

Annual Report 2003



What does he have in mind?

Art opens our eyes. It sheds light on reality. It serves as an inspiration for us to identify consumers' and citizens' intentions and to predict their behaviour: changes in attitude, swings of opinion, new passions for products and brands. Ipsos helps its clients capture these trends. So that they can understand their own clients – and the world they live in – as they really are.

NOBODY'S UNPREDICTABLE

Artists: Leonardo da Vinci, Vincent Van Gogh and Hervé Di Rosa





9 JUNE 2004



DOCUMENT FILED WITH THE AMF (AUTORITÉ DES MARCHÉS FINANCIERS)

This is a free translation of the Ipsos reference document filed with the AMF on 9 June 2004, pursuant to regulation no. 98-01. The French version of this document may be used in support of a financial transaction, provided it is accompanied by a transaction note approved by the AMF.

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OFFICERS RESPONSIBLE FOR THE REFERENCE DOCUMENT AND FOR THE AUDIT OF THE ACCOUNTS

1 OFFICERS RESPONSIBLE FOR THE REFERENCE DOCUMENT

Mr Didier Truchot and Mr Jean-Marc Lech, Co-Chairmen of Ipsos.

2 STATEMENT BY OFFICERS RESPONSIBLE FOR THE REFERENCE DOCUMENT

“To the best of our knowledge, this reference document is accurate and includes all the information required by investors to form an opinion on the issuer's assets, activities, financial position, results and prospects. It does not contain any omission likely to affect the import of the document.”

The Co-Chairmen

Mr Didier Truchot and Mr Jean-Marc Lech

3 AUDITORS

3.1 STATUTORY AUDITORS

Ernst & Young Audit

represented by Mr Jacques Rigo,

Tour Ernst & Young, Faubourg de l'Arche - 92037 Paris La Défense Cedex.

First appointed: 17 December 1998.

Appointment expires: at the Ordinary General Meeting held to approve the accounts for the year ended 31 December 2003. The reappointment of this auditor is proposed (see twelfth resolution, chapter 6).

Cogerco Flipo

Member of Deloitte Touche Tohmatsu

represented by Mr Francis Pons,

185, avenue Charles De Gaulle - 92524 Neuilly-sur-Seine.

First appointed: 23 February 1988. Reappointed 29 June 1993 and 31 May 1999.

Appointment expires: at the Ordinary General Meeting held to approve the accounts for the year ended 31 December 2004.

3.2 SUBSTITUTE AUDITORS

M. Bruno Perrin,

100, rue Raymond Losserand – 75014 Paris.

First appointed: 17 December 1998.

Appointment expires: at the Ordinary General Meeting held to approve the accounts for the year ended 31 December 2003. The reappointment of this auditor is proposed (see thirteenth resolution, chapter 6).

M. Hervé Pouliquen,

185, avenue Charles de Gaulle – 92524 Neuilly-sur-Seine

First appointed: 23 February 1988. Reappointed 29 June 1993 and 31 May 1999.

Appointment expires: at the Ordinary General Meeting held to approve the accounts for the year ended 31 December 2004.

4 STATUTORY AUDITORS' STATEMENT

To the shareholders,

In our capacity as statutory auditors of Ipsos, and pursuant to COB regulation 98-01, we have verified, in accordance with French auditing standards, the information relating to the company's financial position and past financial statements, as provided in this reference document. This reference document was prepared under the responsibility of the Co-Chairmen, Mr Didier Truchot and Mr Jean-Marc Lech. Our responsibility is to express an opinion on the accuracy of the financial and accounting data contained in this reference document.

In accordance with French auditing standards, our checks consisted of assessing the fairness and accuracy of information relating to the company's financial position and financial statements, and ensuring that this information is consistent with the financial statements published in a report. Our checks also consisted of reviewing the other information in the reference document, so as to identify any material inconsistencies with the information relating to the company's financial position and financial statements, and to point out any clearly erroneous information that we may have identified, based on our general knowledge of the company, acquired during our assignment. This reference document does not contain any isolated projections resulting from a formal forecasting process.

In conjunction with JPA, we audited the full-year financial statements for the years ended 31 December 2001 and 2002, and the consolidated financial statements for the year ended 31 December 2002, as drawn up by the Board of Directors, in accordance with French auditing standards, and certified them with no reservations or observations.

In conjunction with JPA, we audited the full-year financial statements for the year ended 31 December 2001, as drawn up by the Board of Directors, in accordance with French auditing standards, and certified them with no reservations, but with one observation regarding note III-B to the consolidated financial statements, which explains why Ipsos has chosen to present its profit and loss account by destination and provide a profit and loss breakdown by type of income and expense item in the notes to its financial statements.

We audited the full-year financial statements and consolidated financial statements for the year ended 31 December 2003, as drawn up by the Board of Directors, in accordance with French auditing standards, and certified them with no reservations or observations.

On the basis of our audit, we have no other observations to make as to the accuracy of the information on the Group's financial position and financial statements, as presented in this reference document.

2 June 2004

Cogerco - Flipo

Member of Deloitte Touche Tohmatsu



Francis Pons

This reference document also includes :

- The statutory auditors' general report on the full-year financial statements (page 90 of this reference document), in which the auditors provide a justification of their assessments, pursuant to the terms of article L.225-235 of the French Code of Commerce;

- The statutory auditors' report on the consolidated financial statements (page 63 of this reference document), in which the auditors also provide a justification of their assessments, pursuant to the terms of article L.225-235 of the French Code of Commerce;

- In accordance with the final paragraph of article L. 225-235 of the French Code of Commerce, the statutory auditors' report on the Chairman of the Board's report regarding the company's internal control procedures for preparing and handling accounting and financial information (page 128 of this reference document).

Ernst & Young Audit



Jacques Rigo

5 OFFICER RESPONSIBLE FOR INFORMATION

Mrs Laurence Stoclet, Chief Financial Officer (Tel: +33 (0)1 41 98 90 20),

35, rue du Val de Marne, 75628 Paris Cedex 13.

GENERAL INFORMATION ABOUT IPSOS AND ITS CAPITAL

1 INFORMATION ABOUT THE COMPANY

1.1 COMPANY NAME

Ipsos.

1.2 REGISTERED OFFICE

35, rue du Val de Marne - 75628 Paris Cedex 13 (the Annual General Meeting convened on 23 June 2004 will be requested to ratify the transfer of the registered office).

1.3 DATE OF INCORPORATION AND DURATION OF THE COMPANY

The Company was incorporated on 17 November 1975, for a period of 99 years from the date of its first registration in the Register of Commerce and Companies, barring early dissolution or extension.

1.4 LEGAL FORM

Société anonyme (French limited liability company) with a Board of Directors, governed by Book II of the French Commercial Code.

The bylaws, as amended by the Extraordinary General Meeting held on 12 December 2001, delegate to the Board of Directors the choice of combining or separating the positions of Chairman and Chief Executive Officer (CEO).

At its meeting of 12 December 2001, the Board of Directors decided that the Chairman of the Board of Directors, Mr Didier Truchot, would assume the responsibility of CEO of the Company.

1.5 REGISTER OF COMMERCE AND COMPANIES

304 555 634 R.C.S. Paris.

1.6 BUSINESS ACTIVITY CODE AND BUSINESS SECTOR

741 E - Market research, surveys and polls.

1.7 PLACE WHERE COMPANY DOCUMENTS AND INFORMATION MAY BE CONSULTED

The bylaws, accounts, reports, and minutes of General Meetings may be consulted at the registered office.

1.8 CORPORATE OBJECTS (ARTICLE 2 OF THE BYLAWS)

The Company's objects are:

- to conduct market research using surveys, opinion polls, statistical research or any other process with a view to facilitating and organising the establishment of sales operations, promotions, and the distribution of products and services of all kinds; and to provide studies, surveys, opinion polls, analyses and consultancy services in the political, economic and social fields;
- to develop, prepare, organise and implement, either on its own account or for third parties as agent or otherwise, all forms of advertising for all commercial products, including all space buying and selling operations;
- to carry out all types of consultancy activities liable to constitute decision-support aids for enterprises, services or any other organisations;
- to identify, obtain, acquire and use all patents, licences, processes and goodwill relating to the above activities;
- to acquire interests and equity stakes of whatever form in all similar enterprises, including by exchange of shares for assets, by the subscription or purchase of shares, bonds or other securities, by becoming an active partner in limited partnerships, by forming new companies or mergers, or by any other means;
- to execute all financial transactions associated with a stock market listing;

- and, generally, to carry out all civil, commercial, financial and industrial transactions, and all transactions in movable or real property, relating directly or indirectly to the objects of the Company or to all other similar or associated objects.

1.9 FINANCIAL YEAR (ARTICLE 27 OF THE BYLAWS)

The Company's financial year runs from 1 January to 31 December of each year.

1.10 GENERAL MEETINGS (ARTICLES 20 TO 23 OF THE BYLAWS)

The conditions for convening and deliberating at general meetings are those stipulated by the law and regulations. General meetings are held at the Company's registered office, or at any other place specified in the notice of the meeting.

Any shareholder has the right, on presentation of proof of identity, to participate in General Meetings by attending in person, by returning a postal voting slip or by appointing a proxy, subject to the following conditions:

- for holders of registered shares: registration of the shareholder's name in the Company's books, at least five days before the date of the General Meeting;
- for holders of bearer shares: submission, on the conditions stipulated in Article 136 of Decree No. 67-236 of 23 March 1967, of a certificate from the depository of the shares at least five days before the date of the General Meeting.

Shareholders referred to in paragraph 3 of Article L.228-1 of the French Commercial Code, i.e. those not resident in France, may be represented by a registered intermediary under the conditions allowed for in that Article.

1.11 APPROPRIATION AND DISTRIBUTION OF PROFITS

At least five per cent (5%) of the net profit for the year, less any brought-forward losses, must be appropriated to the legal reserve, until such reserve reaches one-tenth of the share capital.

The balance, net of any other sums to be transferred to reserves in accordance with the law or the Company's bylaws, plus any profits carried forward, constitutes the profit available for distribution.

The General Meeting may also decide to distribute amounts from reserves available for distribution, indicating from precisely which reserve accounts such distributions are made.

The General Meeting may appropriate any sum it sees fit from the profit available for distribution, to be carried forward as retained earnings or transferred to one or more reserve accounts.

1.12 SPECIFIC CLAUSES IN THE BYLAWS

Thresholds for disclosure of interests in the share capital (Article 8 of the bylaws)

Any natural or legal persons acting alone or in concert are legally obliged to inform the Company and the Autorité des Marchés Financiers if they hold certain percentages of share capital and associated voting rights.

Furthermore, any persons, whether natural or legal, acting alone or in concert, that directly or indirectly come to hold, over and above an initial threshold of 5% of the voting rights, a share equal to or greater than 2.5% of the voting rights in the Company, or any multiple thereof, must inform the Company within a period of fifteen (15) days from the date of each of the thresholds being crossed, by registered letter with request for acknowledgement of receipt sent to the registered office.

For companies managing investment trusts or pension funds, this disclosure obligation applies to all the voting rights attached to the shares in the Company held by the funds that they manage.

The penalty for non-compliance with these obligations is the removal of voting rights at all shareholders' meetings up to the end of the two-year period following the date of proper disclosure.

Lastly, an intermediary registered as holding shares on behalf of a shareholder not resident in France must make such declarations for all the shares in the Company for which the intermediary is registered in the books.

The Annual General Meeting due to be held on 23 June 2004 will be requested to amend the bylaws to comply with the provisions of the French Financial Security law no. 2003-706 of August 2003. Accordingly, the disclosure period for reporting the crossing of the share ownership thresholds laid down in the bylaws will be reduced from 15 to five stock market days to bring it into line with that applicable when the share ownership thresholds laid down in law are crossed.

Identification of holders of identifiable bearer shares ('TPIs') (Article 7 of the bylaws)

As permitted by Article L. 228-2 of the French Commercial Code, the Company may at any time request Euroclear France (Sicovam) to disclose the identity of holders of bearer shares.

Double voting rights (Article 10 of the bylaws)

The Extraordinary General Meeting of 12 December 2001 reduced to two years the minimum period for which shares have to be registered under the shareholder's name in order to qualify for double voting rights.

Double voting rights relative to the percentage of the total share capital they represent are conferred:

- where shares are fully paid-up and have been registered in the name of the same shareholder for at least two years,
- where shares are registered shares allocated to a shareholder as bonus shares in respect of old shares with double voting rights, in the event of an increase in the share capital by capitalisation of reserves, profits or share premiums. A share loses its double voting rights if it is converted to a bearer share or if its ownership is transferred.

However, the acquired right is not lost if the share is transferred when a deceased shareholder's estate is wound up, if a joint estate of husband and wife is wound up, or if a gift is made to a spouse or heir.

The double voting right attached to registered shares may be exercised by a registered intermediary if the information provided by the intermediary can be verified to ensure compliance with the conditions required for the right to be exercised.

Each shareholder may waive these double voting rights at any type of general meeting (ordinary, extraordinary, combined or special), and for a single meeting at a time. The option of waiving double voting rights must be renewed at each meeting where the shareholder wishes to make use of this facility. Waiver may be total or partial, for all or for part of the resolutions put to the vote at the meeting.

In addition, there are no limitations in the bylaws governing the exercise of voting rights, other than the penalty for non-disclosure of any ownership thresholds exceeded.

At 1 April 2004, 2,726,985 shares carried double voting rights.

1.13 SHARE BUYBACKS

Current share buyback programme

The share buyback programme approved by the shareholders on 18 December 2002 remains in effect until 18 June 2004. The Annual General Meeting of the shareholders due to be held on 23 June 2004 will be requested to renew this programme.

The Board of Directors was authorised by the General Meeting of shareholders held on 18 December 2002 (sixth ordinary resolution and first extraordinary resolution) to purchase the Company's shares and to sell or to cancel some or all of the shares that it already owns or may purchase in the future, up to a maximum limit of 10% of the Company's share capital.

