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OF SUCH JURISDICTION**

**1 August 2008**

**WPP GROUP PLC (“WPP”)**

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**TAYLOR NELSON SOFRES PLC (“TNS”) OFFER UPDATE**

**Posting of offer documentation**

Further to the announcement made on 9 July 2008, WPP announces that the Offer Document containing the formal Offer for the entire issued, and to be issued, share capital of TNS is being posted today, together with the Form of Acceptance and Election and (other than to certain overseas share owners) a Prospectus Equivalent Document.

As previously announced, the Offer is being made on the following basis:

**For each TNS Share                            173 pence in cash and 0.1889 of a New WPP Share**

Based on a Closing Price of 483 pence per WPP Share on 30 July 2008 (being the latest practicable date prior to the posting of the Offer Document), the Offer values each TNS Share at 264.2 pence and the entire issued and to be issued share capital of TNS at approximately £1,158 million.

The Offer represents a premium of:

- 55 per cent. over the Closing Price of 171 pence per TNS Share on 28 April 2008, being the last Business Day prior to the announcement by TNS of a potential merger with GfK; and
- 23 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,

in each case based on the Closing Price of 483 pence per WPP Share on 30 July 2008.

Acceptances of the Offer should be received not later than 3.00 pm (London time) on 29 August 2008, in accordance with the procedure for acceptance set out in the Offer Document.

**Current trading and prospects**

Following the trading update for the first five months of 2008 given at WPP’s annual general meeting held on 24 June 2008, the Offer Document being posted today includes the following statement:

“Since 1 June 2008, trading remains in line with the Board of WPP’s current expectations for the year ending 31 December 2008. WPP’s next trading update will be on 22 August 2008 when it announces its interim trading results for the six months to 30 June 2008.”

If the Offer becomes wholly unconditional, WPP’s objective would be to return to its current gearing level by the third full year following completion. WPP also wishes to maintain its current credit ratings. As a result, the Board of WPP therefore expects that, following the acquisition of TNS, its target level for share buybacks would be around 1 per cent of its share capital per annum and its target for dividend growth would be around 15 per cent per annum. This is, of course, always subject to further review by the Board.\*

### **Availability of documents**

Further copies of the Offer Document and the Form of Acceptance and Election may be obtained by contacting the Receiving Agent, Computershare Investor Services PLC, on +44 870 707 1367. The Prospectus Equivalent Document has been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority’s Document Viewing Facility, which is situated at:

The Financial Services Authority  
25 The North Colonnade  
Canary Wharf  
London E14 5HS

Capitalised terms used in this announcement have the same meaning as defined in the Offer Document.

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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 Offer 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, respectively, nor for providing advice in connection with the Offer or any matter referred to in this announcement.

## **IMPORTANT NOTICES**

### **Overseas jurisdictions**

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. The Offer Document has been prepared in accordance with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if it had been prepared in accordance with the laws and regulations of jurisdictions outside England.

The availability of the Offer to persons who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located.

The Offer is not being made, directly or indirectly, in or into Australia, Canada or Japan or any other jurisdiction where to do so would constitute a breach of relevant laws in that jurisdiction, and the Offer will not be capable of acceptance from or within any such jurisdiction. Accordingly, copies of this announcement are not being, and must not be, mailed or otherwise forwarded, transmitted, distributed or sent (directly or indirectly) in or into Australia, Canada or Japan or any other jurisdiction where to do so would constitute a breach of relevant laws in that jurisdiction, and persons receiving this announcement (including agents, nominees, custodians and trustees) must not mail or otherwise distribute or send it in or into such jurisdictions as doing so may invalidate any purported acceptance of the Offer.

This announcement is not an offer of securities for sale in Australia, Canada or Japan or in any other jurisdiction in which such an offer is unlawful. The New WPP Shares, which form part of the consideration under the Offer, have not been, and will not be, registered under the securities laws of Australia, Canada or Japan, and no regulatory clearance in respect of the New WPP Shares has been, or will be, applied for in any jurisdiction other than the United Kingdom. The New WPP Shares may not be offered, sold or delivered, directly or indirectly, in or into Australia, Canada or Japan or to, or for the account or benefit of, any resident of Australia, Canada or Japan except pursuant to an applicable exemption from, or in a transaction not subject to, applicable securities laws of those jurisdictions.

### **Notice to US Persons**

The Offer is for the securities of a United Kingdom company and is subject to United Kingdom legal requirements, which are different from those of the United States. The Offer will be made in the United States in compliance with applicable tender offer rules under the US Exchange Act as modified by the "Tier II" exemption provided by Rule 14d-1(d) under such Act and otherwise in accordance with the requirements of the City Code. Accordingly, the Offer will be subject to disclosure and procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that differ in some respects from those applicable under US domestic tender offer procedures and law.

This announcement is not an offer of securities for sale in the United States. The New WPP Shares which form part of the consideration under the Offer have not been, and will not be, registered under the US Securities Act or under the securities law of any state, district or other jurisdiction of the United States. The New WPP Shares may not be offered, sold or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US Person except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Accordingly, unless WPP is satisfied in its sole discretion that the New WPP Shares can be offered, sold or delivered to a particular US Person, or for his account or benefit, pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, a US Person who validly accepts the Offer will receive, in lieu of the New WPP Shares to which he would otherwise be entitled under the terms of the Offer, the net cash proceeds of the sale of such shares, as more fully described in the Offer Document.

## **Forward looking statements**

This announcement and/or the Offer Document 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 proposed 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 risk 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 the United Kingdom) and the overall level of economic activity in WPP's and TNS's 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 the light of these and other uncertainties, the forward-looking statements included in this announcement and/or the Offer 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.

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

## **Dealing disclosure requirements**

Under the provisions of Rule 8.3 of the City Code, if any person is or becomes "interested" (directly or indirectly) in one per cent or more of any class of "relevant securities" of WPP or TNS, all "dealings" in any "relevant securities" of WPP or TNS by such person (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 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 City 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 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 Takeover 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 Takeover Panel.