



03 MAR 25 AM 7:21

**BY DHL**

21<sup>st</sup> March 2003



Securities and Exchange Commission  
Filing Desk  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington DC 20549  
United States

SUPPL

Dear Sir/Madam

**Taylor Nelson Sofres plc: file no. 82-4668v**

In accordance with the requirements of rule 12-g3-2b please find enclosed the following for Taylor Nelson Sofres plc:

1. Schedule 11 – Notification of Interests of Directors and Connected Persons
2. 363s Annual Return - Taylor Nelson AGB Limited
3. 363s Annual Return – TNS Overseas Holdings (Zeta) Limited
4. 363s Annual Return – Scher International Limited
5. 363s Annual Return – GI Consulting Limited
6. Press Information dated 10<sup>th</sup> March 2003

Yours faithfully

**Judith George**

PROCESSED  
APR 10 2003  
THOMSON FINANCIAL

Encl.

C.c. Zafar Aziz - Bank of New York (London)  
Steven Kim - Bank of New York (US)



2



Companies House

for the record

Company Name

TAYLOR NELSON AGB LIMITED

FILE NO: 82-4668V

363s Annual Return

03 JAN 2003

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Company Type

Private Company Limited By Shares

Company Number

3510405

Information extracted from Companies House records on 25th January 2003

Section 1: Company details

Ref: 3510405/03/10

	Current details	Amended details																
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<b>Taylor Nelson Sofres Plc</b> <b>West Gate</b> <b>London</b> <b>W5 1UA</b>	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<b>Address where the Register is held</b>  <b>At Registered Office</b>	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<b>Not Applicable</b>	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7487</td> <td>Other business activities</td> </tr> </tbody> </table>	SIC Code	Description	7487	Other business activities	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description																	
7487	Other business activities																	
SIC CODE	Description																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
> <i>Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i>																		

Section 2: Details of Officers of the Company

	Current details	Amended details
<p><b>&gt; Company Secretary</b>  <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Company Secretary must be notified on form 288.</i></p>	<p><b>Name</b>                      Ian John PORTAL</p> <p><b>Address</b>                      8 Shakespeare Road                      Harpenden                      Hertfordshire                      AL5 5ND</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <p>UK Postcode    _ _ _ _    _ _ _ _</p> <p>Date of change    _ _ / _ _ / _ _ _ _</p> <p>Date Ian John PORTAL ceased to be secretary (if applicable)    _ _ / _ _ / _ _ _ _</p>
<p><b>&gt; Director</b>  <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p><b>Name</b>                      Edward Frederick HOEFLING</p> <p><b>Address</b>                      27 Newlyn Close                      Bricket Wood                      St. Albans                      Hertfordshire                      AL2 3UP</p> <p><b>Date of birth</b>    17/07/1952</p> <p><b>Nationality</b>    British</p> <p><b>Occupation</b>    Treasurer</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <p>UK Postcode    _ _ _ _    _ _ _ _</p> <p>Date of birth    _ _ / _ _ / _ _ _ _</p> <p>Nationality    _____</p> <p>Occupation    _____</p> <p>Date of change    _ _ / _ _ / _ _ _ _</p> <p>Date Edward Frederick HOEFLING ceased to be director (if applicable)    _ _ / _ _ / _ _ _ _</p>

**> Director**

*If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.*

*Particulars of a new Director must be notified on form 288.*

Current details	Amended details
<p><b>Name</b> Paul Simon Kent WRIGHT</p> <p><b>Address</b> 29 Turney Road Dulwich London SE21 7JA</p> <p><b>Date of birth</b> 02/12/1957</p> <p><b>Nationality</b> British</p> <p><b>Occupation</b> Solicitor</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <hr/> <p>UK Postcode    L L L L L L L L L L</p> <p>Date of birth    L L / L L / L L L L L</p> <p>Nationality    _____</p> <p>Occupation     _____</p> <p>Date of change  L L / L L / L L L L L</p> <p>Date Paul Simon Kent WRIGHT ceased to be director (if applicable)</p> <p style="text-align: right;">L L / L L / L L L L L</p>

	Current details	Amended details
<b>&gt; Issued Share Capital</b> <i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i>	<b>Class of share</b> <b>Ordinary</b> <b>Nominal value of each share</b> <b>£1.00</b> <b>Number of shares issued</b> <b>1</b> <b>Aggregate Nominal Value of issued shares</b> <b>£1.00</b>	<b>Class of share</b>  <b>Nominal value of each share</b>  <b>Number of shares issued</b>  <b>Aggregate Nominal Value of issued shares</b>  
<b>&gt; Total shares issued and value</b> <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<b>Total number of shares issued</b> <b>1</b> <b>Total Nominal value of shares issued</b> <b>£1.00</b>	<b>Total number of shares issued</b>  <b>Total Nominal value of shares issued</b>  

- > At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or by ringing 0870 3333636.



### Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (if appropriate)	Date of registration of transfer (if appropriate)
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			



Companies House  
— for the record —

### 363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

#### 1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

[Handwritten Signature]  
(Director / Secretary)

Date

05, 03, 2003

*This date must not be earlier than the return date at 2 below*

#### What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

#### 2. Date of this return

This AR is made up to 13/2/2003

If you are making this return up to an earlier date, please give the date here

\_\_ / \_\_ / \_\_\_\_

*Note: The form must be delivered to CH within 28 days of this date*

#### 3. Date of next return

If you wish to change your next return to a date earlier than **13th February 2004** please give the new date here:

\_\_ / \_\_ / \_\_\_\_

#### 4. Where to send this form

Please return this form to:

Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF14 3UZ

OR

For members of the Hays Document  
Exchange service  
DX 33050 Cardiff

**Have you enclosed the filing fee with the company number written on the reverse of the cheque?**

#### Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

JUDITH GEORGE

Telephone number inc code

020 8967 4655

Address

C/O TNS PLC, WESTGATE  
LONDON

DX number if applicable

\_\_\_\_\_

DX exchange

Postcode

W5 1UA

# Taylor Nelson Sofres plc

Westgate London W5 1UA

## ✠ The Royal Bank of Scotland plc

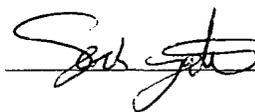
Corporate Banking Office PO Box 450 5-10 Great Tower Street London EC3P 3HX

16-04-00

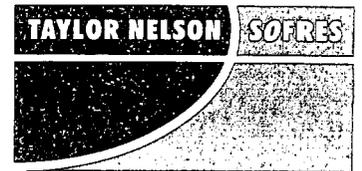
Date		Pay only				
20/02/03		*****				
COMPANIES HOUSE						
Amount of pounds in words (pence as in figures)						
Millions	£100,000's	£10,000's	£1,000's	£100's	£10's	£1's
ZERO	ZERO	ZERO	ZERO	ZERO	ONE	FIVE
				A/c Payee	Not Negotiable	
				Authorised Signatory		

£ \*\*\*\*\*15.00

For and on behalf of  
Taylor Nelson Sofres plc - No. 1 A/C

 Authorised Signatory

⑈ 101193⑈ 160400⑈ 20064775⑈



The Registrar of Companies  
Companies House  
Crown Way  
Maindy  
Cardiff CF4 3UZ

VIA SWIFLY

5 March 2003

Dear Sir/Madam

**Taylor Nelson AGB Limited registration number 3510405**  
**No. of documents enclosed 4; Form 363s Annual Return, Cheque £15, copy of the letter and a pre-addressed envelop.**

I enclose the annual return for the year ended 13 February 2003 for the above-named company together with a cheque for £15.00 being the filing fees due.

Please acknowledge safe receipt by date stamping and returning the enclosed duplicate of the letter in enclosed stamped addressed above.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Sofia Bernsand', written over a circular stamp.

Sofia Bernsand  
Company Secretarial Assistant  
Taylor Nelson Sofres plc

Encls.

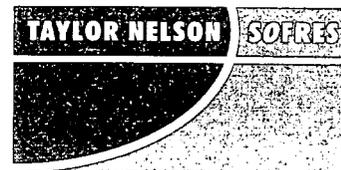
cc. Securities and Exchange Commission, Filing Desk, Division of Corporate Finance, Office of International Corporate Finance, 450 Fifth Street, N.W., Washington, DC 20549, United States. **BY DHL**

Zafar Aziz, Bank of New York (London) – 020 7964 6028  
Robert Goad, Bank of New York (US) – 001 212 571 3051

Taylor Nelson Sofres plc  
Westgate, London W5 1UA  
Tel: +44 (0) 20 8967 0007 Fax: +44 (0) 20 8967 4060  
Internet : <http://www.tnsofres.com>

The Registrar of Companies  
Companies House  
Crown Way  
Maindy  
Cardiff CF4 3UZ

03 MAR 25 AM 7:21



VIA SWIFLY

17 March 2003

Dear Sir/Madam

**Scher International Ltd registrerd no 2587875  
Annual return for the period ended 1 March 2003**

**TNS Overseas Holdings (Zeta) Limited registered no. 4177804  
Annual return for the period ended 12 March 2003**

I enclose duly completed and signed forms 363s annual return for the above-named companies together with a cheque for £30.00 being the filing fees due.