The objectives of the share buyback programme are as follows, in descending order of priority:

- to buy and sell shares according to market conditions;
- to optimise financial management of the Company by cancelling some or all of the shares purchased if necessary;
- to use shares as payment or to exchange them, particularly in connection with acquisitions;

- to grant share purchase options to some or all of the employees and/or officers of the Company and/or its Group, or to offer them the opportunity to acquire shares on the terms set out in Articles 443-1 et seq. of the French Labour Code;

- to allot shares in connection with statutory profit-sharing or employee savings schemes at Company or Group level, or voluntary joint employee saving schemes.

On 18 December 2002, the Board of Directors agreed to implement this share buyback programme for an amount equivalent to up to 3% of the Company's share capital. This was described in an information memorandum approved by the Commission des Opérations de Bourse (COB) on 6 February 2003 under registration no. 03-048 and published in the Les Echos newspaper on 10 February 2003.

Use of current share buyback programme

Under the share buyback programme covered by the information memorandum approved by the COB on 6 February 2003 under registration no. 03-048 (see above), the Company used the authorisation granted to the Board of Directors:

(a) to purchase during February and March 2003 103,571 of its own shares directly on the market for an average price of €40.45, representing a total of €4,189,447.

These shares were used in part to pay the second instalment of the consideration for the acquisition of F-Squared in a total amount of €3,262,044. This company, which was acquired in 2002 and is based in Russia, Ukraine and Poland, has enabled Ipsos to build up its presence in Eastern Europe. F-Squared's former shareholders thus received 61,548 of the Company's shares during June 2003 valued at €53 each and carrying a value guarantee commitment of €53 until December 2003. This value guarantee was not exercised.

The other shares acquired were put back on the market by Ipsos during the first half of the year, except for 9,351 shares, which were still held directly by the Company at 31 December 2003 and at 1 April 2004.

(b) to improve the liquidity of transactions and the regularity of trading in the shares, pursuant to the liquidity agreement entered into in February 2003 with Société Générale in renewal of the previous market-making and liquidity agreement entered into in January 2001. In connection with this contract, the Company held 454 of its own shares at 31 December 2003.

Movements attributable to this agreement during 2003 can be analysed as follows:

- During the first quarter, 24,572 shares were acquired at an average price of €41.14, while 1,547 shares were sold at an average price of €43.82,
- During the second quarter, 5,722 shares were acquired at an average price of €54.18, while 19,248 shares were sold at an average price of €55.69,
- During the third quarter, 7,576 shares were acquired at an average price of €62.41, while 15,812 shares were sold at an average price of €60.87,
- During the fourth quarter, 2,488 shares were acquired at an average price of €72.18, while 4,143 shares were sold at an average price of €71.83.

Under this programme, the Company directly held 9,351 shares, i.e. 0.13% of its share capital, at 1 April 2004. It has not cancelled any of its shares during the past 24 months.

New share buyback programme

The Combined General Meeting of the shareholders on 23 June 2004 will be requested to adopt a new share buyback programme enabling the Company, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, to repurchase its own shares in an amount not exceeding 10% of its share capital at the date of the General Meeting, to hold them and to transfer them. The objectives of this buyback programme in descending order of priority are as follows:

- buying and selling shares to stabilise the share price by systematically trading against current trends;
- buying and selling shares according to specific market situations;
- holding said shares, disposing of them or generally transferring them, in particular by way of exchange or allotment in connection with mergers and acquisitions or as part of an asset and financial management strategy;

- cancelling all or some of said shares subject to the adoption of the Twenty-fourth resolution subject to the approval of shareholders at the Annual General Meeting of 23 June 2004;
- implementing any employee share or stock option purchase plan under the conditions laid down in law, notably pursuant to Articles L. 443-1 et seq. of the French Labour Code and Articles L. 225-177 et seq. of the French Commercial Code;
- allocating shares to employees under employee profit-sharing plans or corporate or group savings plans;
- enabling the delivery of shares following the exercise of rights attached to negotiable securities conferring rights to the Company's shares upon the conversion, exchange, redemption, presentation of a warrant or in whatever manner.

The terms and conditions of this new programme will be as follows:

The maximum interest that the Company may acquire is set at 10% of the share capital as at the date of Combined General Meeting of its shareholders on 23 June 2004, i.e. 704,795 shares. Given the number of shares held in treasury at 30 April 2004, the maximum amount that may be devoted to implementation of this programme would be €97,326,600, representing 9.86% of the share capital as at the Combined General Meeting on 23 June 2004.

The Company undertakes to remain within the direct and indirect ownership limit of 10% of the share capital at all times.

Assuming that all the shares are acquired at the maximum price authorised by the General Meeting, i.e. €140, the maximum outlay by the Company on these share repurchases would amount to €98,671,300.

The Company's free reserves stood at €226.2 million at 31 December 2003. In accordance with Article L. 225-210 of the French Commercial Code, the size of this programme may not exceed such amount until the individual financial statements for the current financial year have been drawn up.

Share repurchases will be made in accordance with the regulations in force. Shares may be acquired through purchases on the stock market or in block trades. Given that the primary objective of the buyback programme is to stabilise the share price, block purchases may not account for the entire programme. The Company may repurchase shares through transactions in derivative financial instruments related to the Company's shares.

Should it make use of derivative products, the Company will be careful not to increase the volatility of its share price, since such financial instruments will be used solely for the purposes of the programme as defined in this information memorandum. The derivative products are put in place and managed by the department in charge of the share buyback and equity derivative programme and in accordance with the internal control rules in force in the Group.

Where appropriate, the share repurchase programme may be used during public offers within the limits laid down in the stock market regulations.

The Company has entered into a market-making and liquidity agreement with Société Générale. This contract complies with the ethics charter of the French Association of Investment Companies (Association Française des Entreprises d'Investissement).

Subject to its approval by the shareholders at the Combined General Meeting of 23 June 2004, the share buyback programme will be valid for a period of 18 months, expiring on 22 December 2005.

Pursuant to Article L. 225-209 of the French Commercial Code, the number of shares cancelled within a period of 24 months may not exceed 10% of the share capital.

The buyback programme will be financed using the Company's own resources or by using debt to cover additional funding needs in excess of its cash flow.

At 31 December 2003, the Group's consolidated cash and equivalents stood at €33.712 million, its financial debt came to €182.429 million and shareholder's equity attributable to the Group amounted to €190.527 million.

The likely impact of the new buyback programme on Ipsos' consolidated financial statements was calculated based on the assumption that 1% of the share capital, i.e. 70,840 shares, will be repurchased. The other assumptions underpinning the projections were as follows:

- Calculations based on a full year;
- Borrowing costs estimated at an interest rate of 4.5%;
- Unit repurchase price equal to €85.85, i.e. the share price on 30 April 2004;
- A tax rate of 36.6%.

Based on these assumptions, the impact of the new buyback programme on Ipsos' consolidated financial statements at 31 December 2003 would be as follows:

	Pre-buyback	Buyback of 1% of the share capital	Pro forma following buyback of 1% of the share capital	Impact of the buyback as a %
Shareholders' equity attributable to the Group (€ 000s)*	190,527	6,223	184,304	-3.3%
Total shareholders' equity (€ 000s)	198,428	6,223	192,205	-3.1%
Net long-term debt (€ 000s)	148,717	6,323	155,040	+4.3%
Net profit attributable to the group (€ 000s)	12,036	172	11,864	-1.4%
Weighted average number of shares outstanding	7,021,821	70,480	6,951,341	-1%
Résultat net par action (en euros)	1.7	-	1.7	-1%
Fully-diluted weighted average number of shares outstanding	7,076,117	70,480	7,005,637	-1%
Fully-diluted earnings per share	1.7	-	1.6	

* Including net profit for the year

1.14 DISPOSAL OF SHARES

There is no clause in the bylaws restricting the transfer of shares.

1.15 PLEDGES OF ASSETS

None of the Company's assets have been pledged.

2.2 INFORMATION ON THE SHARE CAPITAL

2.1 SHARE CAPITAL

At the start of the year

At 1 January 2003, after taking into account the exercise of share subscription options during 2002, the share capital amounted to €7,004,597, divided into 7,004,597 fully paid-up shares each with a par value of one (1) euro, and all of the same class.

Exercise of share subscription options

During 2003, 43,360 new shares were issued as a result of the exercise of 43,360 share subscription options that had been granted by the Board of Directors at its meetings on 28 July 1998 and 10 May 1999, and which are described in section 2.2.6 below.

The Board of Directors formally noted this increase in share capital at its meeting of 2 March 2004.

At the end of the year

At 31 December 2003, the share capital amounted to €7,004,957, divided into 7,004,957 fully paid-up shares each with a par value of one (1) euro, and all of the same class.

2.2 EVOLUTION OF THE SHARE CAPITAL OVER THE PAST FIVE YEARS

Date	Transaction	Par value.	Gross share premium	Cumul. par value	Cumul number of shares
	Balance at 31 Dec. 98	FRF10		FRF19,805,000	1,980,500
31 May 99	Issue of 193,400 shares in exchange for convertible bonds (1)	FRF10	FRF18,063,560	FRF21,739,000	2,173,900
31 May 99	Issue of 49,900 shares in exchange for convertible bonds (1)	FRF10	FRF9,327,308	FRF22,238,000	2,223,800
AGM of 31 May 99	2-for-1 stock split	FRF5		FRF22,238,000	4,447,600
30 Jun 99	Cash share issue reserved for employees (first tranche)	FRF5	FRF 8,384,152	FRF22,468,400	4,493,680
IPO on 1 Jul 99	Cash share issue	FRF5	FRF159,126,486	FRF26,173,400	5,234,680
Issue of shares with warrants on 6 Jun 00	Cash share issue	FRF5	FRF716,851,129	FRF30,874,250	6,174,850
Board meeting of 9 Jun 00	Cash share issue reserved for employees (second tranche)	FRF5	FRF5,737,135	FRF30,920,655	6,184,131
Board meeting of 9 Jun 00	Cash share issue reserved for employees (third tranche)	FRF5	FRF658,768	FRF30,925,715	6,185,143
31 Dec 00	Exercise of 140 share warrants during 2000, resulting in the issue of 70 new shares	FRF5	FRF63,933	FRF30,926,065	6,185,213
28 Mar 01	Conversion of share capital into euros and increase in capital by partial capitalisation of share premium account	€1	(FRF9,646,272)	€6,185,213 (i.e. FRF40,572,337)	6,185,213
EGM of 12 Dec 01	Increase in share capital by issuing 227,520 new shares as payment for shares acquired in Novaction Contribution premium	€1	€20,249,480	€6,412,733	6,412,733
31 Dec 01	Increase in share capital by issuing 1,944 new shares following the exercise of 1,944 share options.	€1	€38,063,052	€6,414,677	6,414,677
Board Meeting of 9 Jul 02	Issue of 577,320 new shares reserved for Ipsos Partnership Funds	€1	€39,257,760	€6,991,997	6,991,997
31 Dec 02	Increase in share capital by issuing 12,600 new shares following the exercise of 12,600 share options	€1	€259,926	€7,004,597	7,004,597
31 Dec 03	Increase in share capital by issuing 43,360 new shares following the exercise of 43,360 share options	€1	€865,268	€7,047,957	7,047,957

(1) On 24 July 1992, the Company issued 3,868 bonds convertible into shares at the rate of one share per bond, maturing 27 July 1999. Following the 50-for-1 stock split in 1998, the bondholders were entitled to subscribe 193,400 shares. As part of the share issue carried out on 23 January 1998, a tranche of 49,900 shares was reserved for the bondholders. Conversion and subscription to the reserved share issue took place on 31 May 1999. Since 31 May 1999, there have been no bonds convertible into shares.

2.3 OWNERSHIP OF SHARE CAPITAL AND VOTING RIGHTS

2.3.1 At 1 April 2004

To the Company's knowledge, at 1 April 2004, Ipsos' share capital was divided into 7,047,957 shares with a par value of one (1) euro each. As at this date, ownership of the capital and voting rights was as follows:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
LT Participations (1)	2,588,586	36.73%	5,177,172	52.96%
Ipsos Partnership Fund (2)	577,320	8.19%	577,320	5.91%
SG Capital Développement	97,400	1.38%	194,800	1.99%
Employees (3)	82,720	1.17%	130,766	1.34%
Treasury shares	9,351	0.13%	n/a	
Public	3,692,580	52.39%	3,694,884	37.80%
TOTAL (4)	7,047,957	100.00%	9,774,942	100.00%

(1) Holding company majority owned by Mr Didier Truchot and Mr Jean-Marc Lech, Co-Chairmen of Ipsos (66.87% of the capital). Other shareholders are executive managers of the Ipsos Group (4.59% of the capital), the Eurazéo Group (19.02% of the capital), SG Capital Développement (6.84% of the capital) and the FCPR Sogecap Développement fund (2.42% of the capital). 0.25% of the capital is held by the Company.

(2) Ipsos Partnership Fund SAS is a fund owned by around 80 of Ipsos Group's managers and key executives.

(3) As part of the share capital increases reserved for employees and the Group employee savings plan, three tranches were offered to employees in 1999 and 2000. In addition, some managers purchased Ipsos shares directly at the IPO price (non-registered shareholders). Employees of Novaction (now Ipsos-Novaction) and its subsidiaries, and certain former employees, had previously received 227,520 Ipsos shares in exchange for tendering their Novaction shares to Ipsos. These employees sold most of their Ipsos shares during the first quarter of 2003, on the basis of the Company's undertaking to guarantee the value of these shares at the time of the transaction.

(4) This total does not take into account the 7,750 new shares issued during the first three months of 2004 subsequent to the exercise of 7,750 share subscription warrants. The Board of Directors will formally note the completion of this share issue at a later date.

None of the Company's shares are held by companies that it controls directly or indirectly. The Company held 9,351 of its own shares at 1 April 2004.

As mentioned in section 2.1.12 above, shares registered under the shareholders' name for at least two years qualify for double voting rights. As at 1 April 2004, 2,726,985 shares carried double voting rights.

2.3.2 Shareholders' agreements and undertakings to retain shares

Shareholder's agreements

There are no shareholders' agreements.

