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3 July 2008

**WPP GROUP PLC (“WPP”)**

**POSSIBLE OFFER FOR TAYLOR NELSON SOFRES PLC (“TNS”)**

**REVISED WPP PROPOSAL**

On 2 July 2008 WPP submitted a revised proposal to the Board of TNS consisting of 173 pence in cash and 0.1889 of a WPP share for each TNS share (the “Revised WPP Proposal”).\*

WPP believes the Revised WPP Proposal is highly attractive for TNS share owners. Based on a closing price of 460.5 pence per WPP share on 2 July 2008, the Revised WPP Proposal values each TNS share at 260 pence and the entire issued share capital of TNS at approximately £1,078 million. This represents a premium of:

- 52 per cent. over the closing price of 171 pence per TNS share on 28 April 2008, being the day prior to the announcement by TNS of a potential merger with GfK AG (“GfK”);
- 21 per cent. over the closing price of 215 pence per TNS share on 2 May 2008, being the last business day prior to the announcement by TNS that it had received a proposal from WPP; and
- 16 per cent. over the closing price of 225 pence per TNS share on 2 July 2008, being the last business day prior to this announcement.

WPP has now made several attempts to engage with the Board of TNS, in order to be able to deliver a more attractive proposal for TNS share owners than the proposed ‘nil-premium’ merger with GfK. These attempts have met with continued resistance and, although WPP understands that TNS has provided it with the same information that TNS has provided to GfK-Nürnberg e.V. (“GfK-Verein”), WPP has been denied access to the additional information which TNS has shared with GfK, which has meant that WPP has not been able to operate on equal terms to the potential detriment of TNS share owners.

The making of an offer under the Revised WPP Proposal is subject only to the following pre-conditions: (i) the satisfactory completion of confirmatory due diligence, including access to all information that TNS has provided to GfK in connection with the proposed merger and not already supplied to WPP, which WPP believes would only take a short period to complete as soon as full access is granted; (ii) the unanimous recommendation of the Board of TNS; (iii) each TNS director providing an irrevocable undertaking, in respect of his or her shareholdings, to support the offer; and (iv) final WPP Board approval.\*

The Revised WPP Proposal assumes that no further TNS dividends are declared, made or paid (other than the announced final year dividend of 3.9 pence due to be paid by TNS on or about 4 July 2008).\*

WPP intends that the cash consideration payable under the Revised WPP Proposal will be funded by a new debt facility which is being arranged with the support of WPP's relationship banks.

\* Please refer to the Important Notice at the end of this announcement

## **RATIONALE FOR COMBINATION OF TNS AND KANTAR**

### *The changing information, insight and consulting industry*

The global information, insight and consulting industry continues to expand – growing at an annual average rate of approximately 5% in recent years, with higher rates of growth in the faster growing markets of Asia, Africa and Middle East, Latin America and Central and Eastern Europe. Growth is being driven by continuous pressure on clients to raise their like-for-like revenue growth and to optimise their investment against a backdrop of changing demographics, decreasing product differentiation, intensifying global competition, the fragmentation of the media and the impact of digital development.

Clients need powerful actionable insights, presented in compelling ways in every market in which they operate and at every stage of their operations. As a result, WPP believes clients are increasingly consolidating their information spending with insight partners that can operate globally and consistently, whilst appropriately adapting to the different characteristics and demands of developed and faster growing markets.

### *The enhanced Kantar/TNS offering*

WPP believes that a combination of TNS and Kantar, WPP's leading market research business, would allow WPP to further develop its position in the vanguard of meeting these client requirements. A Kantar/TNS combination would create the second largest information, insight and consultancy group globally, with leadership positions in key geographies, competencies and sectors. WPP believes that the enlarged group would allow it to accelerate the development of this offering to clients and to lead the industry in terms of the quality of market insight and the way it is delivered to and used by clients.

Kantar/TNS would be a leading participant in the largest developed and faster growing markets around the world. WPP believes the enlarged group would hold the #1 or #2 position in eight of the top ten markets by revenue (with #3 in Japan and #4 in Italy) and in nine out of ten selected faster growing markets by revenue (with #4 in Brazil). WPP believes Kantar's strength in the US complements that of TNS in Continental Europe, and that both are strong in Asia and Latin America.