Please acknowledge safe receipt by date stamping and returning the enclosed duplicate of this letter in enclosed stamped addressed envelope.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Sofia Bernsand'. The signature is stylized and somewhat cursive, with a large loop at the end.

Sofia Bernsand  
Company Secretarial Assistant  
Taylor Nelson Sofres plc

Encls.

cc. Securities and Exchange Commission, Filing Desk, Division of Corporation Finance,  
Office of International Corporate Finance, 450 Fifth Street, N.W., Washington, DC  
20549, United States **BY DHL**

Zafar Aziz, Bank of New York (London) - 020 7964 6028  
Robert Goad, Bank of New York (US) - 001 212 571 3051

Taylor Nelson Sofres plc  
Westgate, London W5 1UA

Tel: +44 (0) 20 8967 0007 Fax: +44 (0) 20 8967 4060

Internet : <http://www.tnsofres.com>



3

FILE NO: 82-4668V

Companies House

for the record

Company Name

TNS OVERSEAS HOLDINGS (ZETA) 363s Annual Return LIMITED

Company Type

Private Company Limited By Shares

Company Number

4177804

Information extracted from Companies House records on 18th February 2003

- > Please check the details printed in blue on this statement.
> If any details are wrong, strike them through and write the correct details in the "Amended details" column.
> Please use black pen and write in capitals.

Section 1: Company details

Ref: 4177804/03/10

Table with 3 columns: Current details, Amended details, and a description column. Rows include Registered Office Address, Register of Members, Register of Debenture Holders, and Principal Business Activities.





## Section 3: Share Capital

**Current details****Amended details****> Issued Share Capital**

*This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.*

Class of share

Class of share

**Ordinary****Nominal value of each share**

Nominal value of each share

**£1.00****Number of shares issued**

Number of shares issued

**1,351****Aggregate Nominal Value of issued shares**

Aggregate Nominal Value of issued shares

**£1,351.00****> Total shares issued and value**

*If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.*

**Total number of shares issued**

Total number of shares issued

**1,351****Total Nominal value of shares issued**

Total Nominal value of shares issued

**£1,351.00**

**> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or by ringing 0870 333636.**



### Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			



Companies House  
for the record

# 363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

## 1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

*[Handwritten Signature]*  
\_\_\_\_\_  
(Director / Secretary)

Date

17/03/2003

*This date must not be earlier than the return date at 2 below*

### What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

## 2. Date of this return

This AR is made up to  
12/3/2003

If you are making this return up to an earlier date, please give the date here

\_\_ / \_\_ / \_\_\_\_

*Note: The form must be delivered to CH within 28 days of this date*

## 3. Date of next return

If you wish to change your next return to a date earlier than 12th March 2004 please give the new date here:

\_\_ / \_\_ / \_\_\_\_

## 4. Where to send this form

Please return this form to:

Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF14 3UZ

OR

For members of the Hays Document  
Exchange service  
DX 33050 Cardiff

*Have you enclosed the filing fee with the company number written on the reverse of the cheque?*

## Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

Sofia Bernsand

Telephone number inc code

02089 672230

Address

Westgate  
London

DX number if applicable

\_\_\_\_\_

DX exchange

Postcode

W5 1UA



(A)

FILE NO: 82-4668v

Companies House

for the record

Company Name  
SCHER INTERNATIONAL LTD

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Company Type  
Private Company Limited By Shares

Company Number  
2587875

Information extracted from  
Companies House records on  
8th February 2003

Section 1: Company details

Ref: 2587875/03/10

	Current details	Amended details
--	-----------------	-----------------

> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	C/O Taylor Nelson Sofres Plc West Gate London W5 1UA	Address <hr/> <hr/> <hr/> <hr/> UK Postcode    _ _ _ _ _
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> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held  At Registered Office	Address <hr/> <hr/> <hr/> <hr/> UK Postcode    _ _ _ _ _
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> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address <hr/> <hr/> <hr/> <hr/> UK Postcode    _ _ _ _ _
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	SIC Code	Description	SIC CODE	Description
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	7487	Other business activities	_____	_____
			_____	_____
			_____	_____
			_____	_____
			_____	_____

> Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.



## Section 3: Share Capital

	Current details	Amended details
<b>Issued Share Capital</b>	<b>Class of share</b>	Class of share
<i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i>	Ordinary	_____
	<b>Nominal value of each share</b>	Nominal value of each share
	£0.01	_____
	<b>Number of shares issued</b>	Number of shares issued
	50,000	_____
	<b>Aggregate Nominal Value of issued shares</b>	Aggregate Nominal Value of issued shares
	£500.00	_____
<b>&gt; Total shares issued and value</b>	<b>Total number of shares issued</b>	Total number of shares issued
<i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	50,000	_____
	<b>Total Nominal value of shares issued</b>	Total Nominal value of shares issued
	£500.00	_____

- > At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or by ringing 0870 333636.

**Section 4: Details of Shareholders**

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Current details	Amended details	Shares transferred
<p>&gt; Shareholder Name <b>GOOD HARVEST TRUST CORP LTD</b></p> <p>Address Po Box 811 Queens House Don Road St. Helier Jersey - Channel Islands JE4 0TH</p> <p>Shares held Class                      Number Ordinary                      7593</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode    _ _ _ _ _</p> <p>Shares held Class                      Number _____ _____</p>	<p>Shares transferred by <b>GOOD HARVEST TRUST CORP LTD</b></p> <p>Class      Number      Date of transfer _____ _____      _ _ / _ _ / _ _ _ _</p>
<p>Shareholder Name <b>Clive NICOLAOU</b></p> <p>Address 20 Chichester Avenue Ruislip Middlesex HA4 7EH</p> <p>Shares held Class                      Number Ordinary                      4155</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode    _ _ _ _ _</p> <p>Shares held Class                      Number _____ _____</p>	<p>Shares transferred by <b>Clive NICOLAOU</b></p> <p>Class      Number      Date of transfer _____ _____      _ _ / _ _ / _ _ _ _</p>
<p>Shareholder Name <b>Tracey Michelle Francesca SCHER</b></p> <p>Address 67 Gresham Gardens London NW11 8PA</p> <p>Shares held Class                      Number Ordinary                      752</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode    _ _ _ _ _</p> <p>Shares held Class                      Number _____ _____</p>	<p>Shares transferred by <b>Tracey Michelle Francesca SCHER</b></p> <p>Class      Number      Date of transfer _____ _____      _ _ / _ _ / _ _ _ _</p>



### Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _			



Companies House  
— for the record —

## 363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

### 1. Declaration

- I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below) and I enclose the filing fee of £15.

Signature

[Handwritten Signature]  
(Director / Secretary)

Date

17, 03, 2003

*This date must not be earlier than the return date at 2 below*

#### What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

### 2. Date of this return

- This AR is made up to 1/3/2003

If you are making this return up to an earlier date, please give the date here

\_\_\_ / \_\_\_ / \_\_\_\_

*Note: The form must be delivered to CH within 28 days of this date*

### 3. Date of next return

- If you wish to change your next return to a date earlier than **1st March 2004** please give the new date here:

\_\_\_ / \_\_\_ / \_\_\_\_

### 4. Where to send this form

- Please return this form to:

Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF14 3UZ

OR

For members of the Hays Document  
Exchange service  
DX 33050 Cardiff

*Have you enclosed the filing fee with the company number written on the reverse of the cheque?*

### Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

Sofia Bernsana

Telephone number *inc code*

02089 672230

Address

Westgate  
London

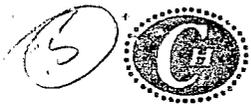
DX number *if applicable*

\_\_\_\_\_

DX exchange

Postcode

W5 1UA



FILE NO: 82-4668V

Companies House

— for the record —

Company Name

GI CONSULTING LIMITED

### 363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Company Type

Private Company Limited By Shares

Company Number

3318133

Information extracted from Companies House records on 25th January 2003

#### Section 1: Company details

Ref: 3318133/09/28

	Current details	Amended details																
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	C/O Taylor Nelson Sofres Plc West Gate London W5 1UA	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held  At Registered Office	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address _____ _____ _____ UK Postcode    _ _ _ _ _																
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7487</td> <td>Other business activities</td> </tr> </tbody> </table>	SIC Code	Description	7487	Other business activities	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description																	
7487	Other business activities																	
SIC CODE	Description																	
_____	_____																	
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_____	_____																	
> Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.																		

