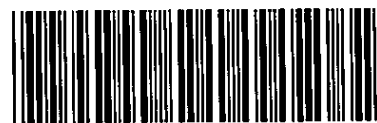


Unique Digital Marketing Limited
Report of the Directors and
Financial Statements
for the year ended 31 December 2008

FRIDAY



AZ5GJDD3

A20

18/09/2009

155

COMPANIES HOUSE

**Contents of the Financial Statements
for the year ended 31 December 2008**

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7

Unique Digital Marketing Limited

**Company Information
for the year ended 31 December 2008**

DIRECTORS:	A P Stevens E Greiner
SECRETARY:	E Greiner
REGISTERED OFFICE:	53 Corsica Street Highbury Fields London N5 1JT
REGISTERED NUMBER:	04138160 (England and Wales)
AUDITORS:	The JMO Practice Chartered Accountants and Registered Auditors 17-19 Bedford Street London WC2E 9HP
BANKERS:	NatWest Bank Regent Street Branch 250 Regent Street London W1B 3PB

**Report of the Directors
for the year ended 31 December 2008**

The directors present their report with the financial statements of the company for the year ended 31 December 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of digital marketing.

REVIEW OF BUSINESS

2008 was very successful in terms of both client and staff development. This resulted in an increase in head count as well as doubling of turnover. We rebranded in line with Group expectations, developed our Darwin product further, expanding the offering to both new and existing clients, built solid relationships with our Group Companies and worked across Group clients and pitches.

We have considered the risks to which the company is exposed, including price risk, credit risk and cash flow risk and believe we have taken adequate steps to ensure the risk is kept to a minimum. The company's principal financial assets are bank balances and trade and other receivables. The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event, which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

DIVIDENDS

An interim dividend of £25 per Ordinary "A" share was paid on 18 March 2009.

FIXED ASSETS

In the opinion of the directors there is no significant difference between the book value and the current open market value of the fixed assets.

FUTURE DEVELOPMENTS

The directors remain excited about the future, anticipating continued growth for unquedigital. Building on the successes of 2008, enhancing further our technical skills, continuing the staff development, both internally and externally and working even closer with Group Companies we predict we will eclipse the results of 2008 through an increased client base and enhanced product and service offering.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2008 to the date of this report.

A P Stevens
E Greiner

COMPANY'S POLICY ON PAYMENT OF CREDITORS

It is the policy of the company to settle the terms of payment with its suppliers when agreeing the terms of each transaction; to ensure that suppliers are made aware of those terms of payment; and to abide by the terms settled. The number of creditor days at the year end was 36.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Unique Digital Marketing Limited

**Report of the Directors
for the year ended 31 December 2008**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD:



.....
A P Stevens - Director

Date:

8 Sept 2009

**Report of the Independent Auditors to the Shareholders of
Unique Digital Marketing Limited**

We have audited the financial statements of Unique Digital Marketing Limited for the year ended 31 December 2008 on pages five to eleven. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page two.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.



The JMO Practice
Chartered Accountants
and Registered Auditors
17-19 Bedford Street
London
WC2E 9HP

Date: *1 September 2009*

Unique Digital Marketing Limited

**Profit and Loss Account
for the year ended 31 December 2008**

	Notes	Year Ended 31.12.08 £	£	Period 1.2.07 to 31.12.07 £	£
TURNOVER			24,874,838		9,387,506
Cost of sales			<u>21,624,537</u>		<u>7,280,420</u>
GROSS PROFIT			3,250,301		2,107,086
Exercise of share options			-	291,650	
Administrative expenses		<u>1,690,905</u>		<u>1,220,515</u>	
			<u>1,690,905</u>		<u>1,512,165</u>
			1,559,396		594,921
Other operating income			<u>191,886</u>		<u>67,063</u>
OPERATING PROFIT	3		1,751,282		661,984
Interest receivable and similar income			<u>135,963</u>		<u>101,097</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			1,887,245		763,081
Tax on profit on ordinary activities	4		<u>532,906</u>		<u>244,749</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			<u><u>1,354,339</u></u>		<u><u>518,332</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous period.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous period.