WPP believes that the enlarged group would be one of the leading participants in a number of growing, highly attractive competency areas, including:

- Retail & Shopper, delivering to companies a greater understanding of actual consumer behaviour and the factors driving it at the point of purchase;
- Media evaluation (with the exception of the US), enabling customers to understand consumption across all media touch points through its media measurement and tracking products and services and to optimise client spending accordingly;
- Digital evaluation, measurement and understanding, by bringing together the capabilities of Dynamic Logic, Cymfony, Compete and Safecount with set-top box data and the insights and tools from Kantar's equity investments in IMMI, TRA and Nuconomy. WPP believes that these businesses are promising start-ups and would in time enable WPP to deliver "cross-platform media measurement" and "return on marketing" solutions by combining set-top box data with consumer purchase data, and to provide live measurement and analytical solutions to online publishers and e-commerce providers;
- Communications and Innovation with complementary expertise in Stakeholder Management and Brand Equity; and
- FMCG and Healthcare, with Healthcare in particular poised for significant long-term growth as populations age and consumers take greater ownership of their healthcare needs.

In addition, the enlarged group would hold strong positions in the Financial Services, Technology and Automotive sectors. A growing proportion of all of these services is provided through the delivery of syndicated products, which are expected to benefit from greater recurring revenues and higher margins than custom research.

Furthermore, WPP believes that Kantar/TNS would be the pre-eminent participant in online data collection, where the two organisations individually run two leading online panels. In combination, they could provide unparalleled access to hard-to-reach respondents, as well as take the lead in online quality and consumer privacy. In addition, the enlarged group should be able to leverage individual investments by Kantar and TNS in IT, operations and purchase panels.

WPP believes that the enlarged group's strength across geographies and competencies would put it in a position to attract the best talent in the industry. Together, Kantar and TNS would be uniquely placed to develop compelling insights and to bring them to life for clients.

WPP's objective for the combined Kantar/TNS would be to reach an operating margin of approximately 13 per cent. in the medium-term.\*\*

WPP expects that a transaction completed under the terms of the Revised WPP Proposal would deliver a return on capital (post-synergies) in excess of its weighted average cost of capital in the second full year following completion, be earnings neutral (post synergies) in the second full year following completion, and earnings enhancing (post synergies) in the

third full year following completion, even after deducting the costs of achieving the synergies.\*\*

## **ESTIMATED SYNERGIES**

WPP believes that the combination of Kantar and TNS would generate industry leading margins. Margin improvement would be realised principally through the consolidation of internet panels, elimination of duplicative public company costs, procurement saving, IT infrastructure and other organisational and operational efficiencies achievable over a larger information, insight and consulting research revenue base. WPP expects these to deliver cost synergies of at least £52 million per annum before tax by 2011\*\*, in addition to incremental revenue opportunities.

The total one-off implementation cash costs related to achieving these cost synergies, which would be incurred in the first two years following completion, are expected not to exceed £52 million.

This estimate of cost synergies has been reported on under the Takeover Code by Deloitte & Touche LLP and by WPP's financial advisers: Merrill Lynch International, Perella Weinberg Partners UK LLP and Goldman Sachs International. Copies of their letters are included in parts (a) and (b) respectively of Appendix II.

The estimate of cost synergies should be read in conjunction with Appendix I.

\*\* Nothing in this announcement is intended to be a profit forecast and the statements in this announcement should not be interpreted to mean that the earnings per WPP share for the current or future financial periods will necessarily be greater than those for the relevant preceding financial period.

## **THE PROPOSED 'NIL-PREMIUM' GfK-TNS MERGER**

WPP believes that the proposed 'nil-premium' merger of GfK and TNS (the "Proposed GfK-TNS Merger") will neither maximise value for TNS share owners nor provide benefits for TNS's people or clients that are as attractive as those which would result from the Revised WPP Proposal.

WPP questions the ability of GfK-TNS to deliver the merger benefits announced by TNS on 3 June 2008:

- the level of expected synergies is large by comparison with previous transactions in the sector and in relation to GfK's standalone profitability;
- GfK-TNS will operate two head offices, 'global' in London and 'German' in Nürnberg, with a central head office function maintained in Nürnberg, potentially duplicating costs and undermining decision making;

- WPP believes that there will be significant and persistent resistance to headcount reductions in Germany; and
- TNS's track record for not exceeding integration cost estimates following a large acquisition is not altogether successful (the Proposed GfK-TNS Merger would be TNS's largest acquisition to date in terms of disclosed transaction consideration; and GfK's current market capitalisation is at least three times the size of consideration TNS paid for NFO, where integration costs substantially exceeded estimates).