**Section 2: Details of Officers of the Company**

Current details	Amended details
-----------------	-----------------

**> Company Secretary**  
*If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.*

**Name**  
**Meril JAMES**

**Address**  
**25 Coborn Road**  
**Bow**  
**London**  
**E3 2DA**

**Name**  
 \_\_\_\_\_

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

**Address**  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

UK Postcode    \_ \_ \_ \_ \_

Date of change    \_ \_ / \_ \_ / \_ \_ \_ \_

Date Meril JAMES ceased to be secretary (if applicable)  
                                   \_ \_ / \_ \_ / \_ \_ \_ \_

*Particulars of a new Company Secretary must be notified on form 288.*

**> Director**  
*If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.*

**Name**  
**Antony Brian COWLING**

**Address**  
**4 Links Road**  
**Epsom**  
**Surrey**  
**KT17 3PS**

**Date of birth**    02/01/1936

**Nationality**    British

**Occupation**    Company Director

**Name**  
 \_\_\_\_\_

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

**Address**  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

UK Postcode    \_ \_ \_ \_ \_

Date of birth        \_ \_ / \_ \_ / \_ \_ \_ \_

Nationality        \_\_\_\_\_

Occupation        \_\_\_\_\_

Date of change    \_ \_ / \_ \_ / \_ \_ \_ \_

Date Antony Brian COWLING ceased to be director (if applicable)  
                                   \_ \_ / \_ \_ / \_ \_ \_ \_

*Particulars of a new Director must be notified on form 288.*

	Current details	Amended details
<p><b>&gt; Director</b>                      If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p><b>Name</b>                      Carlos PRIETO</p> <p><b>Address</b>                      Cedaceros 10                      Madrid                      Spain                      28014</p> <p><b>Date of birth</b> 01/09/1955</p> <p><b>Nationality</b> Spanish</p> <p><b>Occupation</b> Entrepreneur</p>	<p><b>Name</b>                      _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p><b>Address</b>                      _____                      _____                      _____</p> <p>UK Postcode    _ _ _ _ _</p> <p>Date of birth    _ _ / _ _ / _ _ _ _</p> <p>Nationality     _____</p> <p>Occupation     _____</p> <p>Date of change  _ _ / _ _ / _ _ _ _</p> <p>Date Carlos PRIETO ceased to be director (if applicable)                      _____ / _____ / _____</p>
<p><b>&gt; Director</b>                      If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p><b>Name</b>                      Eamonn WILLIAMS</p> <p><b>Address</b>                      13 Hermitage Drive                      Rathfarnham                      Dublin 16                      Ireland</p> <p><b>Date of birth</b> 26/11/1950</p> <p><b>Nationality</b> Irish</p> <p><b>Occupation</b> Company Director</p>	<p><b>Name</b>                      _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p><b>Address</b>                      _____                      _____                      _____</p> <p>UK Postcode    _ _ _ _ _</p> <p>Date of birth    _ _ / _ _ / _ _ _ _</p> <p>Nationality     _____</p> <p>Occupation     _____</p> <p>Date of change  _ _ / _ _ / _ _ _ _</p> <p>Date Eamonn WILLIAMS ceased to be director (if applicable)                      _____ / _____ / _____</p>

**Issued share capital details**

> Please fill in the details of total share capital by class (eg. ordinary, preference etc) that has been issued to the company's shareholders.

Class of Share	<u>ORDINARY</u> <u>EQUIVALENT TO \$US1</u>	Number of shares issued	<u>60</u>
		Aggregate Nominal Value of issued shares	<u>60 @ \$US 1 EACH</u>

Class of Share	<u>ORDINARY</u>	Number of shares issued	<u>2</u>
		Aggregate Nominal Value of issued shares	<u>2 @ £1 EACH</u>

Class of Share		Number of shares issued	
		Aggregate Nominal Value of issued shares	

Class of Share		Number of shares issued	
		Aggregate Nominal Value of issued shares	

> Please fill in the total number of issued shares and their total nominal value.

Number of shares issued	<u>60 @ US\$ 1 EACH</u> <u>2 @ £1 EACH</u>
Aggregate Nominal Value of issued shares	<u>\$US 60 AND</u> <u>£UK 2.</u>

**ist of past and present members (Tick appropriate box)**

> Please complete the required information on the attached schedules or in another format agreed by Companies House.

- There were no changes during the period
- A list of changes is enclosed
- A full list of members is enclosed

The last full list of members was received on: 13/02/2002

**REMEMBER:**

**Changes** to shareholder particulars or details of shares transferred to be **completed each year**  
 A full list of shareholders is required with the first and every third Annual Return thereafter  
 List shareholders in alphabetical order or provide an index  
 List joint shareholders consecutively

Company Number - 3318133

### Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return.
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode    L L L L L L L L			
Name _____ Address _____ _____ _____ UK Postcode    L L L L L L L L			
Name _____ Address _____ _____ _____ UK Postcode    L L L L L L L L			
Name _____ Address _____ _____ _____ UK Postcode    L L L L L L L L			

**Section 4B: Details of Former Shareholders**

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred.
  
- > Please copy this page if there is not enough space to enter all the company's former shareholders.

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode    _ _ _ _ _		



Companies House  
— for the record —

### 363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

#### 1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature Meaffames Date 11, 03, 2003  
 (Director/Secretary) *This date must not be earlier than the return date at 2 below*

**What to do now**  
Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

#### 2. Date of this return

This AR is made up to 13/2/2003 If you are making this return up to an earlier date, please give the date here

\_\_ / \_\_ / \_\_\_\_

*Note: The form must be delivered to CH within 28 days of this date*

#### 3. Date of next return

If you wish to change your next return to a date earlier than **13th February 2004** please give the new date here:

\_\_ / \_\_ / \_\_\_\_

#### 4. Where to send this form

Please return this form to:

Registrar of Companies  
 Companies House  
 Crown Way  
 Cardiff CF14 3UZ

OR

For members of the Hays Document  
 Exchange service  
 DX 33050 Cardiff

**Have you enclosed the filing fee with the company number written on the reverse of the cheque?**

#### Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name JUDITH GEORGE Telephone number *inc code* 020 8967 4655  
 Address cb TNSpc DX number *if applicable* \_\_\_\_\_  
WESTGATE DX exchange \_\_\_\_\_  
LONDON W5 1UA  
 Postcode \_\_\_\_\_

**REGISTER OF MEMBERS**  
**GI CONSULTING - registered no: 3318133**

<b>NAME</b>	<b>ADDRESS</b>	<b>No. of shares</b>	<b>value given by shareholders USD \$</b>
<b>Instituto Gallup de la Argentina</b>	Cordoba 883, 12 <sup>th</sup> Floor, 1054 Buenos Aires, Argentina	2	20,000
<b>DIMARSO</b>	Ave Rogierlaan 240, 1030 Brussels, Belgium	2	20,000
<b>BBSS (address change)</b>	18 Graf Ignatiev St. 1000 Sofia, Bulgaria	2	20,000
<b>Gallup A/S</b>	Masnedogade 22-26, 2100 Copenhagen, Denmark	2	20,000
<b>Suomen Gallup Oy</b>	Post Box 500, FIN-02100 Espoo, Finland	2	20,000
<b>EMNID</b>	Steighorster Str. 86-90, 33605 Bielefeld Germany	2	20,000
Gallup Iceland	Smiojuvegur 72, IS-200 Kopavogur	2	20,000
Irish Marketing Surveys Ltd	20-21 Upper Pembroke St, Dublin 2, Ireland	2	20,000
<b>DOXA</b>	Via B Panizza 7, 210044 Milan, Italy	2	20,000
Nippon Research Center	Shuwa-Sakurabashi Bidg, 4-5-4 Hatchobori, Chuo-ku, Tokyo 104, Japan	2	20,000 (+ 20,000 loan)
Gallup Korea	208 Sajik-dong, Chongro-ku, Seoul, Korea	2	20,000
<b>Baltic Data House</b>	5-7 Akas St, Riga LV 1011, Latvia	2	20,000
<b>NIPO BV</b>	P O Box 247, 1000 AE Amsterdam, Netherlands	4	40,000
<b>Norsk Gallup Institutt AS</b>	P O Box 9016, Gronland, 0133 OSLO, Norway	2	20,000
Gallup Pakistan	H-45 Street 52, Islamabad, Pakistan	2	20,000
<b>ROMIR address change</b>	<b>Prospect Mira 72, floor 6 129110 Moscow, Russia</b>	2	20,000
Markinor	P O Box 56213, Pinegowrie 2123, South Africa	2	20,000
Quota/Union (SIGMA DOS)	Flora 1-2, bajo Izquierda, 28013, Madrid, Spain	10	100,000
<b>SIFO AB? Query here – SIFO sold</b>	Box 70408, S-1077 25 Stockholm, Sweden	2	20,000
<b>Piar Araştırma A.Ş</b>	Gazeteciler Mahallesi, 23, Temmuz Metdani No 8, Estentepe, 80300 Istanbul, Turkey	2	20,000
<b>Taylor Nelson Sofres plc</b>	44-46 Upper High Street, Epsom, Surrey KT17 4QS	10	100,000
	<b>Sub total shares (value USD \$1 each)</b>	<b>60</b>	<b>600,000</b>