Unique Digital Marketing Limited

Balance Sheet
31 December 2008

	Notes	31.12.08 £	£	31.12.07 £	£
FIXED ASSETS					
Tangible assets	6		85,740		13,144
CURRENT ASSETS					
Debtors	7	6,828,763		4,000,058	
Cash at bank		<u>2,002,567</u>		<u>935,941</u>	
		8,831,330		4,935,999	
CREDITORS					
Amounts falling due within one year	8	<u>6,253,048</u>		<u>3,639,460</u>	
NET CURRENT ASSETS			<u>2,578,282</u>		<u>1,296,539</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>2,664,022</u>		<u>1,309,683</u>
CAPITAL AND RESERVES					
Called up share capital	10		900		900
Share premium	11		6,750		6,750
Profit and loss account	11		<u>2,656,372</u>		<u>1,302,033</u>
SHAREHOLDERS' FUNDS	14		<u>2,664,022</u>		<u>1,309,683</u>

The financial statements were approved by the Board of Directors on its behalf by:

S. Syntex and were signed on

A.P. Stevens
A.P. Stevens - Director

E. Greiner
E Greiner - Director

The notes form part of these financial statements

**Notes to the Financial Statements
for the year ended 31 December 2008**

1. ACCOUNTING POLICIES

Basis of accounting

The company is a wholly owned subsidiary of Syzygy AG and is included in the consolidated financial statements of Syzygy AG, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1. The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of Syzygy AG group or investees of Syzygy AG group.

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

Turnover

Turnover represents amounts receivable for goods and services provided in the UK, net of VAT and trade discounts.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Improvements to property	- in accordance with the property
Fixtures and fittings	- 25% on cost
Computer equipment	- 25% on cost

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The pension costs charged in the financial statements represent the contributions payable by the company during the period in accordance with FRS 17.

2. STAFF COSTS

	Year Ended 31.12.08 £	Period 1.2.07 to 31.12.07 £
Wages and salaries	1,213,159	1,072,258
Social security costs	<u>169,485</u>	<u>81,779</u>
	<u>1,382,644</u>	<u>1,154,037</u>

The average monthly number of employees during the year was as follows:

	Year Ended 31.12.08	Period 1.2.07 to 31.12.07
Client services and marketing	25	18
Administration	<u>4</u>	<u>4</u>
	<u>29</u>	<u>22</u>

Notes to the Financial Statements - continued
for the year ended 31 December 2008

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	Year Ended 31.12.08 £	Period 1.2.07 to 31.12.07 £
Other operating leases	35,000	29,002
Depreciation - owned assets	16,321	14,328
Loss on disposal of fixed assets	1,066	-
Auditors' remuneration	9,400	10,000
Foreign exchange differences	<u>(191,886)</u>	<u>(57,346)</u>
Directors' emoluments	<u>181,026</u>	<u>113,142</u>

4. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	Year Ended 31.12.08 £	Period 1.2.07 to 31.12.07 £
Current tax:		
UK corporation tax	532,882	244,749
Prior year adjustment	<u>24</u>	<u>-</u>
Tax on profit on ordinary activities	<u>532,906</u>	<u>244,749</u>

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Year Ended 31.12.08 £	Period 1.2.07 to 31.12.07 £
Profit on ordinary activities before tax	<u>1,887,245</u>	<u>763,081</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28.500% (2007 - 30%)	537,865	228,924
Effects of:		
Expenses not deductible for tax purposes	(51)	12,752
Capital allowances in excess of depreciation	(4,932)	3,073
Adjustment to tax charge prior years	<u>24</u>	<u>-</u>
Current tax charge	<u>532,906</u>	<u>244,749</u>

5. DIVIDENDS

	Year Ended 31.12.08 £	Period 1.2.07 to 31.12.07 £
Ordinary "A" shares of 1p each		
Final	<u>-</u>	<u>197,890</u>

Notes to the Financial Statements - continued
for the year ended 31 December 2008