When Ipsos Partnership Fund SAS issued a notification on 12 July 2002 that it had exceeded various ownership thresholds, as published by the Conseil des Marchés Financiers, it also publicly disclosed some of the terms of the agreement between Ipsos Partnership Fund SAS and Société Générale, in accordance with Article L.233-11 of the French Commercial Code.

Undertakings to retain shares

Since 1 July 2001 there has been no undertaking to retain shares.

2.3.3 Share ownership thresholds

The Company was informed that its share ownership thresholds were exceeded on two occasions during 2003:

Share ownership thresholds exceeded by several entities belonging to the Fidelity Investments group

In accordance with Article L.233-7 paragraphs 1 and 2 of the French Commercial Code, several entities belonging to the Fidelity Investments group (FMR Corp., a US-registered company having its registered office c/o Fidelity Investments, 82 Devonshire Street, Boston, Massachusetts 02 109, United States and Fidelity International Limited (FIL), a joint-stock corporation registered in Bermuda, having its registered office at P.O. Box HM 670, Hamilton HMCX, Bermuda) informed Ipsos and the Conseil des Marchés Financiers in a letter dated 5 March 2003 that they had exceeded the ownership threshold of 5% of the Company's share capital and in a second letter dated 29 October 2003 that they had exceeded the ownership threshold of 10%.

The 5% ownership threshold was exceeded on 3 March 2003 as a result of stock market purchases. Consequently, as at 5 March 2003, FMR Corp held 154,216 shares (2.21% of the Company's share capital), while FIL owned 251,714 shares (3.60% of the Company's share capital), giving a combined total of 405,930 shares (5.81% of the Company's share capital).

The 10% ownership threshold was exceeded on 27 October 2003 as a result of stock market purchases. Consequently, as at 29 October 2003, FMR Corp held 247,208 shares (3.53% of the Company's share capital), while FIL owned 478,995 shares (6.84% of the Company's share capital), giving a combined total of 726,203 shares (10.37% of the Company's share capital).

Together with their disclosure that they had exceeded share ownership thresholds on 29 October 2003, the companies stated that these purchases were conducted for portfolio investment purposes. FMR Corp. and FIL may make additional purchases or sales of the Company's shares in the future. They do not intend to acquire 30% of the Company's shares or voting rights with a view to taking control or securing representation on the Board of Directors.

Share ownership thresholds exceeded by JP Morgan Chase Investor Services

In accordance with Article L.233-7 paragraphs 1 and 2 of the French Commercial Code, JP Morgan Chase Investor Services (1 Chaseside, Bournemouth BH7 7DA – UK), acting in its capacity as a registered intermediary, informed Ipsos and the Conseil des Marchés Financiers that it had exceeded the ownership threshold of 5% of the Company's share capital.

The 5% ownership threshold was exceeded on 11 April 2003 as a result of stock market purchases. Consequently, it held 353,493 shares (5.05% of the Company's share capital) open at this date in accounts on behalf of its clients.

2.3.4 Pledge of directly registered Ipsos shares

Name of the shareholder	Beneficiaries	Start date of the pledge	Expiry date of the pledge	Condition for the release of the pledge	Number of shares pledged	% of the capital pledged
LT Participations	Crédit Lyonnais, Natexis, Banques Populaires, San Paolo, Société Générale	30 Dec. 03	Payment and full redemption of the secured obligations	Payment and full redemption of the secured obligations	1,365,304	19.49%

2.3.5 Ownership of share capital and voting rights as at 1 April 2003 and 1 April 2002

To the Company's knowledge, ownership of the share capital and voting rights broke down as follows as at 1 April 2003:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
LT Participations	2,594,086	37.03%	5,188,172	53.80%
Ipsos Partnership Fund SAS	577,320	8.24%	577,320	5.99%
Employees	69,212	0.99%	115,638	1.20%
SG Capital Développement	97,400	1.39%	194,800	2.02%
Treasury shares	105,031	1.50%	-	-
Public	3,561,548	50.85%	3,566,975	36.99%
TOTAL	7,004,597	100.00%	9,642,905	100.00%

To the Company's knowledge, ownership of the share capital and voting rights broke down as follows as at 1 April 2002:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
LT Participations	2,594,086	40.44%	4,806,912	54.78%
Employees	272,934	4.26%	320,473	3.65%
SG Capital Développement	97,400	1.51%	194,800	2.22%
Treasury shares	1,460	0.02%	-	-
Public	3,448,797	53.76%	3,451,703	39.34%
TOTAL	6,414,677	100.00%	8,773,562	100.00%

2.4 CAPITAL AUTHORISED BUT NOT ISSUED

General authorisations to increase the capital

The Extraordinary General Meeting of 11 June 2003 authorised the Board of Directors to increase the share capital, on one or more occasions during a period of no more than twenty-six months, by a maximum nominal amount of €3,000,000, by issuing all types of negotiable securities, with or without preferential subscription rights, including unattached share warrants conferring immediate or future rights to an interest in the share capital. Furthermore, the Extraordinary General Meeting of 11 June 2003 authorised the Board of Directors to increase the share capital by capitalisation of reserves, profits, share premiums or any other item that may be capitalised, up to a maximum of €3,000,000.

Lastly, the Extraordinary General Meeting of 11 June 2003 authorised the Board of Directors to issue negotiable debt securities conferring rights to the share capital for an amount not exceeding €250,000,000.

These authorisations may be used, subject to the conditions stipulated by law, in the event of a public tender or exchange offer for the Company's negotiable securities.

To date, these authorisations have not been used.

The renewal of these authorisations will be put to a vote at the Extraordinary General Meeting on 23 June 2004, for a maximum amount of €3,000,000. This renewal will terminate the authorisations described above.

Capital authorised but not issued:

	Authorisation date	Expiry date	Characteristics	Amount of authorisation used	Remaining amount
General authorisation	23 June 2004 (to renew the unused authorisation given on 11 June 2003)	23 August 06	All types of negotiable securities up to a maximum nominal amount of €3,000,000	None	€3,000,000

2.5 SHARE ISSUE RESERVED FOR MEMBERS OF THE IPSOS GROUP EMPLOYEE SAVINGS PLAN

The Extraordinary General Meeting of 31 May 1999 authorised the Board of Directors to increase the share capital, on one or more occasions during a period of five years, by up to a maximum of 5% of the Company's capital as of the date of the decision by the Board of Directors, by issuing shares, without preferential subscription rights, reserved for employees of the Company or of related companies as defined in Article L. 225-80 of the French Commercial Code. These employees must be members of the Ipsos Group Employee Savings Plan, either through investment funds or, if they are employees of foreign subsidiaries, directly as shareholders, in accordance with Article L. 225-138 of the French Commercial Code and Article L. 443-5 of the French Labour Code.

First tranche issued in 1999

At its meeting of 21 June 1999, the Board of Directors agreed to issue an initial tranche of new shares reserved for employees. As a result, 46,080 new shares were issued at a subscription price of €28.50 per share.

Second and third tranches issued in 2000

At its Meeting of 9 June 2000, the Board of Directors issued two further tranches of new shares reserved for employees (each of these two tranches had a different subscription price to eliminate the tax disadvantage for American employees):

- the second tranche, subscribed by non-American employees of the Group as at 1 January 2000, resulted in the issue of 9,281 new shares at a subscription price of €95 per share;
- the third tranche, subscribed by American nationals employed by the Group as at 1 January 2000, resulted in the issue of 1,012 new shares at a subscription price of €100 per share.

During 2001 and 2002, the Company did not issue any new shares reserved for employees.

The twenty-third resolution of the Combined General Meeting to be held on 23 June 2004 (see chapter 6) will propose that shareholders renew the authorisation given to the Board of Directors at the Extraordinary General Meeting of 11 June 2003 to issue shares reserved for employees (i.e. authorisation for a maximum period of 26 months to issue 352,398 shares with a discount not exceeding 20% for the employee savings plan and 30% where the lock-up period provided for under the plan in accordance with Article L.443-6 of the French Labour Code is ten years or longer).

2.6 POTENTIAL CAPITAL**Initial share option plan**

The Extraordinary General Meeting held on 28 July 1998 authorised the Board of Directors, under Articles L. 227-177 et seq. of the French Commercial Code, to grant options to subscribe new shares in the Company to be issued in the form of a capital increase to some or all of the Group's employees and to the corporate officers.

This initial plan to grant options to Group employees was implemented as follows:

- an initial tranche of 97,662 options (after the 50-for-1 stock split approved by the Extraordinary General Meeting of 28 July 1998 and the 2-for-1 stock split approved by the Extraordinary General Meeting of 31 May 1999) was granted by a decision of the Board of Directors on 28 July 1998;
- a second tranche of 98,240 options (after the 2-for-1 stock split approved by the Extraordinary General Meeting of 31 May 1999), corresponding to acquired rights as at 28 July 1998 and contingent upon the achievement of profitability targets, was granted by a decision taken by the Board of Directors on 10 May 1999.

Date of Board Meeting	Initial exercise date for options	Number of options granted (*)	Exercise price 1 option per share	Options exercised as at 1 Apr 04	Number outstanding as at 1 Apr 04 (**)	Final exercise date
28 Jul 98	28 Jul 03	97,662	FRF135	48,960	19,116	28 Jul 08
10 May 99	10 May 04	98,240	FRF150	16,694	47,048	28 Jul 08
TOTAL		195,902		65,654	66,164	

(*) After 50-for-1 stock split (EGM of 28 July 1998) and 2-for-1 stock split (EGM of 31 May 1999).

(**) Including options held by the seven members of the Management Board as at 1 April 2004: 10,202 (1998: 0, 1999: 10,202)

Second share option plan

The Extraordinary General Meeting held on 24 May 2000 authorised the Board of Directors, in accordance with Articles L.225-177 et seq. of the French Commercial Code, to grant to some or all of the corporate officers and employees of the Company and of related companies as defined in Article L.225-180 of the French Commercial Code, options to subscribe new ordinary shares in the Company to be issued in the form of a capital increase, as well as options conferring the right to purchase Ipsos shares bought by the Company itself under the terms laid down by law.

The total number of share subscription options that may be granted was 6% of the total number of shares forming the Company's share capital as at the date of the General Meeting, i.e. 314,080 options.

The plan adopted by the General Meeting of 24 May 2000 replaced the authorisation given by the Extraordinary General Meeting of 28 July 1998.

This second plan to grant options to Group employees was implemented as follows:

- an initial tranche of 75,000 options, divided into three sub-tranches with different option exercise periods in order to take account the specific features of various tax regulations, was granted following a decision by the Board of Directors on 9 June 2000.
- a second tranche of 119,800 options, split into two sub-tranches, was granted following a decision by the Board of Directors on 8 August 2001.
- a third tranche of 94,000 options, split into two sub-tranches, was granted following a decision by the Board of Directors on 18 December 2002.

Date of Board Meeting	Initial exercise date for options	Number of options granted	Exercise price 1 option per share	Options exercised as at 1 Apr 04	Number outstanding as at 1 Apr 04 (*)	Final exercise date
9 Jun 00	9 Jun 04	27,609	€120	0	21,955	9 Jun 08
9 Jun 00	9 Jun 03	11,594	€120	0	6,610	9 Jun 07
9 Jun 00	9 Jun 03	35,797	€120	0	22,842	9 Jun 08
8 Aug 01	8 Aug 05	27,148	€67	0	22,223	8 Aug 09
8 Aug 01	8 Aug 04	92,652	€67	0	70,768	8 Aug 09
18 Dec 02 18	Dec 05	84,670	€58	0	82,550	18 Dec 10
18 Dec 02	18 Dec 06	9,330	€58	0	8,280	18 Dec 10
TOTAL		288,800		0	235,228	

(*) Including options held by the seven members of the Management Board as at 1 April 2004: 11,864 (2000: 6,610, 2001: 5,248, 2002: 0).

Third share option plan

The Extraordinary General Meeting held on 11 June 2003 granted the Board of Directors full powers, including that of delegation to the Chairman, in accordance with Articles L.225-177 et seq. of the French Commercial Code, to grant to some or all of the corporate officers and employees of the Company and of related companies as defined in Article L.225-180 of the French Commercial Code, options to subscribe new ordinary shares in the Company to be issued in the form of a capital increase, as well as options conferring the right to purchase Ipsos shares bought by the Company itself under the terms laid down by law.

The Board of Directors may make use of this authorisation until 11 August 2006. It may use it on one or more occasions, either entirely or in part.

The total number of share subscription options that may be granted stands at 5% of the total number of shares forming the Company's share capital as at the date of the General Meeting, i.e. 350,230 options.

Within the aforementioned limits, the General Meeting has granted the Board of Directors powers, including that of delegation within the terms and conditions laid down by law, to implement the options plan.

The plan adopted by the General Meeting of 11 June 2003 replaced the authorisation given by the Extraordinary General Meeting of 24 May 2000.

The third share option plan for Group employees was implemented as follows:

Allocation of 139,500 options pursuant to a decision by the Board of Directors on 2 March 2004, divided into two sub-tranches (France and the rest of the world) with different option exercise periods in order to take account the specific features of various tax regulations.

Date of Board Meeting	Initial exercise date for options	Number of options granted	Exercise price 1 option per share	Options exercised as at 1 Apr 04	Number outstanding as at 1 Apr 04	Final exercise date
2 Mar 04	2 Mar 08	22,300	€77	0	22,300	2 Mar 2012
2 Mar 04	2 Mar 07	117,200	€77	0	117,200	2 Mar 2012
TOTAL				0	139,500	

Maximum potential dilution

At 1 April 2004, the share capital amounted to €7,047,957. If all the options under the plans described above were to be exercised, the maximum potential dilution would be 6.26% (440,892 potential new shares).

