

**WPP Group PLC Cash Offer for Tempus Group PLC  
20 August 2001**

The board of WPP announces the terms of a cash offer for Tempus.

The Offer will be 555p in cash for each Tempus Share, valuing the entire issued, and to be issued, share capital of Tempus at approximately £437 million. A Loan Note Alternative will also be made available.

The Offer represents a premium of:

- 14p to the cash value of the Havas Offer of 541p per Tempus Share; and
- 54 per cent. to the Closing Price of 360.5p per Tempus Share on 18 July 2001, the last Business Day prior to the announcement of the Havas Offer for Tempus.

CIA, Tempus' media planning and buying business, will enhance The Media Edge, part of WPP's media investment management division, creating the world's fourth largest media buying network. Tempus' branding, identity and design division will join with WPP's existing branding, identity, design and strategic marketing consultancy businesses.

Upon completion of the Offer, Chris Ingram, Chairman of Tempus, will be invited to become Co-Chairman of Group MindShare Edge ("GME"), WPP's media investment management division.

WPP currently owns approximately 22 per cent. of Tempus' existing issued share capital, having acquired this shareholding at an average price of 240p per Tempus Share. Following completion of the Offer, and after taking into account options that become exercisable, WPP's average cost per Tempus Share will be 450p and its total cost of investment will be approximately £385 million.

The board of WPP has identified synergies of at least £13 million and expects the transaction to be earnings enhancing in the first full financial year following completion of the Acquisition.\*

Merrill Lynch and Goldman Sachs are acting as financial advisers, and Merrill Lynch is acting as corporate broker, to WPP.

Commenting on the announcement, Sir Martin Sorrell, Group Chief Executive of WPP, said: "We believe the strategic and financial benefits of combining CIA with The Media Edge are compelling. The two businesses are highly complementary philosophically and will create a worldwide geographically balanced network and a much enhanced client offering.

We are also attracted by the excellent fit of Tempus' branding, identity and design division with our strategic marketing consultancies and similar businesses.

We anticipate substantial synergies to be generated from this combination. This, coupled with our blended acquisition price of 450p per share, will enable us to generate an attractive return for our shareholders."

This summary should be read in conjunction with the full text of the attached announcement.

\*This statement should not be interpreted as meaning that the earnings per share of WPP, following the Acquisition, will necessarily exceed those for the year ended 31 December 2000.