Furthermore, the dominant shareholder of GfK-TNS will be GfK-Verein, a non-profit organisation that does not have the objective of maximising shareholder value:

- GfK-Verein will hold between 28.6 per cent. and 36.4 per cent. of the issued share capital of GfK-TNS if the Proposed GfK-TNS Merger is completed and it will maintain a strong link with the proposed management of GfK-TNS, which will ensure that its broader interests are represented on the GfK-TNS Board;
- following completion of the Proposed GfK-TNS Merger, and for so long as it owns 15 per cent. or more of GfK-TNS, GfK-Verein will have certain enforceable rights which will be enshrined in the articles of GfK-TNS, including a requirement for GfK-TNS to retain the head office of its German operations in Nürnberg, to use its best efforts to maintain a central head office function of GfK-TNS in Nürnberg and to preserve and promote significant business operations in Nürnberg; and
- the GfK-TNS Board will consist of six non-independent GfK appointees, in addition to a GfK appointed chairman, and only five independent directors.

WPP notes that the 'nil-premium' Proposed GfK-TNS Merger will result in GfK-Verein becoming the dominant shareholder in GfK-TNS without TNS share owners receiving a premium for their shares:

- if the Proposed GfK-TNS Merger becomes effective, and TNS acquires less than 94.1 per cent. of GfK's issued share capital, GfK-Verein and persons acting in concert with it will own more than 30 per cent. of the voting rights of GfK-TNS, and they could own as much as 39.5 per cent. of GfK-TNS following completion of the Proposed GfK-TNS Merger, but TNS share owners will not have been given any offer for their shares by GfK-Verein, let alone one recognising the change of control;
- WPP believes that GfK-Verein will want to maintain its dominant shareholding and associated level of influence, including the ability to block special resolutions with more than 25 per cent. of the GfK-TNS shares; and
- WPP believes that the size of GfK-Verein's shareholding in GfK-TNS would act as a potential barrier to any future takeover offer for GfK-TNS.

The Proposed GfK-TNS Merger is conditional, amongst other things, on the general assembly of the members of GfK-Verein passing a resolution to approve GfK-Verein's undertaking to accept the TNS offer for GfK, and the undertaking entered into by GfK-Verein is itself subject to the same condition:

- under the terms of GfK-Verein's undertaking to accept the TNS offer, an assembly of the GfK-Verein's members to approve the undertaking was to have been held no later than 4 July 2008, but without any public explanation TNS has agreed to this meeting being delayed until 21 July 2008, which is after the date of the general meeting of TNS share owners which has been convened for 18 July 2008 to approve the offer by TNS for GfK; and
- TNS share owners are therefore being asked to approve the Proposed GfK-TNS Merger and related matters before knowing whether the GfK-Verein's obligation to accept the proposed offer by TNS has been approved and therefore whether the Proposed GfK-TNS Merger will in fact proceed.

Any offer from WPP would be conditional, amongst other things, on TNS share owners not approving the Proposed GfK-TNS Merger at the general meeting of TNS convened for 18 July 2008.

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| <ul style="list-style-type: none"><li>• <b>WPP believes that an offer under the Revised WPP Proposal would provide superior value for TNS share owners compared to the proposed 'nil-premium' 'merger of equals' transaction with GfK.</b></li><li>• <b>WPP therefore strongly encourages TNS share owners to urge their Board to engage with WPP and not to vote in favour of the resolutions to be proposed at the general meeting of TNS share owners convened for 18 July 2008 in connection with the proposed 'nil-premium' GfK-TNS merger.</b></li></ul> |
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**IMPORTANT NOTICE:**

The Board of WPP is continuing to review the situation and, in the meantime, WPP reserves the right to:

- (i) make an offer at a value below the equivalent of 173 pence in cash and 0.1889 of a WPP share for each TNS share (taking the value of a WPP share at the date of announcement of a firm intention to make an offer) if the Board of TNS has not publicly indicated its intention to give the Revised WPP Proposal its unanimous, unqualified recommendation by no later than 5.30pm on 8 July 2008. For the avoidance of doubt, such an offer may contain a lower cash amount than 173 pence per TNS share or a lower share exchange ratio than 0.1889 of a WPP share for each TNS share, or both a lower cash amount and a lower share exchange ratio, and/or no share exchange element at all;
- (ii) make an offer at a value below the equivalent of 173 pence in cash and 0.1889 of a WPP share for each TNS share (taking the value of a WPP share at the date of

announcement of a firm intention to make an offer) in the event that any further TNS dividend is declared, made or paid (other than the announced final year dividend of 3.9 pence due to be paid by TNS on or about 4 July 2008). For the avoidance of doubt, such an offer may contain a lower cash amount than 173 pence per TNS share or a lower share exchange ratio than 0.1889 of a WPP share for each TNS share, or both a lower cash amount and a lower share exchange ratio, and/or no share exchange element at all;

- (iii) vary the form and/or mix of consideration of any offer that may be made; and/or
- (iv) waive any of the pre-conditions to the making of an offer referred to above (other than final WPP Board approval).