	Issue/allotment date	Exercise price (€)	Exercise period (at 1 Apr 04)	Potential dilution
Share subscription options	28 Jul 98	20.58	28 Jul 03 to 28 Jul 08	19,116
Share subscription options	10 May 99	22.87	10 May 04 to 28 Jul 08	47,048
Share subscription options	09 Jun 00	120.00	09 Jun 03 to 09 Jun 08	51,407
Share subscription options	08 Aug 01	67.00	08 Aug 04 to 08 Aug 09	92,991
Share subscription options	18 Dec 02	58.00	18 Dec 05 to 18 Dec 10	90,830
Share subscription option	2 Mar 04	77.00	2 Mar 07/08 to 2 Mar 12	139,500
TOTAL				440,892

The share warrants, which were issued as part of the public issue of shares with warrants (ABSAs) in June 2000 and were listed under Sicovam code 24817, expired on 21 June 2003.

Type of transaction	(1)	(1)	(1)	(1)	(1)	(1)
Date of General Meeting authorising the transaction	28 Jul 1998	28 Jul 1998	24 May 2000	24 May 2000	24 May 2000	11 Jun 03
Date of Board Meeting approving or initiating the transaction	28 Jul 1998	10 May 1999	09 Jun 2000	08 Aug 2001	18 Dec 2002	2 Mar 04
Initial number of shares eligible for subscription	97,662	98,240	75,000 27,609 11,594 35,797	119,800 27,148 92,652	94,000 9,330 84,670	139,500 22,300 117,200
Number of grantees	57	83	1,396 489 263 644	2,165 454 1,711	195 25 170	250 41 209
Number of company officers involved (members of Management Board as at 1 April 2004)	3	4	4	5	0	0
Number of shares eligible for subscription by company officers (members of Management Board as at 1 April 2004)	10,794	10,202	6,616	5,248	0	0
Initial exercise date for options or warrants	28/07/03 ⁽¹⁾	10/05/04 ⁽²⁾	09/06/04 09/06/03 09/06/03	08/08/05 08/08/04	18/12/06 18/12/05	2/03/08 2/03/07
Expiry date	28 Jul 2008	28 Jul 2008	09 Jun 08 09 Jun 07 09 Jun 08	08 Aug 09	18 Dec 10	2 Mar 12
Subscription price (€)	20.58	22.87	120	67	58	77
Exercise limits	Whole tranche	Whole tranche	Whole tranche	One third as from each anniversary date	Whole tranche	One third as from each anniversary date
Number of shares subscribed as at 1 April 2004	48,960	16,694	0 0 0	0 0	0	0
Total number of shares eligible for subscription as at 1 April 2004	19,116	47,048	51,407 21,955 6,610 22,842	92,991 22,223 70,768	90,830 8,280 82,550	139,500 sub- 22,300 117,200

¹ Share subscription options granted to Group employees and corporate officers.

² Employees leaving the Group after the third anniversary of the options allocation date may, in some cases, exercise these options.

2.7 OTHER SECURITIES CONFERRING RIGHTS TO THE CAPITAL

There are no other securities that confer rights to the Company's capital.

2.8 SECURITIES NOT REPRESENTING THE COMPANY'S CAPITAL

Private placement on the US market

The Company carried out a \$90 million issue of 10-year notes (due to mature on 28 May 2013) in a private placement with US institutional investors in May 2003. This deal enabled Ipsos to diversify its sources of financing and to extend the maturity of its debt. The Board of Directors used the authorisation granted by the Ordinary General Meeting of 29 May 2002 to conduct this issue.

There are no other securities that do not represent the Company's capital.

2.9 SHARE PURCHASE OPTIONS

At its meeting of 9 July 2002, the Board of Directors used the authorisation conferred upon it by the Combined General Meeting of 6 March 2002 by granting corporate officers and employees of the Company and of related companies or groupings who are also shareholders of Ipsos Partnership Fund SAS, 19,244 options to purchase shares in the Company. Each option entitles the holder to purchase up to 30 shares at a price of €69 per share. These options may be exercised between 9 July 2005 and 9 July 2008. The number of shares that may be acquired by exercising each option increases up to a maximum of 30 as from 9 July 2007. To exercise these options, the holder must continue to be an employee of the Ipsos Group and a shareholder of Ipsos Partnership Fund SAS. The Board of Directors made full use of the authorisation granted on 6 March 2002. These share purchase options do not represent potential capital and are not dilutive.

The Company hedged these options through the forward purchase from Société Générale of 577,320 of its own shares, pursuant to the share buyback programme approved by the Company's shareholders on 29 May 2002 covered by the information memorandum approved by the COB on 13 May 2002 under registration no. 02-540. These shares were repurchased at a unit price of €69, paid immediately. The shares will be delivered by Société Générale to the Company between 8 July 2005 and 8 July 2007, in line with the aforementioned exercise schedule for the share purchase options.

2.10 DIVIDENDS AND DISTRIBUTION POLICY

The Company has enhanced its favourable dividend policy for shareholders. The Company's objective is now to pay out approximately 20 to 25% of its consolidated net profit, provided that this is compatible with the Company's interests. The above rate excludes payment of the tax credit. Consolidated net profit is understood as being total net profit attributable to Group shareholders before amortisation of goodwill.

Year	Net dividend per share (€)	Tax credit per share (€)	Gross dividend per share (€)
2003 (*)	0.85	0.425	1.275
2002	0.30	0.15	0.45
2001	0.26	0.13	0.39
2000	0.25	0.13	0.38
1999	0.23	0.11	0.34

(*) Dividend to be proposed at the General Meeting of 23 June 2003. Proposed payment date: 2 July 2004.

In accordance with the law, annual and interim dividends that remain unclaimed after a period of five years revert to the French government.

2.11 KEY STOCK MARKET DATA

After being admitted for trading on the Nouveau Marché of Euronext Paris on 1 July 1999, the Company's shares have been listed on the Premier Marché of Euronext Paris since 16 April 2003 under Euroclear France (Sicovam) code 7329 and ISIN code FR0000073298. Ipsos is eligible for the SRD deferred settlement system and is part of the Next Prime segment and SBF 120 index.

Share price and trading volumes since the IPO on 1 July 1999

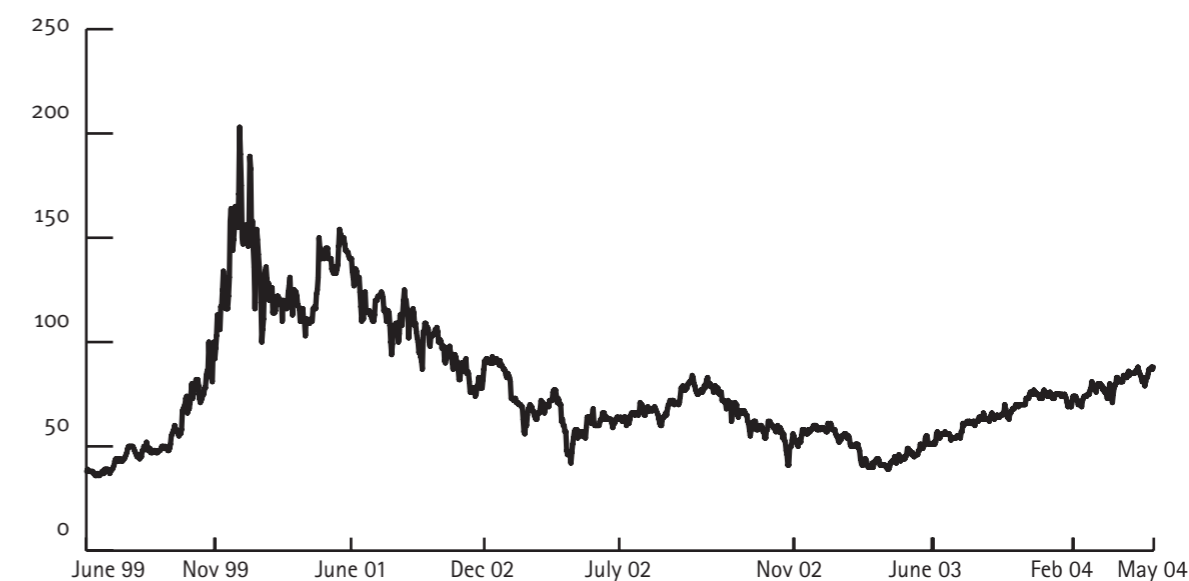
	High (€)	Low (€)	Average volume-weighted price (€)	Volume (number of shares)	Volume (€ millions)
July 1999	38.7	36.0	37.8	1,342,689	50.7
August 1999	44.1	36.7	41.9	370,650	15.5
September 1999	50.4	43.5	47.6	199,879	9.5
October 1999	52.1	47.0	48.4	212,358	10.3
November 1999	60.0	48.0	52.4	252,422	13.2
December 1999	82.1	54.5	69.5	148,579	10.3
January 2000	100.1	71.0	87.7	312,150	27.4
February 2000	163.5	97.0	127.9	321,525	41.1
March 2000	203.0	146.0	159.8	564,365	90.2
April 2000	154.0	100.0	122.8	230,247	28.3
May 2000	128.0	109.5	120.5	76,994	9.3
June 2000	131.0	110.0	116.8	14,100	16.5
July 2000	149.9	103.1	129.1	214,100	27.6
August 2000	154.1	133.0	141.9	149,600	21.2
September 2000	150.0	127.4	137.1	174,700	24.0
October 2000	124.0	110.0	115.0	348,900	40.1
November 2000	124.0	93.7	108.8	176,400	19.2
December 2000	125.0	100.1	111.9	165,600	18.5
January 2001	114.0	86.5	100.1	317,100	31.7
February 2001	107.0	90.2	96.0	102,600	9.9
March 2001	98.0	81.5	88.9	288,208	25.6
April 2001	86.9	74	79.6	250,055	19.9
May 2001	92.9	87.8	90.6	123,667	11.2
June 2001	86.95	70.2	76.0	164,289	12.5
July 2001	70.3	56	63.3	236,737	15.0
August 2001	77	66	71.5	161,499	11.5
September 2001	71.9	41.85	51.4	304,188	15.6
October 2001	67.7	54.2	60.6	305,303	18.5
November 2001	66.3	59.35	63.1	288,882	18.2
December 2001	64.45	60	62.9	121,274	7.6
January 2002	70.5	63	67.7	205,752	13.9
February 2002	68.75	59.9	64.9	160,267	10.4
March 2002	77.6	64.8	70.2	290,377	20.4
April 2002	83.9	74.55	78.4	253,985	19.9
May 2002	82.65	75.75	78.8	238,748	18.81

Share price and trading volumes since the IPO on 1 July 1999

	High (€)	Low (€)	Average volume-weighted price (€)	Volume (number of shares)	Volume (€ millions)
June 2002	76.35	62	70.1	185,387	13
July 2002	69.9	54.8	62.9	247,271	15.55
August 2002	61.9	54	58.6	262,153	15.37
September 2002	59.5	40.77	51.6	271,404	14
October 2002	58	49.5	54.6	225,519	12.32
November 2002	61.25	57.4	59	230,025	13.58
December 2002	60.5	52	55.8	152,106	8.48
January 2003	54.85	40.5	46.4	276,497	12.86
February 2003	44.1	39.9	41.6	405,533	16.86
March 2003	45.5	39	41.9	296,453	12.41
April 2003	49	43	45.7	258,569	11.81
May 2003	55.05	45.7	51.5	343,194	17.68
June 2003	57.2	51.8	55.7	320,164	17.84
July 2003	62.1	53.6	59.2	364,951	21.59
August 2003	65.5	60.45	63.5	291,483	18.51
September 2003	69.5	62.9	65.3	405,984	26.5
October 2003	73.4	65.8	69.2	423,920	29.35
November 2003	76.85	72.6	74.8	472,879	35.39
December 2003	75.5	72.7	74.2	142,713	10.59
January 2004	74.6	68.6	71.2	231,854	16.50
February 2004	80.75	71.8	76.6	238,338	18.26
March 2004	83.1	71.2	78.0	268,174	20.91
April 2004	85.85	80.65	83.46	181,381	15.14
May 2004	87.95	78.55	83.97	262,399	22.03

Source : Société Générale.

Ipsos share price



INFORMATION ABOUT IPSOS' BUSINESS ACTIVITIES

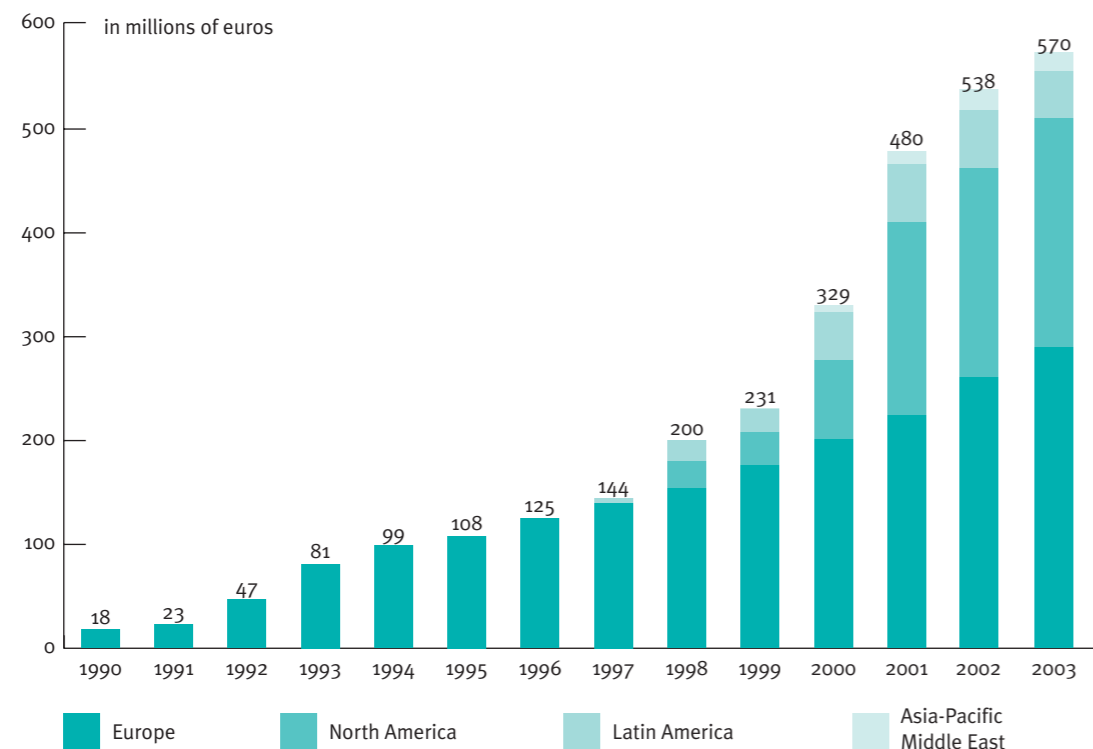
1 GENERAL PRESENTATION OF IPSOS

Ipsos is the world's third largest survey-based research group and focuses exclusively on a single activity, namely the production, interpretation and distribution of information gathered from individuals about their opinions, desires, attitudes and behaviour. To meet its clients' expectations as closely as possible, Ipsos has organised its business into five areas of specialisation: advertising research, marketing research, media research, opinion polls & social research, and quality & customer relationship management (CRM) research.