NAME	ADDRESS	No. of shares	NO. OF SHARES value UK£
Gallup International Association	25 Coborn Road, London E3 2DA	2	2
	<b>Sub total shares (value UK £1 each)</b>	<b>2</b>	<b>2</b>

as at January 2003

# Taylor Nelson Sofres plc

Westgate London W5 1UA

## ✠ The Royal Bank of Scotland plc

Corporate Banking Office PO Box 450 5-10 Great Tower Street London EC3P 3HX

16-04

Date		28/02/03		Pay only		*****	
Amount of pounds in words (pence as in figures)		COMPANIES HOUSE		A/c Payee		Not Negotiable	
Millions	£100,000's	£10,000's	£1,000's	£100's	£10's	£1's	
ZERO	ZERO	ZERO	ZERO	ZERO	ONE	FIVE	

£ \*\*\*\*\*15.00

For and on behalf of  
Taylor Nelson Sofres plc - No. 1 A/C

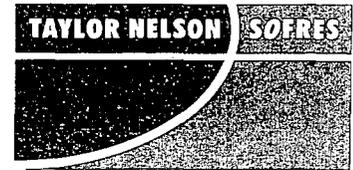
Authorised  
Signature



Taylor Nelson Sofres plc  
Authorised Signatory

⑈ 101346⑈ 160400⑈ 20064775⑈

The Registrar of Companies  
Companies House  
Crown Way  
Maindy  
Cardiff CF4 3UZ



VIA SWIFLY

11 March 2003

Dear Sir/Madam

**G I Consulting Limited registered no. 3318133  
Annual return for the period ended 13 February 2003**

I enclose duly completed and signed form 363s annual return for the above-named company together with a cheque for £15.00 being the filing fees due

Please acknowledge safe receipt by date stamping and returning the enclosed duplicate of this letter in enclosed stamped addressed envelope.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Judith George', with a large, stylized flourish at the end.

Judith George

Encls.

cc. Securities and Exchange Commission, Filing Desk, Division of Corporation Finance,  
Office of International Corporate Finance, 450 Fifth Street, N.W., Washington, DC  
20549, United States **BY DHL**

Zafar Aziz, Bank of New York (London) - 020 7964 6028  
Robert Goad, Bank of New York (US) - 001 212 571 3051

Taylor Nelson Sofres plc  
Westgate, London W5 1UA

Tel: +44 (0) 20 8967 0007 Fax: +44 (0) 20 8967 4060

Internet : <http://www.insofres.com>



6

FILE NO: 82-4668V

Westgate  
London  
W5 1UA  
United Kingdom

t +44 (0) 20 8967 0007  
f +44 (0) 20 8967 4060  
e enquiries@tns-global.com  
www.tns-global.com

COMMUNIS 01 7 21

## Press information

Taylor Nelson Sofres plc

For release at 07.00

10 March 2003

### TNS moves ahead to No 3 in world

Highlights for the year ended 31 December 2002

<b>Business performance</b>	<b>2002</b>	<b>2001</b>	<b>Change</b>
Turnover including joint ventures	£618.9m	£582.7m	6.2%
Operating profit*	£59.8m	£55.2m	8.3%
Operating margin*	9.7%	9.5%	
Profit before tax*	£48.8m	£43.5m	12.2%
Adjusted earnings per share*	8.6p	8.0p	7.5%
Total dividend per share	2.6p	2.4p	8.3%

\* including joint ventures and before goodwill charges

<b>Statutory results</b>	<b>2002</b>	<b>2001</b>	<b>Change</b>
Turnover excluding joint ventures	£603.2m	£575.1m	4.9%
Operating profit before joint ventures and associates	£38.3m	£40.5m	(5.4)%
Profit before tax	£28.6m	£29.6m	(3.4)%
Basic earnings per share	3.3p	4.3p	(23.3)%

#### Chief Executive, Mike Kirkham, said:

"In a year when our clients' marketing budgets were under severe pressure, TNS increased both profit before goodwill and turnover, to become the world's third largest market information company in terms of revenue. I believe this is a creditable performance and indicates that our strategy will deliver longer-term returns for our shareholders.

"TNS will maintain its focus on initiatives that allow the group to derive the maximum benefit from its global network, sector spread and mix of continuous/syndicated and customised activities, which we believe to be unique within our industry. We will continue to invest in developments that position the group at the forefront of the industry and that should drive organic growth.

"We are targeting an operating margin in excess of 10 per cent in 2003, as we benefit from the actions taken in 2002, together with an ongoing focus on cost control and progress in business mix. With the current political and economic uncertainty, it is difficult to predict the group's outlook for the year as a whole. January saw a steady start to the year, with total committed orders ahead of 2002."

**On 10 March, all enquiries to +44 (0)20 7638 9571**

**Thereafter:**

Mike Kirkham, Chief Executive	+44 (0)20 8967 4022
David Lowden, Finance Director	+44 (0)20 8967 4009
Janis Parks, Head of Investor Relations	+44 (0)20 8967 1584
Margaret George, Citigate Dewe Rogerson	+44 (0)20 7638 9571

Email to: [Janis.Parks@tnsofres.com](mailto:Janis.Parks@tnsofres.com)

**A webcast of the results presentation made to analysts will be available on the Investor Centre of the group's website, at [www.tns-global.com](http://www.tns-global.com), from 14.00 on Monday 10 March 2003.**

**Note to editors**

**About TNS**

TNS is one of the world's leading market information groups, providing market measurement, analysis and insight in more than 110 countries. Working with national and multi-national organisations, we help our clients to develop effective business strategies and enhance relationships with their customers. Further information on TNS can be found on [www.tns-global.com](http://www.tns-global.com)

**Pictures of management are available for the media to access and download from VisualMedia Online at [www.vismedia.co.uk](http://www.vismedia.co.uk)**

## **PRELIMINARY RESULTS**

Taylor Nelson Sofres plc (TNS), a world leader in market information, today announces its preliminary results for the year ended 31 December 2002. Commentary is given on results before goodwill charges, as this is the primary basis on which the business is managed. Commentary is also given on statutory numbers.

### **Turnover**

During 2002, the group's reported turnover including joint ventures increased by 6.2 per cent to £618.9 million (2001 £582.7 million). This includes acquisitions made during the year to strengthen the group's position in the US market and Media Intelligence sector and reinforce its online research capabilities, as well as to extend its operations into Sweden and Greece. Underlying growth, excluding the effect of currency, acquisitions and operations discontinued during the year, was 0.5 per cent. Turnover excluding joint ventures was £603.2 million (2001 £575.1 million).

### **Operating profit and margin**

Operating profit including joint ventures and before goodwill charges was up 8.3 per cent to £59.8 million (2001 £55.2 million). During the year, the group continued to focus on cost control and reviewed the viability of both lower-margin contracts and lower-performing businesses. The latter led to the closure of certain operations, the cost of which held back the degree of margin growth for the year. However the other actions taken, together with progressing the business mix to 50 per cent syndicated/continuous and 50 per cent ad hoc customised, contributed to an improvement in operating margin before goodwill charges to 9.7 per cent (2001 9.5 per cent). Group operating profit before joint ventures and after goodwill charges fell by 5.4 per cent to £38.3 million (2001 £40.5 million).

### **Profit before tax**

Profit before tax and goodwill charges grew by 12.2 per cent to £48.8 million (2001 £43.5 million). Goodwill charges of £20.2 million (2001 £13.9 million) comprise amortisation of £13.9 million (2001 £9.0 million) and impairments of £6.3 million (2001 £4.9 million). Given the ongoing uncertainty over the section of the US telecoms market in which Indetec operates, the goodwill carrying value of £4.3m has been written off. The balance of the impairment relates to Tellex, reflecting the current difficult trading environment for media intelligence companies in the UK. Profit before tax and after goodwill charges decreased by 3.4 per cent to £28.6 million (£29.6 million).