6. TANGIBLE FIXED ASSETS

	Improvements to property £	Fixtures and fittings £	Computer equipment £	Totals £
COST				
At 1 January 2008	-	13,663	65,081	78,744
Additions	10,166	72,475	7,442	90,083
Disposals	-	(6,660)	(415)	(7,075)
At 31 December 2008	<u>10,166</u>	<u>79,478</u>	<u>72,108</u>	<u>161,752</u>
DEPRECIATION				
At 1 January 2008	-	10,555	55,045	65,600
Charge for year	701	8,255	7,365	16,321
Eliminated on disposal	-	(5,849)	(60)	(5,909)
At 31 December 2008	<u>701</u>	<u>12,961</u>	<u>62,350</u>	<u>76,012</u>
NET BOOK VALUE				
At 31 December 2008	<u>9,465</u>	<u>66,517</u>	<u>9,758</u>	<u>85,740</u>
At 31 December 2007	<u>-</u>	<u>3,108</u>	<u>10,036</u>	<u>13,144</u>

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.08 £	31.12.07 £
Trade debtors	5,305,447	3,476,857
Amounts owed by group undertakings	1,480,208	432,567
Other debtors	555	46,332
Directors' current accounts	-	13,955
Prepayments and accrued income	<u>42,553</u>	<u>30,347</u>
	<u>6,828,763</u>	<u>4,000,058</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.08 £	31.12.07 £
Trade creditors	3,478,380	2,126,877
Amounts owed to group undertakings	420,000	7,520
Tax	352,883	244,749
Social security and other taxes	37,391	28,860
VAT	1,012,888	458,790
Accruals and deferred income	<u>951,506</u>	<u>772,664</u>
	<u>6,253,048</u>	<u>3,639,460</u>

9. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	Land and buildings	
	31.12.08 £	31.12.07 £
Expiring: In more than five years	<u>38,000</u>	<u>35,000</u>

Notes to the Financial Statements - continued
for the year ended 31 December 2008

10. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	31.12.08 £	31.12.07 £
99,980,000	Ordinary "A"	1p	999,800	999,800
20,000	Ordinary "B"	1p	<u>200</u>	<u>200</u>
			<u>1,000,000</u>	<u>1,000,000</u>

Allotted, issued and fully paid: Number:	Class:	Nominal value:	31.12.08 £	31.12.07 £
80,000	Ordinary "A"	1p	800	800
9,950	Ordinary "B"	1p	<u>100</u>	<u>100</u>
			<u>900</u>	<u>900</u>

11. RESERVES

	Profit and loss account £	Share premium £	Totals £
At 1 January 2008	1,302,033	6,750	1,308,783
Profit for the year	<u>1,354,339</u>		<u>1,354,339</u>
At 31 December 2008	<u>2,656,372</u>	<u>6,750</u>	<u>2,663,122</u>

12. ULTIMATE PARENT COMPANY

The directors regard Syzygy AG, a company incorporated in Germany, as the ultimate parent company and the ultimate controlling party.

Syzygy AG is the parent company of the largest and smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from Investor Relations at Syzygy AG, Im Atzelnest 3, 61352 Bad Homburg v.d.H.

As a group undertaking of Syzygy AG, the company has taken advantage of the exemption FRS 8 "Related party disclosures" from disclosing transactions with other members of the group headed by Syzygy AG.

13. TRANSACTIONS WITH DIRECTORS

The following loan to directors subsisted during the year ended 31 December 2008 and the period ended 31 December 2007:

	31.12.08 £	31.12.07 £
S G Anderson		
Balance outstanding at start of year	13,955	78,208
Balance outstanding at end of year	-	13,955
Maximum balance outstanding during year	<u>13,955</u>	<u>78,208</u>

The overdrawn loan account of S G Anderson was repaid on 8 January 2008.

Unique Digital Marketing Limited

**Notes to the Financial Statements - continued
for the year ended 31 December 2008**

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.08 £	31.12.07 £
Profit for the financial year	1,354,339	518,332
Dividends	-	(197,890)
	<u>1,354,339</u>	<u>320,442</u>
Issue of Ordinary "B" shares	-	6,850
Exercise of share options	-	291,650
	<u>1,354,339</u>	<u>618,942</u>
Net addition to shareholders' funds	1,354,339	618,942
Opening shareholders' funds	<u>1,309,683</u>	<u>690,741</u>
Closing shareholders' funds	<u>2,664,022</u>	<u>1,309,683</u>