Since 1975, Ipsos experts have been analysing the subtle differences between individuals to produce accurate pictures of their expectations, motivations and intentions as citizen-consumers. This unique approach, which Ipsos calls "Nobody's Unpredictable", enables its clients to understand their markets, their customers and the world they live in.

In 2003, Ipsos derived 51% of its revenues from Europe, 37% from North America and 8% from Latin America. Lastly, Asia-Pacific region and the Middle East together accounted for 4%.

With an effective presence in 36 countries on 1 January 2004, Ipsos carries out research for its major clients in more than 100 countries. The Group's revenues have increased thirty-two-fold since 1990, when it launched its international expansion, representing average annual growth of 24%.



Since the beginning of the 1990s, the Group's robust organic growth has regularly exceeded 10%, outperforming the pace of expansion in the worldwide research market (see section 3.1, "The global research market") and that posted by its main rivals.

	Total revenue growth	Organic growth ^(*)
1991 - 1992	+ 104.0 %	+ 30.0 %
1992 - 1993	+ 73.8 %	+ 29.7 %
1993 - 1994	+ 22.8 %	+ 10.3 %
1994 - 1995	+ 8.3 %	+ 10.6 %
1995 - 1996	+ 15.8 %	+ 10.0 %
1996 - 1997	+ 15.5 %	+ 7.1 %
1997 - 1998	+ 38.2 %	+ 10.9 %
1998 - 1999	+ 15.8 %	+ 12.7 %
1999 - 2000	+ 42.8 %	+ 13.0 %
2000 - 2001	+ 46.0 %	+ 8.0 %
2001 - 2002	+12.1 %	+8.0 %
2002 - 2003	+6 %	+9.4 %

(*) Revenue growth based on a constant scope of consolidation and exchange rates.

1.1 HISTORY

1975 - 1981: Ipsos has always been different

Ipsos was founded in Paris in 1975 by Didier Truchot, who brought a new approach to the research industry. His objective was to offer clients quality information adding significant value, i.e. information that is both thorough and reliable, along with explanations and advice so it can be used immediately.

In a French market dominated by Sofres and Ifop, Ipsos made its presence felt with three innovations:

- standardised evaluation instruments for advertising research for each medium;
- a targeted approach to the measurement of mass media audiences, starting with the business press and soon followed by similar research on other groups, namely high income households, financial decision-makers, and IT decision-makers, etc.;
- a method of syndicated financing for major studies of this type. For instance, the France des Cadres Actifs was financed by almost the entire French press.

As a result Ipsos became one of the most influential companies, achieving revenues of FRF5 million in 1981.

1982 - 1989: Success in France

The 1980s saw the Group's first period of strong growth. The start of this period coincided with the arrival of Jean-Marc Lech, formerly Chairman and CEO of Ifop, who became Co-Chairman alongside Didier Truchot.

France in the 1980s was the setting for a tremendous explosion in communications, which was influenced by several factors:

- remarkable buoyancy in the world of advertising;
- the development of the business press (economic and trade publications);
- a period of alternating governments accompanied by the emergence of political communications, which increased politicians' need to communicate better and made them more image-conscious.

In such favourable conditions, Ipsos grew very fast. The Group built up strong positions in its chosen fields and acquired an image of excellence, particularly in:

- the media;
- advertising research;
- public opinion and social research.

At the end of 1989, Ipsos achieved revenues of FRF100 million and was fifth in the French market after Nielsen, Secodip, Sofres and BVA.

At the same time, the Co-Chairmen noticed a change in the market: large international groups, keen to globalise their approach across all their markets, wanted to work with the same research companies worldwide, in order to have consistent and comparable data from one country to the next. Ipsos therefore had to expand outside France in order to meet its clients' needs abroad.

1990 - 1997: Expansion in Europe

The first half of the 1990s saw a third phase in the development of Ipsos, which built up positions in the major European countries, first of all in Southern Europe and then in Germany, the UK and Central Europe.

This expansion was achieved through acquisitions, with the Group selecting its targets based on clearly defined criteria:

- the companies approached had to be prepared to sell all their capital, as Ipsos' objective was to set up a truly integrated group;
- the target companies had to be major players in their markets (i.e. in the top 3 or 4);
- the management had to understand the Ipsos plan and endorse it: the takeovers were friendly and the directors were expected to stay at the helm of the new subsidiaries;
- the company's activity had to be related to at least one of three main activities of the Group i.e. media, advertising research, opinion polls and social research.

Meanwhile, the Group continued to expand in France, where in 1993 it took over the leading qualitative research company, Insight, while maintaining a high level of organic growth. Ipsos also made its first foray outside Europe, in the Middle East, Latin America and the United States where it opened its first office in 1997.

This rapid development, achieved through a combination of acquisitions and organic growth, required large amounts of capital and an increase in the Group's equity base. Up to that point Ipsos had been owned two-thirds by the two Co-Chairmen and one-third by its managers. However, in July 1992 it brought in several investors. They were replaced in turn during September 1997 by the Artemis group (Mr François Pinault), through his Kurun fund and the Amstar fund (Mr Walter Butler).

By the end of 1997, Ipsos had become a pan-European player with revenues of FRF946 million. However, the Group continued its international expansion, as its clients were continually extending their geographical coverage and wanted to work with suppliers with global reach.

1998 - 1999: Formation of a world-class group and IPO

In late 1997 and early 1998, Ipsos made its first two major acquisitions outside Europe:

- It linked up with the South American network Novaction, comprising three companies in Argentina, Brazil and Mexico, with strong positions in marketing research. Ipsos acquired 33% of the capital of the three companies, with an option to purchase the remainder within five years. Ipsos now holds 100% of the capital of these companies.
- The Group acquired the world leader in copytesting, US-based ASI (now Ipsos-ASI).

These acquisitions improved the Group's position in advertising research, a business in which Ipsos is now one of the world's leading players, as well as in high value-added marketing research.

Nonetheless, to gain access to the resources needed to build up a world-class group while retaining their independence, the Co-Chairmen of Ipsos decided to list the company on the stock exchange.

Its flotation on the Nouveau Marché of the Paris Stock Exchange was carried out successfully on 1 July 1999. In total, 2,539,533 Ipsos shares were issued at a price of €33.5 through a Fixed Price Offer and a Guaranteed Placement. The operation was over-subscribed 12.6 times. This transaction also strengthened the Group's position vis-à-vis its major international clients and competitors that were already listed.

1999 also saw a certain number of major initiatives:

- a new generation of advertising research products (Ipsos-ASI Next*TV) was launched;

- Ipsos acquired NFO Worldwide's shares in the four subsidiaries specialising in the development of access panels in Europe, formerly jointly controlled by Ipsos and NFO Worldwide;

- operations in the Asia-Pacific region were begun with the establishment of an office in Hong Kong and the acquisition of Marketing for Change (now Ipsos Australia) in Australia.

2000 - 2002: Ipsos intensifies its acquisition policy and becomes a major force in North and Latin America

2000, 2001 and 2002 saw the Ipsos Group significantly strengthen its positions in North America, which restored equilibrium to its activities both in terms of geography and its areas of expertise.

North America

Acquisition of Angus Reid, Canada's leading research company (2000)

Canada's leading research company, the Angus Reid Group (now Ipsos-Reid Corp.) also has a strong presence in the United States, where one third of its activities are conducted. Since 1979, the company has offered a complete range of marketing and public opinion research to companies in the public and private sectors, with more than 1,200 clients worldwide. It now employs more than 400 people in seven offices in Canada (Calgary, Edmonton, Montreal, Ottawa, Toronto, Vancouver and Winnipeg) and four offices in the United States (New York, Minneapolis, San Francisco and Washington DC).

Acquisition of Tandemar, Canada's market leader in advertising research (2000)

Tandemar Research Inc., which has offices in Montreal and Toronto, is Canada's market leader in advertising research. More than 80% of its activity derives from tracking the impact of advertising campaigns on sales and brand equity. Now known as Ipsos-ASI Ltd, the company has been integrated with Ipsos-ASI The Advertising Research Company, the Group's global brand name for advertising research.

Acquisition of the Marketing Research division of NPD (January 2001)

In January 2001, Ipsos acquired the assets of the Marketing Research division of NPD in the United States and Canada. Originally integrated within the Ipsos Group as Ipsos-NPD (now Ipsos Insight), the business is now one of the leaders in marketing research in the United States. It has powerful resources, which are particularly suited to this activity, such as access panels for postal or telephone research and online access panels. Acquisition of the assets of Riehle Research and launch of the Public Opinion business in the United States (2001)

Under the Ipsos Public Affairs brand, Riehle Research, which is based in Washington DC, offers clients its expertise in food safety, housing, economics and finance, alongside its specialist know-how in political studies.

Acquisition of the assets of AC Nielsen Vantis (2002)

The Group bolstered its position in North America in spring 2002 with the acquisition of the assets of AC Nielsen Vantis, a division of AC Nielsen BASES, which specialises in marketing research and consultancy in the development of consumer durables and services.

A regional management unit was set up in 2001 to rationalise the resources available across North America. Telephone research resources were transferred to Canada, while shared services (human resources, finance and management) were combined to increase efficiency.

Latin America

Following the acquisition of Mexican market leader Bimsa in 2000, the Group moved into Chile in 2001 with Search Marketing (marketing and media research) and bolstered its presence in Argentina with the acquisition of Mora y Araujo (opinion polls) and in Brazil with the acquisition of Marplan (media research).

Also in Brazil, the Group added new expertise to its research offering in 2001, with the creation of Ipsos Opinion. Ipsos is now the market leader in survey-based research in Latin America.

Europe

The Group's selective acquisition strategy resulted in the integration during 2000 of Research in Focus, a UK company specialising in ad hoc qualitative and quantitative research and model building, as well as high value-added consultancy. Ipsos acquired a 50% stake in Focus in 2000 followed by the remainder of its capital in summer 2002.

In 2001, Ipsos acquired all the shares of Novaction, a company specialising in high value-added marketing research and consultancy, which operates both in Europe and in the Asia-Pacific region. This extended the Group's geographical reach, especially in Japan, where Novaction generates nearly one-quarter of its business. It also enhanced the Group's expertise in marketing research (modelling research, simulated market tests). The deal was rounded out in spring 2002 by the acquisition of Vantis, which specialises in the same segments in North America (see below).

Ipsos also acquired a 59% stake in Polish company Demoskop via a capital increase during 2001.

Ipsos made several acquisitions in Northern Europe in 2002. It purchased Imri, Eureka and Intervjubolaget in Sweden, as well as F.Squared, which is based in Russia, Ukraine and Poland. The Group also acquired German company Sample-INRA which, with Ipsos Deutschland, significantly strengthened Ipsos' position in this market, the second largest in Europe. As a result, Ipsos now ranks third in survey-based research in Germany. With Sample-INRA, Ipsos also acquired new operations in Spain, the Czech Republic and Belgium.

Asia

In 2000, Ipsos laid the foundations for expansion in the Asian market by acquiring a 40% interest in Link Survey in China. This purchase was rounded out in 2002 by the acquisition of a shareholding in the share capital of Feng & Associates Marketing Services (FAMS) in China, which has offices in Beijing, Shanghai and Guangzhou (Canton). Specialising in marketing research (strategic research into brands and product development), FAMS has the capacity to operate in 30 regions across the country. After merging with Ipsos-Link, FAMS now operates as Ipsos China, a 60%-owned subsidiary of the Group, which ranks third in this very fast-growing market.

Middle East

The Group has increased its holding in its Lebanese subsidiary Stat, whose activities have seen strong growth in media and advertising. Through this subsidiary, Ipsos is currently developing an integrated network covering the whole of the Middle East, where markets harbour significant potential for growth. Apart from Lebanon, Ipsos also has a presence in Syria, Jordan, the United Arab Emirates (Dubai), Kuwait, Saudi Arabia and Bahrain.

2003: Ipsos bolsters its positions in its main markets

North America

In October 2003, Ipsos acquired the assets of US company Marketing Metrics and bolstered its position in quality research and CRM. The Group is now able to offer a broad range of services ranging from advertising research, marketing research (including modelling research) and CRM-related research to public opinion research right across North America. In addition, to define their offering as clearly as possible, Ipsos-Reid and Ipsos-NPD, which operate in the US marketing research sector, adopted a unified structure and brand, namely Ipsos Insight, during early 2003.

In 2003, Ipsos became the fifth-ranked market research group in the US, moving up two places compared with the previous rankings.

Asia-Pacific

During 2003, Ipsos stepped up the pace of its development in the region with the acquisition of Partner Market Research in Taiwan and NCS Pearson and The Mackay Report, two selective acquisitions in the Australian market.

The research division of the NCS Pearson group, a subsidiary of the UK-based Pearson group, specialises in data collection and processing and provides good geographical coverage from its three offices based in Sydney, Melbourne and Brisbane. The second acquisition was of assets belonging to Mackay, a company set up in 1979 by Hugh Mackay, a recognised specialist in social research. The company's principal business activities are widely known thanks to The Mackay Report, an in-depth analysis of the key trends in Australian public opinion.