### **Earnings and dividend per share**

Adjusted earnings per share before goodwill charges were 8.6p, an increase of 7.5 per cent (2001 8.0p). Basic earnings per share fell by 23.3 per cent to 3.3p (2001 4.3p). The board is recommending a final dividend of 1.7p per share (2001 1.6p), giving an 8.3 per cent increase in the total dividend for the year of 2.6p (2001 2.4p).

### **Interest**

The net interest charge was £10.5 million (2001 £10.8 million), reflecting improved treasury management during the course of the year, together with lower interest rate levels. Interest cover against EBITDA was 7.6x (2001 6.9x). The additional finance charge of £0.7 million (2001 £0.9 million) represents the amortisation of bank facility arrangement fees of £0.3 million (2001 £0.3 million), together with notional interest relating to deferred consideration on acquisitions of £0.4 million (2001 £0.6 million). Notional interest is not a cash item but is recognised in accordance with FRS7.

### **Effective tax rate**

The group's effective tax rate before goodwill charges was 31.5 per cent (2001 30.5 per cent), with the rise primarily due to the greater level of profits generated from higher tax countries.

### **Commenting on the year's results and future strategy, Chief Executive Mike Kirkham said:**

"In a year when our clients' marketing budgets were under severe pressure, TNS increased both profit before goodwill and turnover, to become the world's third largest market information company in terms of revenue. I believe this is a creditable performance and indicates that our strategy will deliver longer-term returns for our shareholders. In order to be in a position to deliver those returns when the markets in which we operate recover, we continued to invest in developments aligned with our strategic aims, while taking a rigorous approach to costs during the year.

### **Our markets**

"When examining the operating environment for the year, it is helpful to split the market into its constituent parts. Syndicated business, such as consumer panels and television audience measurement services, together with continuous tracking contracts, maintained their growth. Media Intelligence, however, was affected by the poor advertising and public relations environment and, although our business was flat, we believe that the market for these services probably declined. On the customised ad hoc side, there were regional variations but the market became weaker as the year progressed and will not recover substantially until we see some economic recovery.

### **Growing fast in Asia Pacific**

"The Asia Pacific region still accounts for a relatively small percentage of our turnover but the performance in 2002 illustrates our ability to push ahead in areas with the greatest growth potential. Over the past few years, we have been investing steadily in consumer panels in Asia and now offer pan-regional data. There is further potential to build up this business through the introduction of new products and services, many of which will be modelled on those already used by our European panels.

"We operate in 13 countries in the region but our largest business is now in China, where the group has established a strong and profitable position. The television audience measurement service, operated by our joint venture, monitors the viewing habits of more people than any other service in the world. During 2002, we increased to 16 the number of cities in which we run metered panels and we have 85 diary panels. At the same time, our Media Intelligence and Consumer Panel activities grew significantly, benefiting from the transfer of technology and products from other parts of the group. We are also introducing the TNS Sport monitoring service into China, ahead of the Beijing Olympics. Our concentration on one of the world's fastest-growing economies is a further example of how we are investing in the future of the group.

#### **Focus on key account management**

"An important development in the industry is the increased emphasis on key account management. This has enabled us to develop significant business with clients such as Motorola, McDonald's, AstraZeneca and Novartis. In each case, the depth of our global coverage, sector expertise and range of services have been important factors. The success of this approach is exemplified by our appointment as IBM's primary corporate research provider. Under this agreement, IBM will outsource its corporate headquarters market information needs to TNS. This includes customer commitment and global brand research covering over 85 countries and will use TNS branded solutions.

#### **Responding to demand for increased analysis and understanding**

"A further change in the market information industry, which benefits TNS, is the growing demand from clients for increasingly sophisticated analysis and solutions-based services. A recent contract win illustrates how we are able to meet this demand. In early 2003, in France, we developed an innovative system for advising clients on the optimum media selection for all their consumer communications. This approach combines expertise from various parts of our business and was instrumental in securing a major contract from Renault Nissan.

"This demand for analytical solutions also applies to television audience measurement (TAM), leading to the success of InfoSysTV, the group's integrated analysis system, which is now in use in 12 countries. Following its recent introduction into the UK, virtually all broadcasters, including the BBC, are now using the system as their primary analysis tool. We continue to invest in InfoSysTV and new modules will be introduced during 2003.

"One planned adaptation is to enable the system to analyse data from the Portable People Meter (PPM), the new approach to audience measurement that we are marketing in conjunction with its developer, Arbitron. TNS recently won a contract with two Belgian broadcasting companies to research both the listening and viewing habits of the Flemish community. This is the first commercial implementation of a PPM panel in the world, although we have been successfully using the technology within our TAM service in Singapore for the past two years. The ability to monitor both television and radio exposure with the same device opens up tremendous opportunities for insight into audience behaviour. We are about to start an extensive test of this system in Russia, where TNS already operates a TAM service.

## **Outlook**

"In 2003, we expect our markets to progress along broadly similar lines to the previous year. Syndicated panel and continuous services should maintain steady growth, while Media Intelligence and customised ad hoc are dependent on the recovery in advertising/public relations and the economic environment respectively. Given these factors, we do not expect the overall market to achieve growth above the low single digit level.

"TNS will maintain its focus on initiatives that allow the group to derive the maximum benefit from its global network, sector spread and mix of continuous/syndicated and customised activities, which we believe to be unique within our industry. We will continue to invest in developments that position the group at the forefront of the industry and that should drive organic growth.

"We are targeting an operating margin in excess of 10 per cent in 2003, as we benefit from the actions taken in 2002, together with an ongoing focus on cost control and progress in business mix. With the current political and economic uncertainty, it is difficult to predict the group's outlook for the year as a whole. January saw a steady start to the year, with total committed orders ahead of 2002."

## REVIEW OF OPERATING ACTIVITIES

### TURNOVER

Reported turnover, including joint ventures, increased by 6.2 per cent to £618.9 million in 2002.

Operating in a difficult worldwide market environment, the group achieved underlying improvement of 0.5 per cent. Acquisitions contributed 6.9 per cent of growth. Two items held back turnover: foreign currency translation, 0.8 per cent and discontinued operations 0.3 per cent. The following is a report on the regional and sector turnover performance.

### REGIONAL PERFORMANCE

	Year to 31 December		Change	
	2002 £m	2001 £m	Reported %	Underlying %
UK	125.4	132.5	(5.3)	(6.2)
France	109.3	107.5	1.6	0.7
Rest of Europe	178.9	167.1	7.1	2.1
Total Europe	413.6	407.1	1.6	(0.9)
Americas	150.4	130.7	15.1	(1.2)
Asia Pacific	54.9	44.9	22.2	17.6
<b>Total</b>	<b>618.9</b>	<b>582.7</b>	<b>6.2</b>	<b>0.5</b>

### UK

Turnover in the UK declined by 6.2 per cent on an underlying basis. The majority of this fall can be attributed to the termination of the BARB TV audience measurement contract at the end of 2001. The remainder occurred within the customised business, which was noticeably softer towards the end of the year. Despite difficult market conditions, the healthcare business in the UK continued to build on the success of 2001.

Within UK continuous and syndicated research, the consumer panel business had a good year. The household panel recorded some significant client wins and the success of the strategy of introducing new individuals panels was illustrated by good revenue growth. In the media sector, the acquisition of the broadcast division of BMC News was completed in April. This business has been integrated into TNS Media Intelligence and the anticipated cost synergies are being achieved.

### France

Underlying growth of 0.7 per cent was recorded in France with a good performance in Consumer Panels, IT/Telecoms and Automotive. Towards the end of the year, the group won some significant contracts, particularly for multi-country business. However, growth levels were impacted by the termination of the NetValue internet panel contract at the end of 2001, which represented over four per cent of the country's turnover.

### **Rest of Europe**

This region continued its record of steady progress. Growth in Germany was again ahead of the market, fuelled by an increase in tracking contracts in Healthcare and Business Services. There was evidence, however, of a slowdown in the German market during the second half. TNS' market-leading position across the Nordic countries was reinforced by the acquisition made in Sweden in July. The Russian business, acquired in 2001, has developed well, as local management takes full advantage of the benefits associated with being part of an international group. Markets in Southern Europe were generally slow during 2002 but the group performed well, particularly in Consumer Panels and Healthcare. In May, TNS entered the Greek market through a joint venture.

### **Americas**

The group's position in the US was strengthened as strategically important acquisitions were made to reinforce both syndicated and customised activities. On an underlying basis, the US customised business grew by around four per cent, once again out-performing the market. This excellent performance was driven primarily by significant contract wins in the IT sector and the success of branded solutions. The integration of Greenfield Online has significantly improved the group's capabilities in internet data collection, which is becoming increasingly important in the US market. The acquisition in April of Elrick & Lavidge provided improved coverage of the important FMCG sector and the business has performed ahead of the group's expectations.

