Group plc) at a rate not to exceed 15%.

### **Implications of the Shareholder Status under the Old Income Tax Convention between the United States and the United Kingdom**

A shareholder who is a United States resident individual or a United States corporation (other than a corporation which controls at least 10% of the voting stock of the Company), and whose holding is not effectively connected with (i) a permanent establishment through which the shareholder carries on business in the United Kingdom or (ii) a fixed base regularly available and situated in the United Kingdom from which the shareholder performs independent personal services, is entitled to a payment equal to the tax credit to which a United Kingdom resident individual would have been entitled in respect of such dividend, subject to a withholding tax of 15% of the net dividend plus credit. Since April 6, 1999, this payment is effectively reduced to nil (as withholding tax is greater than the tax credit).

However, a portfolio investor (i.e. all investors holding less than 10% of the voting stock of the Company) may elect to report the gross dividend amount as received on the date of distribution and then apply the foreign tax credit for the amount of UK withholding actually suffered by indicating the election on a timely filed form 8833 for the relevant year. The amount of the creditable tax may be reduced due to a limitation calculation. Alternatively, portfolio investors can choose to be taxed on the net dividend received and utilize the amount of withholding tax actually suffered, as a deduction. Shareholders should consult with their tax advisor to determine, based on their particular tax posture, whether such UK withholding tax should be utilized as a credit or a deduction.

### **Implications of the Shareholder Status under the New Income Tax Convention between the United States and the United Kingdom.**

For dividends paid on or after May 1, 2003 no withholding tax will be imposed on dividends paid to ADS holders and there will no longer be any entitlement to offset any part of the United Kingdom taxation credit against any United States taxation liability. The dividend received (i.e. without any gross up for withholding tax suffered or tax credits) will be subject to United States taxation.

### **Distribution Ordering Rules**

The gross dividend (the sum of the dividend paid by the Company plus any related United Kingdom tax credit) will be treated as foreign source dividend income for United States Federal income tax purposes provided that such dividend is paid out of the Company's earnings and profits, as defined for United States Income Tax purposes. If the dividend is not paid out of earnings and profits, it will be treated as a return of capital (up to the holders' tax basis in their shares). Any excess above the combination of the amounts treated as dividends and returns of capital will be treated as a capital gain.

In certain cases the tax treatment under the Income Tax Convention described above may be limited or denied if the holder acquired the ADSs or ordinary shares primarily to secure the benefits of the Convention and not for bona fide commercial reasons.

## **Taxation of Capital Gains**

An individual shareholder resident in the United Kingdom will be liable to United Kingdom taxation on capital gains realised on the disposal of their ADSs or ordinary shares.

Holders of ADSs or ordinary shares who are United States resident individuals or United States corporations, and who are not resident or ordinarily resident in the United Kingdom, will not be liable to United Kingdom taxation of capital gains realised on the disposal of their ADSs or ordinary shares unless the ADSs or ordinary shares are used or held for the purposes of a trade carried on in the United Kingdom through a permanent establishment. However, a holder of ADSs or ordinary shares who is a United States citizen or a United States resident (as defined above) will be liable to taxation on such capital gains under the laws of the United States. The JGTRRA lowers the maximum tax rate on capital gains from 20% to 15% for regular tax and alternative minimum tax purposes. The rate applies to capital assets (i.e., ADSs and ordinary shares) held for more than one year. The new rate is effective for taxable years ending on or after May 6, 2003, and beginning before January 1, 2009, with special rules for taxable years including May 6, 2003.

## **Estate and Gift Tax**

The current Estate and Gift Tax Convention between the United States and the United Kingdom generally relieves from United Kingdom inheritance tax (the equivalent of United States estate and gift tax) the transfer of ordinary shares or of ADSs where the shareholder or holder of the ADS's making the transfer is domiciled for the purposes of the Convention in the United States and is not a national of the United Kingdom. This will not apply if the ordinary shares or ADSs are part of the business property of an individual's permanent establishment in the United Kingdom or are related to the fixed base in the United Kingdom of a person providing independent personal services.

If no relief is given under the Convention, inheritance tax will be charged at a rate worked out on a cumulative basis on the amount by which the value of the transferor's estate is reduced as a result of any transfer (unless the transfer is exempt or "potentially exempt") made by way of gift or other gratuitous transaction by an individual or on the death of an individual or into certain defined trusts.

Potentially exempt transfers are transfers made to certain specified classes of person and become wholly exempt if made at least more than seven years before the death of the transferor and it becomes chargeable if not so made. Special rules apply to gifts made subject to a reservation of benefit. In the unusual case where ordinary shares or ADSs are subject to both United Kingdom inheritance tax and United States gift or estate tax, the Convention generally provides for tax paid in the United Kingdom to be credited against tax payable in the United States or for tax paid in the United States to be credited against tax payable in the United Kingdom based on priority rules set forth in the Convention.