All these activities have been pooled under the Ipsos Australia banner, which is now able to offer its clients a more extensive offering of research services encompassing data collection and processing, advertising research, marketing and modelling research, and social research.

16 April 2003

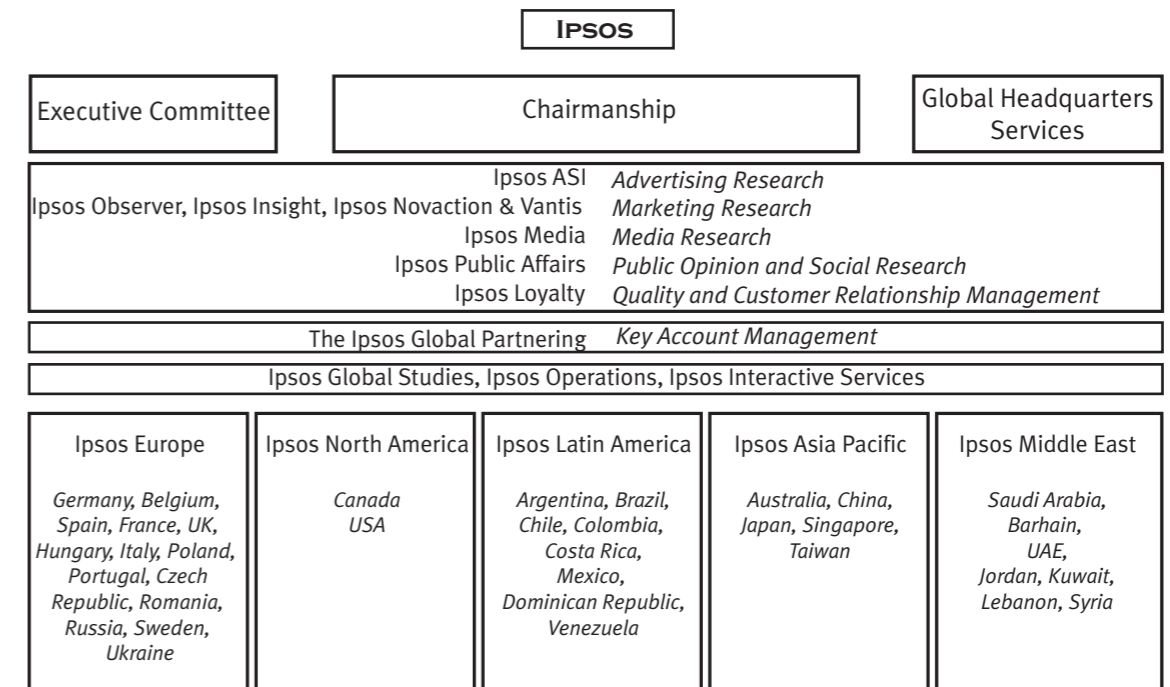
Four years after its IPO, Ipsos SA was authorised by Euronext Paris SA to transfer the listing of its shares to the Premier Marché of the Paris Stock Exchange.

1.2 GROUP ORGANISATION

1.2.1 Business organisation chart

At 1 January 2004, Ipsos was present in 36 countries. Its subsidiaries either operate in a given country, or have specific skills in one of the Group's five areas of specialisation. Locally, they all report to their regional head office.

The following chart shows the Group's business organisation including both regional location and areas of specialisation.



The Global Headquarters Services in Paris encompass the following functions in support of the Co-Chairmen :

- Finance, Management Control and Budgeting
- Corporate Communications
- Corporate Development
- Key Account Management
- Information System and Operations
- Corporate Secretariat
- Human Resources
- Legal Affairs

A more detailed version of this chart can be seen on pages 88 and 89 (Section 4.4.7)

1.2.2 Business organisation

One business, five specialisations: a dynamic and effective organisation.

Ipsos' survey-based research business encompasses five areas of specialisation:

- advertising research;
- marketing research;
- media research;
- public opinion and social research;
- quality and customer relationship management (CRM) research.

In each of these specialist areas the Group has set up an international organisation with dedicated staff to coordinate the development of the various activities in the regions concerned. For each specialisation, Ipsos intends to organise its business around a single brand in order to clarify the services on offer and its communications worldwide.

This type of organisation, which was already fully operational for advertising research with the global Ipsos-ASI brand, has been extended during 2004 to quality and customer relationship management research around the Ipsos Loyalty brand. Similar efforts are now underway, with marketing research now being concentrated under the Ipsos Insight and Ipsos Novaction & Vantis brands. However, the scope of some Group specialisations such as media research and, to a certain extent, public opinion research, is still confined in most cases to national or even regional markets.

In order to raise the profile of its services, Ipsos has begun to clarify its brand policy and is likely to present its future outlines by the end of 2004.

- 1) **Ipsos ASI The Advertising Research Company** is the Group brand dedicated to advertising research. It has an integrated organisation and unified management based on a regional organisation with subsidiaries in more than 23 countries. Its fully dedicated teams implement the Group's copytesting, brand tracking and brand equity services worldwide.
- 2) The Group's marketing research activities operate under three brands, namely **Ipsos Observer** for raw marketing data, **Ipsos Insight** for high value-added services, and **Ipsos Novaction & Vantis** for modelling sales volumes based on simulated test markets.
- 3) **Ipsos Media** is set to become the benchmark for this specialisation in all the countries where it is available. The media research market is fragmented more often than not at local level, but Ipsos markets its major international studies under this banner.
- 4) The **Ipsos Public Affairs** brand name, which is already used in the United States, has now been adopted by the other companies in the Group offering research into public opinion, company strategies and social matters.
- 5) Under the **Ipsos Loyalty** brand name, expertise in Customer Relationship Management research is offered in a consistent manner in more than 10 countries in North America, Latin America and Europe. It will gradually be extended to the main markets in all the regions where Ipsos operates. At the end of 2003, this business line adopted a fully integrated worldwide organisation.

Shared services

Irrespective of their specialisation, Ipsos companies can call upon shared services.

Ipsos Operations: Ipsos companies organise data gathering and processing activities under this brand name.

Ipsos Interactive Services: the Group uses this name as an umbrella for all the initiatives and resources implemented for (both quantitative and qualitative) research carried out via the internet. It also coordinates the development of access panels online in Europe and North America.

Ipsos Global Studies: this service, which was set up in 2004, is intended to coordinate international research.

Lastly, Ipsos Global PartneRing is a specific programme dedicated to our key accounts that helps to coordinate and galvanise our relationships with them.

Implementation of a regional organisation

Ipsos has a regional organisation, complementing its matrix-based organisation built around its business lines.

In **North America**, the head office has restructured the business activities and organisation of the companies it acquired by consolidating its operational and management resources (finance, human resources, communication, etc.). Regional integration was achieved through the optimisation of resources, generating savings as from 2001, particularly with the transfer of the telephone activities of Ipsos-ASI to Ipsos-Reid Corp. in Canada, where the related costs are significantly lower. Increased commercial coordination has enabled the Group to tap into synergies between the Canadian and American markets and between the services offered by the various teams (advertising research, CRM studies—Ipsos Loyalty—and marketing research, in particular).

With 2003 revenues of €210.3 million (organic growth of 13%), the Group bolstered its leading position in the North American market.

In **Latin America**, the regional head office, led by its Executive Committee, aims to harness more synergies between the subsidiaries operating in the region. In 2002, it carried out a major restructuring of the teams in Argentina and Brazil. In persistently tough economic circumstances, this initiative enabled the Group to achieve one of its best contributions in the region (organic growth of 20%) during 2003 just as it did in 2002.

With revenues of €45.2 million, Ipsos is the leading operator in the region.

In **Europe**, the regional management appointed at the beginning of 2002 overhauled the management teams in most of the major countries, particularly Spain, Germany and the UK. The regional management of Ipsos-ASI was strengthened with the appointment of a new President. The local Ipsos-ASI teams were also strengthened in Italy and Spain. The arrival of the newly acquired teams, particularly in Northern and Eastern Europe, led to a very significant increase in business during 2003. The new teams have added Ipsos know-how to the main business lines they offer their major clients in these fast expanding markets.

With revenues of €289.7 million in 2003, Ipsos almost doubled the pace of its organic growth in Europe compared with the previous year. During 2004, the region intends to step up its programme aimed at Key Accounts and to pursue the modernisation of its offering via online activities in particular and through the implementation of packaged solutions.

In the **Middle East**, the Lebanon-based regional management of Ipsos-Stat, coordinates the development of our activities under the same brand name in Jordan, Kuwait, Saudi Arabia, Syria, the United Arab Emirates and Bahrain.

In the **Asia-Pacific region**, the Group has appointed a regional director responsible for pursuing the acquisition programme and for building an effective network. Ipsos, which now has a solid presence in China, Australia and Taiwan, is also established in Japan. In sum, the Group had 250 employees in the region at year-end 2003.

1.2.3 Relations between the parent company and subsidiaries

The parent company, Ipsos SA, manages the Group's equity interests and provides services and technical support to its subsidiaries. In particular, Ipsos SA manages the Ipsos brand and products and grants permission for their use to its subsidiaries. The corresponding royalty fees amounted to €10.8 million in 2003.

In addition, the parent company arranges the vast majority of the Group's financing and provides loans to certain subsidiaries. These loans bear interest at market rates (total interest received in 2003 amounted to €4 million).

1.3 KEY FIGURES FOR THE LAST THREE FINANCIAL YEARS

As forecast, operating profits have grown faster than revenues.

Operating profit came to €50.7 million, up 16% on 2002. This reflected the Group's innovation policy in its product offering and the harmonisation of its working practices worldwide. This increase was also the result of synergies achieved through Group acquisitions. By extending its geographical reach, the Group managed to increase its business volumes by responding to clients' global requirements, while reducing its operating costs by streamlining its production facilities.

Net profit attributable to the Group (before goodwill amortisation) came to €30.3 million, up 28% over 2002.

Key profit & loss figures

In millions of euros	2003	2002	2001
Revenues	569.7	538.4	480.2
Gross profit	335.7	311.5	272.0
Operating profit after employee profit sharing	50.7	43.6	36.9
Profit from consolidated companies	32.9	27.0	20.5
Share in companies accounted for by the equity method			-1.0
Net profit attributable to the Group, before goodwill amortisation	30.3	23.7	17.3
Net profit attributable to the Group	12.0	7.1	2.0
Average workforce	4,181	3,823	3,362

Revenue breakdown by region

In millions of euros	2003	2002	2001
France	91	91	83
Rest of Europe	199	170	141
North America	210	211	186
Latin America	45	48	57
Asia-Pacific and Middle East	25	18	13
TOTAL	570	538	480

%	2003 % contrib.	2003 Total growth	2003 Org. growth	2002 % contrib.	2002 Total growth	2002 Org. growth.	2001 % contrib.	2001 Total growth	2001 Org. growth
France	16	-	-	17	10	2	17	15	9
Rest of Europe	35	16	5	32	21	1	29	9	6
North America	37	-	13	39	13	13	39	141	10
Latin America	8	-5	20	9	-15	14	12	24	6
Asia-Pacific and Middle East	4	33	23	3	36	11	3	141	10
TOTAL	100	6	9	100	12	8	100	46	8

Revenue breakdown by business

In millions of euros	2003	2002	2001
Advertising research	127	111	103
Marketing research	305	299	241
Media research	48	49	53
Quality and CRM	46	44	45
Public opinion and social research	41	31	29
Other	3	4	9
TOTAL	570	538	480

%	2003 % contrib.	2003 Total growth	2003 Org. growth	2002 % contrib.	2002 Total growth	2002 Org. growth.	2001 % contrib.	2001 Total growth	2001 Org. growth
Advertising research	22	14	20	21	8	15	21	14	12
Marketing research	53	2	7	55	24	7	50	83	7
Media research	9	-1	5	9	-8	-	11	16	3
Quality and CRM	8	3	6	8	-	8	9	50	7
Public opinion and social research	7	33	8	6	7	7	6	45	15
Other	1	-	-	1	-	-	2	ns	ns
Total	100	6	9	100	12	8	100	46	8

The Group's consolidated revenues for 2003 came to €569.7 million. It increased by 6% compared with 2002. This growth was driven by an organic growth of 9.4% on a constant scope of consolidation and exchange rate basis, a positive impact of 6.5% attributable to changes in the scope of consolidation, a negative impact of 10.2% owing to exchange rate fluctuations. This represented a much stronger growth rate than the overall research market, reflecting the drive of Ipsos' teams.

Financial position

In millions of euros	2003	2002	2001
Total shareholders' equity	198	192	200
Net fixed assets	326	336	319
Financial debt	182	169	184
Liquid assets	33	35	32
Net debt	149	134	152
Net debt ratio (%)	75%	70%	76%
TOTAL ASSETS	571	541	518

At 31 December 2003, consolidated shareholders' equity came to €198.4 million, against €191.9 million at 31 December 2002. Financing for operating investments (€15 million) and for acquisitions came from the cash surplus from operations (€43.3 million, stable compared with 2002). Taking account of these items, net debt amounted to €148.8 million as at 31 December 2002, representing a gearing of 75%.

2 IPSOS' ACTIVITIES

Ipsos' business activities are focused exclusively on survey-based research. Its core business consists of gathering, processing and analysing information about the expectations and opinions of individuals, whether consumers, customers or citizens, and understanding their behaviour and motivations.

The information is gathered exclusively by surveys.

Ipsos' research is therefore distinct from research based on automatic data collection (such as analysing data from cash registers as with retailer panels), or research based on sampling (e.g. by tracking competitors' advertising). In this type of research, the information gathered is essentially descriptive and is unable on its own to provide information about individual motivations. This distinction is fundamental to any understanding of the Group's activities. Ipsos is positioned firmly in survey-based research.

Before examining Ipsos' five areas of specialisation, we would like to look briefly at the principal methods of gathering data.

PRINCIPAL METHODS OF GATHERING DATA

Traditionally a distinction is made between:

- quantitative research, which involves creating and questioning large samples and uses statistical techniques;
- qualitative research, which uses much smaller samples, but produces much richer and more detailed information.