The weak US advertising market had an adverse impact on the group's US media intelligence business. This was compounded by the loss of some clients through company failure and mergers. As a result, TNS CMR reported a slight underlying decline for the year. 2002 was, however, an important year in terms of new product development and the strengthening of internet advertising tracking, through the acquisition of Evaliant. As the leading provider of strategic advertising and marketing communications information to advertising agencies, advertisers, broadcasters and publishers in the US, TNS CMR has a strong market position and should perform better as the advertising market begins to recover.

In Latin America, Consumer Panels grew in local currency. The custom businesses in Mexico and Argentina continued to be affected by the difficult economic environment but saw some improvement in the second half.

### **Asia Pacific**

From its well-established position across Asia Pacific, the group again performed well, achieving underlying growth of 17.6 per cent. The joint venture operations in China continued to flourish, with good growth in custom, Media Intelligence and TV audience measurement, as well as Consumer Panels. Consumer Panels generally in Asia again achieved strong results and pan-regional coverage was extended as the new panel in Vietnam came on line. On a country basis, Korea, Taiwan and Thailand performed particularly well.

## SECTOR PERFORMANCE

	Year to 31 December		Change	
	2002 £m	2001 £m	Reported %	Underlying %
Consumer	187.8	182.6	2.8	(0.8)
Media	160.9	152.3	5.6	(3.0)
Business services	92.1	85.7	7.4	1.2
IT/Telecoms	69.8	59.8	16.8	8.2
Healthcare	47.3	42.8	10.4	9.1
Other activities	61.0	59.5	2.7	(1.3)
Total	618.9	582.7	6.2	0.5

### Consumer

Underlying performance was impacted by the loss of the NetValue contract, which represented about 2.5 per cent of the sector as a whole. In Europe, steady growth was achieved in Consumer Panels, with the addition of a number of new added-value products for existing panels and new services, such as mobile phone, entertainment and baby panels. The household panel in France benefited from an extension to its portfolio of services, while the focus on a global approach to data delivery continues to be an important development. There are on-going plans for the introduction of more new products and the further development of the sector's successful key account management strategy. With an increasing demand in Asia and Latin America for information about consumer behaviour, panels in these regions continue to grow. Coverage in both areas was extended during 2002, with a focus on the provision of pan-regional information and analysis. The group anticipates maintaining steady progress in this area of activity.

Overall, the consumer customised business performed better in the second half, with the exception of the UK, where clients deferred a number of projects into 2003. The strongest growth was in Asia Pacific and Latin America, mirroring the demand for information experienced by the Consumer Panel operations.

Demand for Consumer Panels is expected to grow but the performance of the customised business will be more dependent on the economic climate.

### Media

The underlying sector decline of 3.0 per cent is due to the termination of the BARB contract at the end of 2001. Without this impact, the sector would have seen growth of 1.4 per cent. Media Intelligence services in general were affected by the continued weakness in advertising and public relations. Some growth was achieved in Europe and Asia, principally driven by good performances in Russia and China but this was held back by the decline in TNS CMR in the US. The foundations of this predominantly syndicated business, however, were reinforced during the year, both by acquisition and the introduction of new services.

The online advertising tracking division in the US was strengthened by the acquisition of Evaliant and now monitors advertising on over 2,000 internet sites. The further development of online services for the immediate delivery to clients of advertising expenditure and creative data has led to new business wins. In the UK, France and Spain, new web-based product offerings proved successful and are expected to provide growth going forward. News monitoring is also a focus in these markets, with the introduction of new analysis products. Recovery in the advertising and public relations markets will be the trigger for an upturn in this sector's turnover performance.

The performance of the television audience measurement sector was also supported by strong growth in Russia and China. The group's technology was used in retaining the Belgian contract and its diary service in Estonia was switched to Peoplemeters. These meters were also installed under a licence arrangement in the Dominican Republic and were introduced into a national service in Serbia. Early this year, the group won a five-year contract for radio and TV measurement in the Flemish-speaking areas of Belgium, in association with Arbitron, and its TAM contract in Israel was extended for a further four years.

#### **Business services**

The US and Germany continued to perform well in this sector. Significant reductions in research spend by the large professional services firms resulted in a disappointing outturn in the UK, while France saw a downturn in its corporate communication and image work. In the current economic climate, this sector will continue to be challenging in 2003.

#### **IT/Telecoms**

The group's ability to provide analysis of multi-national data and key account management in the IT sector have been the main drivers of the outstanding performance in this sector. TNS' recent appointment as the primary corporate research provider for IBM is a clear illustration of the success of this approach. The group is also benefiting from its ability to provide interactive solutions and the use of branded solutions in brand and advertising tracking and customer satisfaction studies.

Key account management has also proven successful in the Telecoms sector, with major international accounts being co-ordinated on a regional basis and a strong emphasis on transferring skills from one part of the network to another. The launch of two new syndicated services in Europe offers potential for the future. In the US however, the severe downturn in the telecoms market, combined with financial problems at two of its major clients, led to a further decrease in Indetec turnover. This business has now been brought under the management of TNS Intersearch, offering US clients a combined syndicated and custom TNS Telecoms service.

While the IT and Telecoms industries are still under pressure, the ongoing demand for information on consumer demand and behaviour is expected to continue.

## **Healthcare**

TNS Healthcare has a very strong reputation in the market and continued to build on its excellent performance in 2001, improving by 9.1 per cent on an underlying basis. International business continued to grow, as the group won further new product development contracts. In the UK, the Omnimed survey among GPs has grown well, particularly benefiting from its internet data collection. The focus on development of new syndicated services has continued, particularly in the sales research area. The group is leveraging its healthcare expertise across the network, by introducing specialists into Asia and European countries where it has not had a local healthcare presence previously.

The US and French domestic business disappointed in the second half, as some sizeable studies conducted during that period in 2001 were not repeated and, with fewer new drug approvals in the US, the market appeared to slow. However, with its strong market position, the group expects to see growth in this sector during 2003.

## **FINANCIAL REVIEW**

### **Operating profit and margin**

Operating profit including joint ventures and before goodwill charges increased by 8.3 per cent to £59.8 million (2001 £55.2 million). Operating margin before goodwill charges improved from 9.5 per cent to 9.7 per cent, partly due to the improved mix of continuous/syndicated services to customised ad hoc, now 50:50 (2001 49:51). A review of the Indetec business in the US and Tellex in the UK resulted in impairments of £6.3 million to the carrying value of goodwill. Total goodwill charges for 2002 were £20.2 million (2001 £13.9 million), including the impairment of £6.3 million (2001 £4.9 million). Operating margin after goodwill charges was 6.4 per cent (2001 7.1 per cent) and operating profit including joint ventures was down by 4.1 per cent to £39.6 million (2001 £41.3 million).

### **Associates**

Income from associates rose to £0.2 million (2001 £nil), due to improved performance in those companies. There has been no change in associate holdings.

### **Minority interests**

Minority interests increased to £0.7 million (2001 £0.4 million) due to the improved profit performance in a number of subsidiaries, in particular the Russian media businesses. In addition, the 2002 results include a full year of the MDC group, which was acquired in March 2001.

### **Capital expenditure**

Total capital expenditure for 2002 amounted to £16.2 million (2001 £20.0 million). The main category of asset expenditure was computer hardware and software, which includes work undertaken on web portals and the acquisition of palm pilot kits for use in consumer panels. Capital investment into the business continued at a similar rate to 2001, excluding the expenditure on major property improvements undertaken that year.

**Cash flow and net debt**

Net cash inflow from operating activities was £67.0 million (2001 £72.7 million). The movement in working capital is primarily due to an increase of 5.9 per cent in trade debtors, to £134.6 million (2001 £127.1 million), slightly below the rate of turnover growth. Net cash outflow from acquisitions and disposals was £19.4 million (2001 £85.2 million) and closing net debt reduced to £204.8 million (2001 £209.2 million).

**Acquisitions**

During 2002, the group's purchase of Svenska Gallup in Sweden completed its positioning as the leading market information company in the Nordic region. Its European operations were also reinforced by the establishment of a joint venture, TNS ICAP, in Greece. In the US, the acquisitions of Elrick & Lavidge and Greenfield Online strengthened the group's presence in the consumer sector and online research respectively. The purchase of Evaliant in the US and the broadcast division of BMC News in the UK added to the group's Media Intelligence offering in those countries.

**ENDS**

The results of the group are shown on the following pages.