WPP notes the announcement made by the Takeover Panel on 2 July 2008 that WPP must, by, 7.30am on Wednesday 9 July 2008, either announce a firm intention to make an offer for TNS under Rule 2.5 of the Takeover Code or announce that it does not intend to make an offer for TNS.

This announcement does not constitute an announcement of a firm intention to make an offer under Rule 2.5 of the Takeover Code and there can be no certainty that any offer will ultimately be made for TNS even if the pre-conditions are satisfied or waived.

WPP management will host a presentation for analysts and investors at 8.30am (London time) today at Merrill Lynch Financial Centre, 2 King Edward Street, London EC1A 1HQ. Participants should arrive by 8.15am to register. A copy of the presentation will be available on WPP's website: <http://www.wpp.com/WPP/Investor>

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Merrill Lynch International, Perella Weinberg Partners UK LLP and Goldman Sachs International are acting exclusively for WPP in connection with the possible offer by WPP for TNS and no one else and will not be responsible to anyone other than WPP for providing the protections afforded to clients of Merrill Lynch International, Perella Weinberg Partners UK LLP or Goldman Sachs International or for providing advice in relation to the possible offer by WPP for TNS or any other transaction, arrangement or matter referred to in this announcement.

References in this announcement to a "TNS share owner" mean a holder of TNS shares.

## **About Kantar**

Kantar is one of the world's largest research, information, insight and consulting networks and part of the WPP Group. Kantar helps clients make better business decisions through a deeper understanding of their markets, their brands and their customers. Kantar brings together a diverse group of outstanding information, insight and consulting companies – each an expert in its field that can work together seamlessly to help clients address business issues in a holistic and strategic way.

Companies include: Added Value Group, AMRB, BMRB, BPRI, Cannondale Associates, Center Partners, Glendinning Management Consultants, Henley Centre Headlight Vision, IMRB, Kantar Operations, KMR Group, Lightspeed Research, MVI, Mattson Jack Group, Millward Brown, Research International, RMS and Ziment Group. Overall, the Group has 22 businesses operating in 70 countries worldwide.

Further information on Kantar is available at: <http://www.kantargroup.com>

## **Dealing Disclosure Requirements**

Under the provisions of Rule 8.3 of the Takeover Code (the "Code"), if any person is, or becomes, "interested" (directly or indirectly) in 1% or more of any class of "relevant securities" of WPP or TNS, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of WPP or TNS, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all "dealings" in "relevant securities" of WPP or TNS by WPP or TNS, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

## **Forward-looking Statements**

This announcement contains certain forward-looking statements relating to WPP and TNS, including statements regarding the WPP Group's plans, objectives and expected performance and the anticipated benefits to be realised from the potential acquisition of TNS. These forward-looking statements may include, among other things, plans, objectives, projections and anticipated future economic performance based on assumptions and the like that are subject to risks and uncertainties. As such, actual results or outcomes may differ materially from those discussed in the forward-looking statements. Important factors which may cause actual results to differ include but are not limited to: the unanticipated loss of a material client or key personnel, delays or reductions in client advertising budgets, shifts in industry rates of compensation, government compliance costs or litigation, natural disasters or acts of terrorism, exposure to changes in the values of other major currencies (because a substantial portion of the revenues of WPP are derived and costs incurred outside of the UK) and the overall level of economic activity in WPP's and TNS' major markets (which varies depending on, among other things, regional, national and international political and economic conditions and



government regulations in the world's advertising markets), the inability to integrate successfully TNS within the WPP group or realise synergies from such integration or costs related to the acquisition of TNS.