Nowadays, qualitative and quantitative research is usually standardised so that it can be carried out again and again.

Quantitative research

Quantitative research involves creating and questioning representative samples of the target population, through individual interviews. Ipsos provides its clients with proven expertise and organisation at all stages of the research process by:

- defining and setting up the sample to be questioned;
- drafting questions, whose relevance and clarity will determine the quality of responses;
- selecting the most suitable type of data gathering technique (face-to-face, telephone, written or internet) and administering the questionnaires in accordance with rigorous procedures;
- drawing conclusions from and interpreting the results.

Ipsos guides its clients through all stages of the process and helps them choose the most relevant methodologies and techniques. At the final stage, it helps them analyse the results in order to bring out their operational significance.

Qualitative research

Qualitative research is based on in-depth investigation, which involves interviewing groups or individuals either face-to-face, or via the internet. Meetings are conducted by experts with a background in psychology or social psychology. Ipsos organises more than 10,000 meetings of this type each year worldwide.

Qualitative methods are frequently used in marketing, communications and media research and more and more commonly to gauge public opinion. This type of investigation can be used alone or to complement quantitative techniques. It allows for investigative hypotheses to be validated, before being explored systematically with larger samples.

Ipsos, which now boasts expertise with the Insight brand that has been well-established for more than ten years, is breaking new ground by extending its know-how in qualitative research. Ipsos experts have opened up a new avenue of development by creating a so-called conflictual approach as opposed to the consensus-oriented approach, complementing the so-called forward-looking methods. This new approach is now offered to our clients and has been introduced right across the Group thanks in particular to a training programme for the various different qualitative research teams.

2.1 MARKETING RESEARCH

Marketing research is Ipsos' most important activity in terms of revenues, contributing 53% of the Group total. This expertise helps to satisfy client companies' growing need for strategic information about markets and brands, whether for launching new products, studying consumer behaviour or analysing and tracking markets and brands.

Ipsos now offers a complete range of research solutions, which enables it to work with its clients at every stage in a brand's or product's lifecycle. Ipsos products combine quantitative and qualitative research, making it possible to understand markets, identify development opportunities and provide clients with useful guidance on action to be taken. The range is rounded out by modelling research to anticipate product performance.

Ipsos draws a distinction between three business segments in this specialisation, for which it has introduced three distinct brands:

2.1.1 Ipsos Observer to supply raw marketing data

Raw marketing data, i.e. without any advice or recommendations, is offered to clients who want access for one-off and rapid campaigns to high-quality production resources at an affordable cost.

Through Ipsos Observer, our clients have access to an extensive range of research tools, such as a platform for multi-country telephone surveys in Europe and North America, omnibus surveys and offline and online consumer panels.

2.1.2 Ipsos Insight for high value-added services

Launching or repositioning a product or business represents both a major investment and a major risk for clients. In order to reduce the risk factor and optimise R&D investment, Ipsos offers its clients a complete range of research and advice, making it possible:

- to validate concepts and new products before they are marketed or relaunched, particularly so-called marketing mix assessment surveys (price, packaging, etc.);
- to monitor markets or brands. The main aim of this type of research, which is used once products have been launched on the market, is to help clients gain deeper insight into their markets, learn more about consumer behaviour and attitudes in the various market segments and monitor the performances of products and brands.

This know-how, which encompasses qualitative and quantitative expertise, is now marketed under the Ipsos Insight brand name in all the Group's key markets.

2.1.3 Ipsos Novaction & Vantis for modelling expected sales volumes based on simulated test markets

During 2004, Ipsos is rolling out an integrated and highly skilled organisation offering standardised and highly sophisticated products for major consumer goods companies, as well as for groups operating in the consumer electronics, IT, automobiles, durable goods, financial services, healthcare and alcoholic beverage segment.

2.2 ADVERTISING RESEARCH

Building strong brands and developing local or international communications strategies represent key objectives for advertisers. To help them choose their communications concepts, to measure and anticipate the effectiveness of advertising campaigns, and to provide them with a precise diagnosis that will guarantee a return on their media spending, Ipsos has developed a global organisation dedicated exclusively to this activity, which operates under the Ipsos-ASI brand name.

Its objective is to develop and distribute the same methods of assessment to all Ipsos subsidiaries, to give clients consistent information and comparable results, regardless of the country in which their campaigns take place.

This organisation proved to be particularly effective in 2002 and 2003, as it enabled the Group to achieve strong growth in this area, even though advertising overall was sluggish. Advertising research, which represented 22% of the Group's consolidated revenues in 2003, grew 20% in organic terms. This is the most buoyant sector, thanks to its integrated organisation with a single brand name.

2.2.1 Post-tests

Originally, Ipsos developed research products designed to assess the effectiveness of campaigns after the event, i.e. after they are broadcast. These products (Baromètre Affichage, Suivi Télévision Cinéma and Suivi Impact Presse), which were developed and marketed in France, are now available in Italy, Spain, Latin America, China and the Middle East. In the Anglo-American countries, companies prefer to track their brands in order to keep a regular check on changes in the brand image and profile, measuring the effects of advertising campaigns in this way.

2.2.2 Pre-tests

The higher cost of mass media space, especially television, means that the effectiveness of communications campaigns needs to be tested prior to their launch. Ipsos has been active in this field since the beginning of the 1990s, and has now become the world leader thanks to its acquisition of ASI, the US leader in copytesting, in 1998.

Using expertise that was developed in the US market, Ipsos has developed a global business line dedicated to copytesting, which is run by Ipsos-ASI. Its range of products, including Ipsos-ASI Next*TV, its flagship product, which is offered in 23 countries, satisfies companies' demand for global products able to measure the effects of their campaigns in all

markets with consistent data, and to optimise their creations.

A number of innovations have since been introduced to the range of Ipsos-ASI pre-tests

- pre-tests developed for the first stages of the creative process (Next*Idea, a system of online copytesting using animatics or story-boards);
- pre-tests geared to each medium or target (Next*Print to pre-test press advertisements, Next*Kid for children);
- measures suitable for gathering data online (with the Next*Online range, Ipsos-ASI tests the effectiveness of television and press advertising online, in countries and on targets with a satisfactory level of equipment);
- the launch during 2003 of Next*TV Express. This new system of standardised online copytesting offers numerous innovations:
 - benchmarking using our databases, the most complete on the market: in two years, more than 400 films have been tested;
 - more precise diagnosis thanks to the use of online technology: the interviewee points out the strengths and weaknesses of a film directly on the screen, see "interest trace".
 - faster completion times.

Now available in North America, Next*TV Express will soon be offered in Europe in the form of a self-administered online, in-hall test.

2.2.3 Tracking and brand evaluation

In addition to pre and post-testing, Ipsos-ASI tracks the fortunes of campaigns and brands, as well as conducting in-depth brand equity assessments. The purpose of this research is to understand and explain how advertisements work and what contribution they make to the brand.

Ipsos-ASI Brand*Graph, is a tracking system that delivers "in market" information, not only on brand health and advertising performance, but also on the effectiveness of the media plan used. Thanks to its databases and an exclusive media model, Ipsos-ASI Brand*Graph is a useful decision-making aid in brand strategy, creative and media planning.

2.3 MEDIA RESEARCH

Media research was one of the Group's original activities. It made an important contribution to its reputation for quality and innovation, which has never been lost. Ipsos' expertise, which was initially confined to Europe, is now also available in Latin America and the Middle East. In 2003, this business contributed 9% to Group revenues:

Ipsos has organised this activity around two functions:

- informing editorial and media marketing decision makers of the expectations, tastes and behaviour of readers, listeners, viewers and internet users;
- providing advertisers and their advisers with precise knowledge of the media they use to reach their target audiences.

Dedicated teams handle each of these challenges.

2.3.1 Media marketing research

Ipsos carries out ad hoc research for written marketing or advertising in the mass media. In the case of written marketing, this research makes it possible to position (or reposition) a publication or television programme, or to create a new format. In the case of marketing, Ipsos will help a particular publication or family of publications, even a whole medium to better define its place in the market.

This type of research is carried out on the audiences or readership of the various media wishing to test their proposals and learn about the expectations and reactions of their audiences, or with advertisers and players in the advertising market further to research into media marketing.

The research is usually ad hoc, qualitative and quantitative, but some may also be standardised and renewed periodically in the form of indices.

2.3.2 Measuring media audiences

Ipsos was one of the first companies to use targeted audience research. Its "What managers read" survey, which was launched at a time when there were few publications aimed specifically at these readers, quickly aroused the interest of various press groups. Now, La France des Cadres Actifs (French Survey of Businessmen and women), its successor, has become a multimedia survey providing valuable insight into the behaviour and attitudes of this audience vis-à-vis the media and also about aspects of their professional lives, even their consumption of goods and services (financial services, real estate, etc.). The Ipsos range has since been extended by the addition of other targeted surveys: La France des Hauts Revenus (High Income Survey), Les décideurs financiers (Financial Decision Makers) and Les décideurs de l'informatique (IT Decision Makers), which is available in France and the UK.

With these surveys, which were all initiated by the Group (rather than in response to calls for tenders), Ipsos introduced the technique of syndicated financing for research work in France, i.e., carrying out the same piece of research for several clients, who share the cost. This method is also used to finance media audience measurement surveys, which are commissioned by the various media i.e. press, radio and TV.

Initially in Europe, and also in the major Latin American markets (Argentina, Brazil, Chile and Mexico), the Ipsos companies are all involved in audience measurement surveys for the mass media, i.e. the written press, radio and television. Given the specific nature of media offerings, this research is usually carried out at national level under long-term contracts (three to five years). However, Ipsos also uses its British media research subsidiary, Ipsos-RSL, to conduct international audience research, like the Asian Business Readership Survey (ABRS), which measures the distribution of the business press in eight Asian countries.

Main surveys conducted after calls for tenders

- Survey of the readership of the daily press (France)
- Survey of magazine readership (France)
- National Readership Survey (UK)
- The British Business Survey (UK)
- Quality of Reading Survey (UK)
- Audipress (Italy)
- Media Analysis (Germany)
- EGM-Estudio General de Medios (Spain, Argentina)
- EGM Kids (Spain, Argentina)
- Radio Joint Audience Research (UK)
- Broadcasters' Audience Reaction Barometer (UK)
- Young View (UK)
- CATV 7 - Cable Audience Television Survey (UK)
- DART – Digital Audience Research Tracker TV (UK)
- Media Analysis (Hungary)
- National Media Analysis (Lebanon)
- TV Audience Measurement Survey (Lebanon)

Main Ipsos surveys

- Paris Média 2002 (France)
- La France des Cadres Actifs (French Survey of Businessmen and women) (France)
- La France des Hauts Revenus (High Income Survey) (France)
- La France des Décideurs Financiers (Financial Decision Makers) (France)

- L'audience de la Presse Pharmaceutique (Pharmaceutical Press Readership Survey) (France)
- Ipsos IT, European Computer Decision Makers (France, UK)
- Euro 2003
- European Business Readership Survey
- Asian Business Readership Survey
- Japan Business Readership Survey
- Estudos Marplan (Brazil)
- Multimedia Branding Study (Mexico)
- Media Max (Mexico)
- Profiling (France).

2.4 PUBLIC OPINION AND SOCIAL RESEARCH

Ipsos stands out, among the world-class groups, by offering research that aims to inform decision-makers, whether politicians or businessmen, about the challenges facing society and the attitudes and behaviour of citizen-consumers. As there is a strong correlation between voter confidence, employee confidence and consumer morale, Ipsos considers that public opinion surveys and corporate surveys complement marketing research. This research is now marketed under the Ipsos Public Affairs banner.

In 2003, this business accounted for 7% of Group revenues, generating organic growth of 8%.

2.4.1 Political surveys and public opinion measurement

In Europe, North America, Latin America and Australia, Ipsos' specialist teams survey the political climate. Ipsos also measures changes in public opinion on social matters such as employment, security and education, and provides research of strategic interest for both the decision-making process and image-related issues (see *Le Baromètre des personnalités politiques* (Survey of Political Personalities) published in *Le Point*).

In North America, Ipsos has pursued active partnerships with the mass media making it possible to produce numerous analyses of current events. For instance, Ipsos Public Affairs set up a partnership in late 2003 with Associated Press in the US, paving the way for the regular publication of nationwide (twice monthly) and international opinion polls (once per quarter), as well as local polls on an occasional basis.

Lastly, Ipsos companies conduct vote forecasting operations. For instance, in spring 2004, Ipsos participated successfully in election-night coverage of the voting in Spain (general elections) and in France (local elections).

2.4.2 Research in companies

For companies, Ipsos develops research programmes to evaluate the corporate image of large groups and problems in crisis management.

2.4.3 International research

Ipsos offers multinational research, which has identified the emergence of worldwide public concern about the issues of food safety, health and the management of natural resources. The International Trends Observer analysing the state of public opinion in nine key countries, European Public Opinion Trends covering six countries, the European Consumer Index (eight countries), and World Monitor, a survey carried out worldwide, are all examples of this type of work.

2.5 QUALITY AND CUSTOMER RELATIONSHIP MANAGEMENT

Customer relationships are crucially important in marketing strategies, particularly for service companies. The growing proportion of the economy accounted for by services and the development of relational marketing strategies have fuelled growing demand for the measurement of quality, customer satisfaction and customer loyalty.

Ipsos, which considers that employee motivation complements relational marketing strategies, offers specific expertise that can help to enlighten employers about the expectations and performance of these internal audiences.

To meet these various challenges, Ipsos has developed a structured and modular offering helping its clients to obtain relevant information for decision-making purposes with a view to ultimately improving their financial performance.

The Ipsos offering is built around five priorities with distinctive and innovative products helping to:

- understand consumers and customers' expectations and lifestyles
- measure the quality of the service offered
- measure and understand customer satisfaction drivers, particularly using the Satisfactor tool
- measure and understand the drivers of customer loyalty, which depends on both quality of service and satisfaction, as well as attachment to the brand and the product, and the psychological characteristics of the various consumer categories (particularly thanks to the Loyalty Optimizer product)
- maximise the value of customers by synthesising the CRM data acquired from transactions, call centres and loyalty cards and combining them with the results of surveys and data analyses.