## GROUP PROFIT AND LOSS ACCOUNT

For the year ended 31 December

	Notes	2002 £m	2001 £m
Continuing activities		601.9	582.7
Acquisitions		17.0	-
<b>Turnover</b>		<b>618.9</b>	<b>582.7</b>
Less share of joint ventures		(15.7)	(7.6)
<b>Turnover excluding joint ventures</b>	2	<b>603.2</b>	<b>575.1</b>
Cost of sales		(212.3)	(206.0)
<b>Gross profit</b>		<b>390.9</b>	<b>369.1</b>
Administrative expenses		(352.6)	(328.6)
<b>Operating profit</b>			
Continuing activities (after goodwill charges of £18.6m, 2001 £13.7m)		38.7	40.5
Acquisitions (after goodwill charges of £1.0 m, 2001 £nil)		(0.4)	-
<b>Operating profit before joint ventures and associates</b>	2	<b>38.3</b>	<b>40.5</b>
Share of operating profit of joint ventures (after goodwill charges of £0.6m, 2001 £0.2m)		1.3	0.8
<b>Operating profit including joint ventures before goodwill charges</b>	2	<b>59.8</b>	<b>55.2</b>
Goodwill charges		(20.2)	(13.9)
<b>Operating profit including joint ventures</b>		<b>39.6</b>	<b>41.3</b>
Share of operating profit of associates		0.2	-
<b>Profit on ordinary activities before interest and taxation</b>		<b>39.8</b>	<b>41.3</b>
Interest receivable and similar income		0.8	0.6
Interest payable		(11.3)	(11.4)
Other finance charges		(0.7)	(0.9)
<b>Profit on ordinary activities before taxation</b>		<b>28.6</b>	<b>29.6</b>
Taxation on profit on ordinary activities		(15.5)	(13.3)
<b>Profit on ordinary activities after taxation</b>		<b>13.1</b>	<b>16.3</b>
Minority interests		(0.7)	(0.4)
<b>Profit for the year</b>		<b>12.4</b>	<b>15.9</b>
Dividends		(10.0)	(9.0)
<b>Retained profit for the year</b>		<b>2.4</b>	<b>6.9</b>
<b>Adjusted earnings per share before goodwill charges</b>	3	<b>8.6p</b>	8.0p
<b>Basic earnings per share</b>	3	<b>3.3p</b>	4.3p
<b>Diluted earnings per share</b>	3	<b>3.2p</b>	4.1p
<b>Dividend per share</b>		<b>2.6p</b>	2.4p

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

## GROUP BALANCE SHEET

At 31 December

	2002 £m	2001 £m
<b>Fixed assets</b>		
Intangible assets	178.6	202.0
Tangible assets	56.1	58.3
Investments		
Share of gross assets of joint ventures	22.3	19.2
Share of gross liabilities of joint ventures	(3.7)	(2.1)
	<u>18.6</u>	<u>17.1</u>
Associates	0.9	0.7
Other investments	8.3	7.9
	<u>27.8</u>	<u>25.7</u>
	<u>262.5</u>	<u>286.0</u>
<b>Current assets</b>		
Stock	28.8	34.0
Debtors	159.3	144.4
Cash at bank and in hand	35.6	24.1
	<u>223.7</u>	<u>202.5</u>
<b>Creditors:</b> amounts falling due within one year	<u>(219.2)</u>	<u>(192.6)</u>
<b>Net current assets</b>	<u>4.5</u>	<u>9.9</u>
<b>Total assets less current liabilities</b>	<b>267.0</b>	<b>295.9</b>
<b>Creditors:</b> amounts falling due after more than one year	<b>(202.5)</b>	<b>(220.6)</b>
<b>Provisions for liabilities and charges</b>	<b>(23.6)</b>	<b>(32.3)</b>
<b>Net assets</b>	<u>40.9</u>	<u>43.0</u>
<b>Capital and reserves</b>		
Called up share capital	19.6	19.5
Share premium	105.3	102.7
Other reserves	1.2	0.9
Profit and loss account	(90.5)	(85.2)
<b>Equity shareholders' funds</b>	<u>35.6</u>	<u>37.9</u>
Minority interests	5.3	5.1
	<u>40.9</u>	<u>43.0</u>

## GROUP CASH FLOW STATEMENT

For the year ended 31 December

	Note	2002 £m	2001 £m
<b>Cash flow from operating activities</b>			
Net cash inflow from continuing operating activities	4	67.0	72.7
<b>Dividends from associated undertakings</b>			
		0.1	0.1
<b>Returns on investments and servicing of finance</b>			
Interest received		0.9	0.5
Interest paid		(10.7)	(12.0)
Dividends paid to minority interests		(0.4)	-
<b>Net cash outflow from returns on investments and servicing of finance</b>		<b>(10.2)</b>	<b>(11.5)</b>
<b>Taxation</b>			
Taxation paid		(15.3)	(11.6)
<b>Capital expenditure and financial investment</b>			
Purchase of tangible fixed assets		(16.2)	(19.8)
Purchase of intangible fixed assets		-	(0.2)
Purchase of investments		(0.1)	(0.1)
Purchase of own shares		(2.2)	-
Sale of tangible fixed assets		1.0	1.0
<b>Net cash outflow from capital expenditure and financial investment</b>		<b>(17.5)</b>	<b>(19.1)</b>
<b>Acquisitions and disposals</b>			
Purchase of subsidiary undertakings	4	(5.9)	(73.7)
Purchase of businesses	4	(13.6)	-
Net cash acquired with subsidiary undertakings and businesses	4	0.2	0.6
Purchase of joint ventures and associates		(0.2)	(12.1)
Sale of joint ventures		0.1	-
<b>Net cash outflow from acquisitions and disposals</b>		<b>(19.4)</b>	<b>(85.2)</b>
<b>Dividends paid</b>			
		(9.5)	(8.5)
<b>Cash outflow before financing</b>		<b>(4.8)</b>	<b>(63.1)</b>
<b>Financing</b>			
Proceeds on exercise of share options		3.8	4.8
Increase in debt		12.5	63.1
<b>Increase in cash in the year</b>	4	<b>11.5</b>	<b>4.8</b>

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

For the year ended 31 December

	2002	2001
	£m	£m
Profit for the year	12.4	15.9
Amounts arising on the exercise of share options	0.3	0.5
Translation differences on foreign currency net investments less translation differences on foreign currency loans taken out to fund those investments	(7.3)	(2.5)
Tax on gains/(losses) on foreign currency borrowings hedging foreign investments	0.7	(0.5)
<b>Total recognised gains and losses relating to the year</b>	<b>6.1</b>	<b>13.4</b>

## RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

For the year ended 31 December

	2002	2001
	£m	£m
Profit for the year	12.4	15.9
Dividends	(10.0)	(9.0)
	2.4	6.9
Amounts deducted in respect of shares issued to a qualifying employee share ownership trust	(1.1)	(1.0)
Amounts arising on the exercise of share options	0.3	0.5
Share of former associates	-	(0.4)
Translation differences on foreign currency net investments less translation differences on foreign currency loans taken out to fund those investments (net of taxation)	(6.6)	(3.0)
New share capital issued (including share premium)	2.7	1.7
Net (reduction)/addition to equity shareholders' funds	(2.3)	4.7
Opening equity shareholders' funds	37.9	33.2
<b>Closing equity shareholders' funds</b>	<b>35.6</b>	<b>37.9</b>

## NOTES TO THE PRELIMINARY STATEMENT

### 1. Basis of accounting

The financial statements have been prepared under the historic cost convention in accordance with applicable UK Accounting Standards.

### 2. Geographical analysis

In the opinion of the directors, the group has only one class of business, which is the provision of market information services.

	Continuing £m	Acquisitions £m	2002 Total £m	2001 Total £m
<b>Turnover</b>				
<b>Sales by origin</b>				
Europe				
- group	409.3	2.1	<b>411.4</b>	405.2
- joint ventures	2.2	-	<b>2.2</b>	1.9
Americas				
- group	133.9	14.9	<b>148.8</b>	128.7
- joint ventures	1.6	-	<b>1.6</b>	2.0
Asia Pacific				
- group	43.0	-	<b>43.0</b>	41.2
- joint ventures	11.9	-	<b>11.9</b>	3.7
<b>Total</b>	<b>601.9</b>	<b>17.0</b>	<b>618.9</b>	<b>582.7</b>
- group	586.2	17.0	<b>603.2</b>	575.1
- joint ventures	15.7	-	<b>15.7</b>	7.6
<b>Sales by destination</b>				
Europe				
- group	391.2	2.1	<b>393.3</b>	385.5
- joint ventures	2.2	-	<b>2.2</b>	1.9
Americas				
- group	150.9	14.9	<b>165.8</b>	147.7
- joint ventures	1.6	-	<b>1.6</b>	2.0
Asia Pacific				
- group	44.1	-	<b>44.1</b>	41.9
- joint ventures	11.9	-	<b>11.9</b>	3.7
<b>Total</b>	<b>601.9</b>	<b>17.0</b>	<b>618.9</b>	<b>582.7</b>
- group	586.2	17.0	<b>603.2</b>	575.1
- joint ventures	15.7	-	<b>15.7</b>	7.6

Intra-group turnover between geographic segments is not considered material.