In light of these and other uncertainties, the forward-looking statements included in this document should not be regarded as a representation by WPP that its plans and objectives will be achieved. WPP undertakes no obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

## APPENDIX I

### SOURCES & BASES

- (a) The value attributed to the existing issued ordinary share capital of TNS is based upon 414,789,934 TNS ordinary shares in issue (excluding shares held in treasury) as announced by TNS on 1 July 2008 for the purposes of Rule 2.10 of the Takeover Code.
- (b) The market position information on Kantar, TNS and Kantar/TNS contained within this announcement has been sourced from third party research providers in individual countries, company filings and WPP management estimates.
- (c) Unless otherwise stated, all statements relating to GfK-Verein are sourced from their website (<http://www.gfk-verein.de>).
- (d) There are at least six senior members of GfK-Verein who hold senior positions at GfK: Hajo Riesenbeck (President of GfK-Verein Steering Committee, Chairman of GfK); Jürgen Schreiber (GfK-Verein Advisory Board member, GfK Supervisory Board Member); Dr. Wolfgang Berndt (GfK-Verein Advisory Board member, GfK Supervisory Board member); Dr. Arno Mahlert (GfK-Verein Advisory Board member, GfK Supervisory Board member); Dr. Christoph Achenbach (GfK-Verein Advisory Board member, GfK Supervisory Board member); and Stefan Pfander (GfK-Verein Advisory Board member, GfK Supervisory Board member).
- (e) The announcement of TNS's acquisition of NFO for \$425m referred to initial one-off integration costs of £5m – £6m in 2003 (source: TNS announcement, 14 May 2003). Integration costs were in fact £18.8m (source: TNS 2003 and 2004 annual reports).
- (f) The sources of the £52 million cost synergies per annum before tax by 2011\* are expected to comprise: (i) online panel consolidation (£16 million); (ii) public company and other central costs (£13 million); (iii) IT infrastructure and procurement (£8 million); and (iv) other operational savings (£15 million).
- (g) In arriving at the estimate of cost synergies the Board of WPP has assumed the following:
  - (i) that, following completion, WPP acquires 100% of the shares in TNS without undue delay;
  - (ii) that there will be no material unanticipated impact on the combined group arising from any decisions made by competition authorities;
  - (iii) that there will be no material change to the market dynamics affecting WPP and/or TNS following completion. In particular, WPP has based these estimates on its understanding of current and future market supply, demand and pricing levels; and
  - (iv) there will be no material change to exchange rates following completion.
- (h) In arriving at the estimate of cost synergies, the Board of WPP has assumed that there are comparable operations, processes and procedures within TNS to those of WPP's own operations, except where publicly available information clearly indicates otherwise. WPP's management, through a detailed understanding of WPP's cost structure and previous public company integration experience, has determined the source and scale of realisable cost synergies. The one-off implementation cash costs of achieving the cost synergies represent those costs which are incremental to WPP's existing plans. In addition to WPP management's information, the sources of information that WPP has used to arrive at the estimate of cost synergies include:
  - (i) TNS's annual report and accounts;

- (ii) TNS's presentations to analysts;
- (iii) TNS's website;
- (iv) analysts' research;
- (v) other public information; and
- (vi) WPP's knowledge of the industry and of TNS.

- (i) The information provided by TNS in accordance with Rule 20.2 of the Takeover Code was too limited and the Board of WPP has not had discussions with TNS's management to confirm the reasonableness of the Board of WPP's assumptions set out above supporting the estimate of cost synergies. Therefore, there remains an inherent risk in this forward-looking estimate.
- (j) There may be additional changes to the combined group's operations following an acquisition. In addition, there are several material assumptions underlying the estimate, including the structure of costs within TNS central functions and the data collection infrastructure. A number of scenarios and iterations were carried out to establish the robustness of the estimates in addition to contingencies factored in by management. Because of these factors and the fact that the changes relate to the future, the resulting cost synergies, and also the cost of achieving them, may be materially greater or less than those estimated.

## APPENDIX II

### REPORT ON ESTIMATED COST SAVINGS

a) from Deloitte & Touche LLP

Deloitte & Touche LLP  
Athene Place  
66 Shoe Lane  
London EC4A 3BQ

The Board of Directors  
WPP Group plc  
27 Farm Street  
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Merrill Lynch International  
Merrill Lynch Financial Centre  
2 King Edward Street  
London EC1A 1HQ

Perella Weinberg Partners UK LLP  
20 Grafton Street  
London W1S 4DZ

Goldman Sachs International  
Peterborough Court  
133 Fleet Street  
London EC4A 2BB

3 July 2008

Dear Sirs

#### **POSSIBLE OFFER FOR TAYLOR NELSON SOFRES PLC (“TNS”)**

We refer to the statement made by WPP Group plc (“WPP”) on page 4 of the Press Release issued by WPP on 3 July 2008 (“the Statement”) to the effect that:

*“WPP expects these to deliver costs synergies of at least £52 million per annum before tax by 2011...” “The total one-off implementation cash costs related to achieving these cost synergies, which would be incurred in the first two years following completion, are expected not to exceed £52 million”.*

#### **Responsibility**

The Statement is the sole responsibility of the Directors of WPP (the “Directors”). It is our responsibility and that of Merrill Lynch International, Perella Weinberg Partners UK LLP and Goldman Sachs International (“the Lead Financial Advisers”) to form our respective opinions, as required by Note 8 (b) to Rule 19.1 of the Takeover Code issued by The Panel on Takeovers and Mergers (“the Code”), as to whether the Statement has been made by the Directors with due care and consideration.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any

such other person as a result of, arising out of, or in accordance with this report or our statement, required by and given solely for the purposes of complying with Note 8 (b) to Rule 19.1 of the Code, consenting to its inclusion in the Press Release.

### **Basis of opinion**

We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board.

We have reviewed the relevant bases of belief (including sources of information) and calculations underlying the Statement. We have discussed the Statement together with the relevant bases of belief (including sources of information) with the Directors and those officers and employees of WPP who developed the underlying plans, and with the Lead Financial Advisers. Our work did not involve any independent examinations of any of the financial or other information underlying the Statement. We have also considered the letter dated 3 July 2008 from the Lead Financial Advisers to the Directors on the same matter.

We do not express any opinion as to the achievability of the cost synergies identified by the Directors in the Statement. The Statement is subject to uncertainty as described in Appendix I to the Press Release. Because of the significant changes in the enlarged group's operations expected to flow from the acquisition of TNS and because the Statement relates to the future, the actual cost synergies achieved are likely to be different from those anticipated in the Statement and the differences may be material.

### **Opinion**

In our opinion, based on the foregoing, the Statement by WPP, for which the Directors are solely responsible, has been made with due care and consideration, in the context in which it was made.

Our work in connection with the Statement has been undertaken solely for the purposes of reporting under Note 8 (b) to Rule 19.1 of the Code to the Directors and Lead Financial Advisers. We accept no responsibility to TNS or its shareholders or any other person (other than the Directors and Lead Financial Advisers) in respect of, arising out of, or in connection with, that work.

Yours faithfully

Deloitte & Touche LLP  
Chartered Accountants

*Deloitte & Touche LLP is the United Kingdom member firm of Deloitte Touche Tohmatsu ("DTT"), a Swiss Verein whose member firms are separate and independent legal entities. Neither DTT nor any of its member firms has any liability for each other's acts or omissions. Services are provided by member firms or their subsidiaries and not by DTT.*

b) from Merrill Lynch International, Perella Weinberg Partners UK LLP and Goldman Sachs International

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The Directors  
WPP Group plc  
27 Farm Street  
London W1J 5RJ

3 July 2008

Dear Sirs

**Possible Offer for Taylor Nelson Sofres plc (“TNS”)**

We refer to the statement of estimated cost synergies, the bases of preparation thereof and the notes thereto (together the “Statement”) made by WPP Group plc (“WPP”) set out in this document, for which the Directors of WPP are solely responsible.

We have discussed the Statement (including the assumptions and sources of information referred to therein) with the Directors of WPP and those officers and employees of WPP who developed the underlying plans. The Statement is subject to uncertainty as described in this document and our work did not involve an independent examination of any of the financial or other information underlying the Statement.

We have relied upon the accuracy and completeness of all the financial and other information reviewed by us and have assumed such accuracy and completeness for the purposes of rendering this letter. We have also reviewed the work carried out by Deloitte & Touche LLP and have discussed with them the conclusions stated in their letter of 3 July 2008 addressed to yourselves and ourselves on this matter.

We do not express any opinion as to the achievability of the cost synergies identified by the Directors of WPP.

This letter is provided pursuant to our engagement letter with WPP solely to the Directors of WPP in connection with Note 8 (b) of Rule 19.1 of the City Code on Takeovers and Mergers and for no other purpose. We accept no responsibility to TNS or its shareholders or any other person other than the Directors of WPP in respect of the contents of, or any matter arising out of or in connection with, this letter.

On the basis of the foregoing, we consider that the Statement by WPP, for which the Directors of WPP are solely responsible, has been made with due care and consideration in the context in which it was made.

Yours faithfully

Richard Taylor  
Managing Director  
For and on behalf of Merrill Lynch International

Philip Yates  
Partner  
For and on behalf of Perella Weinberg Partners UK LLP

Simon Dingemans  
Managing Director  
For and on behalf of Goldman Sachs International