## **Stamp Duty and Stamp Duty Reserve Tax**

No UK Stamp Duty will be payable on any transfer of an ADS or on any delivery or negotiation of an ADS, provided that the instrument of transfer is executed and remains outside the UK nor will there be any liability to Stamp Duty Reserve Tax in respect of any agreement for the transfer of ADSs. Dealings in ADSs in bearer form outside the UK will be free of Stamp Duty, but certain bearer dealings within the UK may attract Stamp Duty at the rate of 1.5%.

There will be a charge to ad valorem Stamp Duty on any instrument transferring ordinary shares to a nominee or agent for a depositary which then issues depositary receipts (such as the ADSs). Where the instrument is liable to Stamp Duty as a "conveyance on sale" then the rate of duty is 1.5% of the consideration for the sale implemented by the instrument. Where the instrument of transfer is not stampable as a conveyance on sale, then the rate of duty is 1.5% of the market value of the security transferred by the instrument.

There is a charge to Stamp Duty Reserve Tax where ordinary shares are transferred or issued to, or appropriated by, a depositary or a nominee or agent for a depositary under an arrangement under which the depositary issues ADSs. Stamp Duty Reserve Tax, which is payable by the depositary, is charged at a rate of 1.5% of the consideration for the transfer. Where there is no such consideration, the rate of Stamp Duty Reserve Tax is 1.5% of the market value of the securities transferred. The charge to Stamp Duty Reserve Tax will, however, be reduced by the amount, if any, of ad valorem Stamp Duty paid on any instrument transferring the ordinary shares.

There will be a charge to ad valorem Stamp Duty on any instrument transferring ordinary shares to a nominee or agent for a clearance service if the clearance service has not elected to pay Stamp Duty Reserve Tax within its system. Where the instrument is liable to Stamp Duty as a "conveyance on sale" then the rate of duty is 1.5% of the consideration for the sale implemented by the instrument. Where the instrument of transfer is not stampable as a conveyance on sale, then the rate of duty is 1.5% of the market value of the security transferred by the instrument.

There is a charge to Stamp Duty Reserve Tax where ordinary shares are transferred or issued to a clearance service or a nominee or agent for a clearance service if the clearance service has not elected to pay Stamp Duty Reserve Tax within its system. Stamp Duty Reserve Tax, which is payable by the clearance service, is charged at a rate of 1.5% of the consideration for the transfer. Where there is no such consideration, the rate of Stamp Duty Reserve Tax is 1.5% of the market value of the securities transferred. The charge to Stamp Duty Reserve Tax will, however, be reduced by the amount, if any, of ad valorem Stamp Duty paid on any instrument transferring the ordinary shares.

In the case of conveyances or transfers of ordinary shares, the rate of duty is 0.5% of the consideration, if any, for the transfer. There is a charge to Stamp Duty Reserve Tax at a rate of 0.5% of the consideration for the transaction where there is an agreement for the sale of ordinary shares.

The Stamp Duty Reserve Tax will in general be payable by the purchaser of the ordinary shares but regulations have been made which provide for the tax to be collected in certain circumstances from persons other than the purchaser (e.g., brokers). The charge to Stamp Duty Reserve Tax will, however, be reduced by the amount, if any, of ad valorem Stamp Duty paid on the instrument transferring the ordinary shares.

A gift for no consideration of ordinary shares (other than as part of ADS or clearance service arrangements) will not attract a Stamp Duty charge if appropriately certified and is not liable to Stamp Duty Reserve Tax. A transfer of ordinary shares (other than as part of ADS or clearance service arrangements) for no consideration between nominees for the same beneficial owner will attract a fixed Stamp Duty charge of £5 and is exempt from Stamp Duty Reserve Tax.

A transfer of ordinary shares from a depositary or its agent or nominee to a person purchasing the ordinary shares from an ADS holder on cancellation of an ADS is liable to duty as a "conveyance on sale" because it completes a sale of such ordinary shares and will be liable to ad valorem Stamp Duty, payable by the purchaser.

A transfer of ordinary shares from a depositary or its agent or nominee to an ADS holder on cancellation of an ADS which is not liable to duty as a "conveyance on sale" is liable to a fixed Stamp Duty of £5.

Generally speaking, Stamp Duty is payable where shares are transferred by a document; Stamp Duty Reserve Tax is payable if the shares are in dematerialised form (e.g., in CREST, the system for the transfer of shares electronically in London) or no document is executed and stamped. Interest and penalties are payable for late payment.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statements by Experts**

Not applicable.

**H. Documents on Display**

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file reports and other information with the United States Securities and Exchange Commission. You may read and copy any materials filed with the SEC at the Public Reference Room at 450 Fifth Street N.W., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC.

**I. Subsidiary Information**

Not applicable.