## NOTES TO THE PRELIMINARY STATEMENT

### 2. Geographical analysis (continued)

	Continuing £m	Acquisitions £m	2002 Total £m	2001 Total £m
<b>Operating profit before goodwill charges</b>				
Europe				
- group	40.6	(0.1)	<b>40.5</b>	38.9
- joint ventures	0.1	-	<b>0.1</b>	0.3
Americas				
- group	15.7	0.7	<b>16.4</b>	14.4
- joint ventures	-	-	<b>-</b>	0.1
Asia Pacific				
- group	1.0	-	<b>1.0</b>	0.9
- joint ventures	1.8	-	<b>1.8</b>	0.6
<b>Total</b>	<b>59.2</b>	<b>0.6</b>	<b>59.8</b>	<b>55.2</b>
- group	57.3	0.6	<b>57.9</b>	54.2
- joint ventures	1.9	-	<b>1.9</b>	1.0
<b>Profit on ordinary activities before taxation</b>				
Europe				
- group	32.8	(0.3)	<b>32.5</b>	34.0
- joint ventures	0.1	-	<b>0.1</b>	0.3
Americas				
- group	5.1	(0.1)	<b>5.0</b>	5.8
- joint ventures	(0.2)	-	<b>(0.2)</b>	-
Asia Pacific				
- group	0.8	-	<b>0.8</b>	0.7
- joint ventures	1.4	-	<b>1.4</b>	0.5
<b>Operating profit including joint ventures</b>	<b>40.0</b>	<b>(0.4)</b>	<b>39.6</b>	<b>41.3</b>
- group	38.7	(0.4)	<b>38.3</b>	40.5
- joint ventures	1.3	-	<b>1.3</b>	0.8
Income from interests in associated undertakings			<b>0.2</b>	-
Interest receivable			<b>0.8</b>	0.6
Interest payable and other finance charges			<b>(12.0)</b>	(12.3)
			<b>28.6</b>	<b>29.6</b>

## NOTES TO THE PRELIMINARY STATEMENT

### 2. Geographical analysis (continued)

	2002 £m	2001 £m
<b>Net assets</b>		
Europe		
- group	33.1	29.9
- joint ventures	0.4	0.5
Americas		
- group	2.9	9.7
- joint ventures	2.8	2.8
Asia Pacific		
- group	(0.9)	(0.5)
- joint ventures	15.4	13.8
Net operating assets	<u>53.7</u>	<u>56.2</u>
- group	35.1	39.1
- joint ventures	18.6	17.1
Unallocated amounts:		
Current and deferred taxation	(6.2)	(7.1)
Dividends payable	<u>(6.6)</u>	<u>(6.1)</u>
Net assets	<u>40.9</u>	<u>43.0</u>

## NOTES TO THE PRELIMINARY STATEMENT

### 3. Earnings per share

Basic earnings per share have been calculated on the profit after taxation and minority interests of £12.4m (2001 £15.9m) and on 380,639,215 shares (2001 373,724,213), being the weighted average number of shares in issue during the year, excluding those held in the ESOP and the EBT, which are treated as cancelled.

The diluted earnings per share have been calculated in accordance with the provisions of FRS 14, with the weighted average number of shares in issue being adjusted to assume conversion of all dilutive potential shares for the period they were outstanding.

Shares held by the ESOP and the EBT which are under performance-based options are included in the diluted weighted average number of shares as the performance conditions are deemed to have been met for the purposes of this calculation. The diluted weighted average number of shares is 386,581,928 (2001 383,693,389).

Adjusted earnings per share before goodwill charges have been calculated on the profit after taxation and minority interests of £32.6 m (2001 £29.8m), which excludes goodwill charges of £20.2m (2001 £13.9m) and on the basic weighted average number of shares. The directors believe that earnings per share before goodwill charges assists in understanding the underlying performance of the group.

The weighted average number of ordinary shares in issue during the year for the purpose of these calculations is as follows:

	2002	2001
Weighted average number of shares (millions)		
Share capital	390.4	388.6
Shares held by ESOP	(2.6)	(3.3)
Shares held by EBT	(7.2)	(11.6)
Basic earnings per share denominator	<u>380.6</u>	<u>373.7</u>
Dilutive effect of share options	6.0	10.0
Dilutive earnings per share denominator	<u>386.6</u>	<u>383.7</u>

## NOTES TO THE PRELIMINARY STATEMENT

### 4. Consolidated statement of cash flow

#### *Reconciliation of operating profit to net cash inflow from operating activities*

	2002	2001
	Total	Total
	£m	£m
Operating profit	38.3	40.5
Amortisation and impairment of intangible fixed assets	20.0	14.4
Depreciation of tangible fixed assets	19.3	18.4
Profit on sale of fixed assets	(0.3)	-
Decrease in stock - work-in-progress	6.1	6.7
(Increase) / decrease in debtors	(12.5)	6.0
(Decrease) in creditors	(4.4)	(14.6)
Increase in provisions	0.5	1.3
<b>Net cash inflow from continuing operating activities</b>	<b><u>67.0</u></b>	<b><u>72.7</u></b>

#### *Reconciliation of net cash flow to movement in net debt*

	2002
	£m
Increase in cash in the year	11.5
Cash inflow from increase in debt	<u>(12.5)</u>
Change in net debt resulting from cashflows	(1.0)
Translation difference	5.7
Non-cash movement	<u>(0.3)</u>
Movement in net debt in the year	4.4
Net debt at 1 January 2002	<u>(209.2)</u>
Net debt at 31 December 2002	<b><u>(204.8)</u></b>

## NOTES TO THE PRELIMINARY STATEMENT

### 4. Consolidated statement of cash flow (continued)

#### *Analysis of net debt*

	At 1 Jan 2002 £m	Cash flow £m	Exchange movement £m	Acquisitions £m	Non-cash movements £m	At 31 Dec 2002 £m
Cash at bank and in hand	24.1	11.3	-	0.2	-	35.6
Loans repayable within 1 year	(17.6)	(9.5)	2.2	-	(15.9)	(40.8)
Loans repayable after more than 1 year	(215.4)	(3.3)	3.5	-	15.6	(199.6)
Obligations under finance leases	(0.3)	0.3	-	-	-	-
	<u>(209.2)</u>	<u>(1.2)</u>	<u>5.7</u>	<u>0.2</u>	<u>(0.3)</u>	<u>(204.8)</u>

The net non-cash movement represents the amortisation of arrangement fees.

#### *Analysis of the net cash outflow in respect of the purchase of subsidiary undertakings and businesses*

	2002 £m
Cash consideration	
Prior year acquisitions	(2.1)
2002 acquisitions	(17.4)
	<u>(19.5)</u>
Net cash acquired	<u>0.2</u>
Net cash outflow in respect of the purchase of subsidiary undertakings and businesses	<u>(19.3)</u>

## NOTES TO THE PRELIMINARY STATEMENT

### 5. Financial information

The preliminary results were approved by the board on 10 March 2003. The financial information contained in this announcement does not constitute statutory accounts within the meaning of section 240 of the Companies Act 1985. Statutory accounts for the year ended 31 December 2001, together with an unqualified auditors' report thereon, have been delivered to the Registrar of Companies. Statutory accounts for the year ended 31 December 2002 have not yet been delivered to the Registrar of Companies. The group's annual report and accounts for 2002 will be delivered to shareholders in early April and will be filed with the Registrar of Companies, together with an unqualified auditors' report thereon, following the annual general meeting. It will be available electronically from the Investor Centre of the group's website at [www.tns-global.com](http://www.tns-global.com) in early April.

### Additional information

Subject to approval by shareholders at the annual general meeting on Wednesday 14 May 2003, the final dividend will be paid on 7 July 2003 to shareholders on the register on 23 May 2003.

Copies of this release are available from the Head of Investor Relations, Taylor Nelson Sofres plc, Westgate, London W5 1UA. Email: [Janis.Parks@tnsofres.com](mailto:Janis.Parks@tnsofres.com). It can also be found in the Investor Centre of the group's website at [www.tns-global.com](http://www.tns-global.com).