Lastly, Ipsos' approach also includes specific factors within the company, particularly employee perceptions and motivation, which play a key role in distribution networks or offices in contact with customers.

In 2003, this activity generated 8% of the Group's consolidated revenue and is now offered in all its main markets. During 2004, it was launched under the unified global "Ipsos Loyalty" brand name.

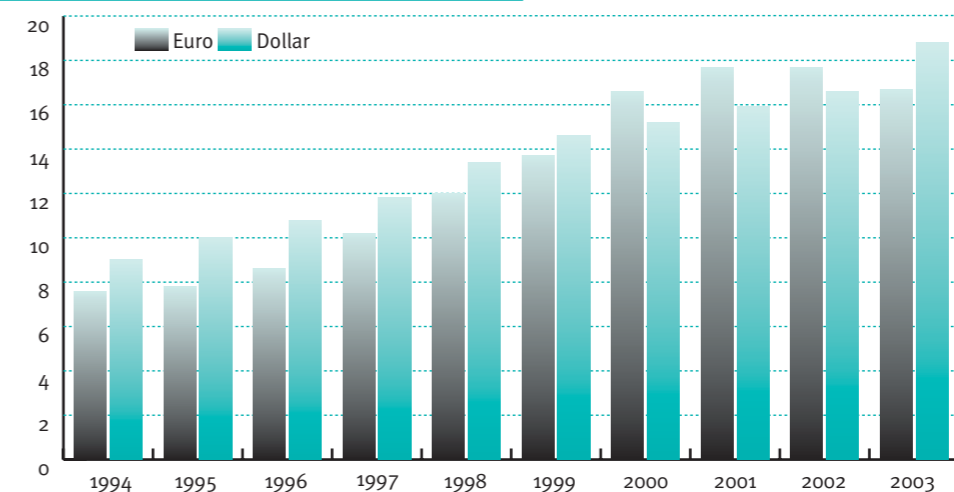
3 IPSOS' MARKETS AND COMPETITORS

3.1 THE GLOBAL RESEARCH MARKET

The global market

According to Esomar, the world market for market research and polling was worth €17.640 billion in 2002, which was a shade lower than in 2001. Since 1990, it has posted annual average growth of just below 9% in euro terms. In 2003, the world market was probably just slightly smaller than in 2002 at around €16.7 compounded by exchange rate fluctuations (especially vis-à-vis the dollar and the Latin American currencies). Expressed in US dollars, the same market is estimated to have grown by 13.6% to around USD19 billion.

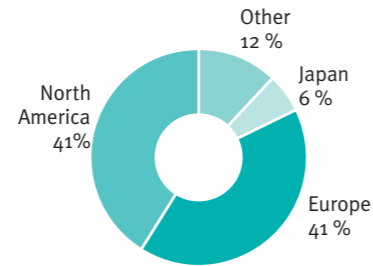
Global research revenues in billions of euros and US dollars



Source: Esomar 2003; Ipsos estimate for 2003.

The research market essentially covers the major, economically mature, countries and is split fairly evenly between Europe and North America which together accounted for more than 80% of the market in 2002. Japan and the rest of the world (Latin America and the Asia Pacific region) accounted for 6% and 12% respectively.

Breakdown of the global research market in 2002

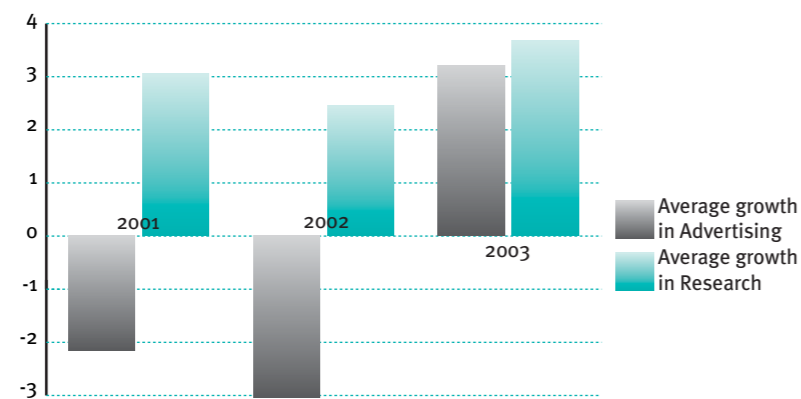


Source : Esomar 2003.

A robust and relatively acyclical market

Since the beginning of the 1990s, the research market has grown faster than advertising spending and faster than GDP. Historical data indicate that the research market shows relatively few cyclical fluctuations and is not directly linked to trends in advertising spending. This pattern has been confirmed by the events of the past two financial years, which saw a sharp decline in the advertising receipts of the mass media. The contrasting fortunes of these two markets are clearly visible in the following chart showing the respective fluctuations in each of them adjusted for the impact of exchange rate fluctuations.

Comparative changes in research and advertising expenditure (adjusted for currency fluctuations)



NB: The changes in the advertising and research markets have been calculated using changes expressed in dollars and euros and the respective market shares of the dollar and euro zones have been weighted accordingly.
Source: 2003 Esomar and ZenithOptimedia data.

The resilience of the research market is attributable to buyers' desire to obtain information that will help them understand the risks relating to their investments, especially in a period of economic uncertainty.

Over the next few years, the research market should continue to grow on the back of the following factors:

- new markets, especially in Europe, are opening up to the market economy and the global supply of products;
- markets in Asia are experiencing very high rates of growth;
- international research contracts account for a growing proportion of demand from major clients;
- and the growing complexity of consumer behaviour and needs, coupled with the richness and complexity of new products on offer, is giving rise to more and more sophisticated demand for high value-added research.

3.2 COMPETITION

The twenty leading players in the global research market (all research activities combined: sample-based and survey-based research).

Ranking	Company		2002 revenues in USD millions
1	AC Nielsen Corp.	USA	2,814
2	IMS Health Inc.	USA	1,219
3	Kantar Group Ltd.	UK	1,033
4	TNS plc.	UK	908
5	Information Resources Inc.	USA	555
6	GfK Group	Germany	529
7	Ipsos SA	France	509
8	NFO World Group Inc.	USA	466
9	Westat Inc.	USA	342
10	NOP World	UK	320
11	Synovate (Aegis)	UK	318
12	Arbitron Inc.	USA	250
13	Maritz Research	USA	183
14	Video Research	Japan	152
15	Opinion Research Corp.	USA	133
16	J.D Power and Associates	USA	132
17	Harris Interactive Inc.	USA	121
18	The NPD Group Inc.	USA	115
19	Intage Inc.	Japan	105
20	Dentsu Research Inc.	Japan	62

Source : Esomar 2003.

The market is largely dominated by the top ten players, which together account for 52% of the global market.

The race to achieve critical mass has become a key feature of the sector, which has been marked by the creation of multinational groups capable of providing their key clients with global service since the early 1990s.

In 2003, the Ipsos group carried out several acquisitions, which enabled it to set up operations in new markets (particularly Taiwan) and to strengthen its position in key markets (Australia and the USA). In the light of industry consolidation, Ipsos believes that its revenues for 2003 should place it sixth worldwide in the general rankings.

However, the Group believes that the industry needs to be segmented with more precision.

Segmentation of the research market

The global market research sector is split between companies specialising in panel activities and those operating the survey-based market:

- Panel activities involve the systematic collection of data at the point of sale (retailer panels), in private homes (consumer panels, TV panels etc.) or in the media (monitoring of advertising).
- Survey-based research involves gathering information by questioning individuals about their opinions, attitudes, wishes or intentions.

Surveys	Panels
Two-thirds of the total market research market Still relatively fragmented Sector profitable for market leaders Strong growth Mono or multi-client activity	One-third of the total research market Strong concentration Sector profitable for monopolies Average growth Multi-client activity
Main players WPP (Kantar), TNS-NFO, Ipsos, GfK, UIG, Westat	Main players VNU (ACN, NMR), IMS Health, IRI, TNS, GfK, Observer Group

A world leader among research groups specialising in survey-based research.

Rank	Survey-based research companies	2003 survey revenues in millions of euros
1	Kantar (WPP) UK	1,017
2	TNS* UK	689
3	Ipsos France	570
4	VNU marketing Information NL	390
5	Synovate (Aegis) UK	316
6	Westat USA	300
7	NOP World (UBM) UK	295
8	GfK Group Germany	280
9	The Arbitron Co. USA	242
10	Maritz USA	172

Ipsos estimate based on the companies' data
* including NPO since 10 July 2003

3.3 THE MAIN RESEARCH GROUPS WORLDWIDE

VNU is the leading research group in the world. It was formed from the merger between AC Nielsen (market research, information research and analysis of consumer behaviour) and Nielsen Media Research, which specialises in television audience measurement, mainly in the United States. In 2003, the VNU Group posted revenues of USD2.694 billion.

IMS Health is the leader in research for the pharmaceuticals sector. In 2003, IMS Health posted revenues of USD1.222 billion.

Kantar Group is the holding company managing the subsidiaries of WPP that operate in market research and information management. In 2003, the market research and information management division of the WPP group posted revenues of USD1.017 billion through two specialist subsidiaries: Research International and Millward Brown (world leader in advertising research).

Taylor Nelson Sofres leads the European market, where 70% of its activity was based prior to the acquisition of NFO (see

below). In 2003, TNS posted revenues of USD1.164 billion (with NFO consolidated from July 2003). TNS holds strong positions in quantitative and media research, especially consumer panels and audience measurement panels.

Information Resources is a US-based company that specialises in the collection of marketing information based on scanner technology. It competes directly with AC Nielsen. In 2003, Information Resources posted revenues of USD491 million.

GfK is a major player in information systems for consumer durables and international market tracking based in Germany. More than 80% of its business derives from Europe. In 2003, it posted revenues of USD595.1 million.

Westat is an American company whose capital is owned by its employees. It originally specialised in statistical research, but has since developed know-how in research for government departments. In 2003, it posted revenues estimated at USD300 million.

NOP World (a subsidiary of United Business Media) has strong positions in the United Kingdom and United States, where it specialises in media research and automobile and pharmaceuticals research. In 2003, it posted revenues of USD294.7 million.

Synovate is a subsidiary of the Aegis group, which operates in survey-based research and holds a significant position in North America and in the Asia-Pacific region. Synovate has expanded recently through a series of acquisitions. In 2003, it posted revenues of USD316.4 million.

3.4 THE REGULATORY FRAMEWORK OF THE RESEARCH MARKET

From an international standpoint, the industry's activity is not regulated by any specific, clearly established legal norms. It is, however, governed by a code of professional conduct created by companies that have formed professional organisations, principally the ICC/ESOMAR (International Chamber of Commerce - European Society for Opinion and Marketing Research) International Code of Marketing and Social Research Practice. The code stresses the principle of the anonymity of interviewees and specifies the responsibilities of parties commissioning research and of researchers. It also lays down rules to be respected when data is recorded.

In France, the following laws and regulations apply to market research companies and their activities:

- the French Data Protection Act of 6 January 1978;
- the Act of 19 February 2002 amending the Act of 19 July 1977 relating to the distribution and publication of certain opinion polls;
- the regulations relating to copyright dated 11 March 1957, which protect all research work,
- the recommendations of the Bureau de Vérification de la Publicité (Office for the Verification of Advertising) regarding the use of polls for advertising purposes.

Ipsos companies are involved individually in the representative professional associations in the main markets.

4 IPSOS GROUP CLIENTS

Ipsos has a very broad client base of companies and public institutions, operating both nationally and internationally.

	2003	Sample clients
Mass market	35%	Danone, Johnson & Johnson, Kraft, Pfizer, Procter & Gamble, SC Johnson, Unilever
Media	10%	BBC, Broadcasters Audience Research Board, Consuledit SRL, Lagardère, Media-Micro-Census Gmbh, Radio Joint Audience Research Limited, Vivendi Universal.
Information, Technology, Telecommunications	10%	AOL, AT&T, France Telecom, Microsoft, Nokia, Sprint, T-Mobile International, Yahoo.
Consumer durables	3%	Epson Mexico, Hewlett Packard, Philips, Siemens AG, Seb, Sony, Whirlpool Canada.
Automobiles	4%	DaimlerChrysler, General Motors, Fiat, Ford Motor Company, Groupe PSA, Volkswagen Group, Michelin, Mercedes-Benz.
Public sector	8%	American Association of School Administrators, European Commission, Deutsche Post AG, Deutsche Telecom AG, European Opinion Research Group, La Poste Luxembourgeoise, Ontario Ministry of Health.
Financial services	5%	Axa, Banca d'Italia, Bank of America, Crédit Agricole, Capital One, First USA, Morgan Stanley.
Pharmaceuticals – Health	10%	Bayer, Glaxo-Smithkline, Novartis, Roche, United Healthcare Wyeth.
Distribution	3%	British Gas, EDF, GDF, Electricity Board, Repsol, J Sainsbury PLC, Shell, Tesco.
Agriculture	1%	BASF, Bayer CropSciences, Certis Europe, Elanco Animal Health, Euralis Semences, GNIS, Groupe Réussir, Kynetec LTD, Michelin, Pioneer Overseas, Syngenta, Thomas Healy & Associates.
Transport, tourism, travelling, games	3%	Air Canada, Florida Lottery, Mexicana De Aviacion, Sky, SNCB, Star Alliance, Texas Lotteries
Other	8%	Communications agencies, research companies, audit firms

The sectoral distribution of Ipsos' clients does not systematically match its own organisation by business line. For instance, marketing research and advertising research is mostly commissioned by companies selling products and services into mass markets, but media research, which is financed mostly by the media themselves, is also commissioned by communications and media agencies, and sometimes even by major advertisers. Public opinion and social research is usually of interest to the authorities, however, it may also appeal to large companies in the public and private sectors.

The demand for research has evolved with the need to understand a world and markets with subtle borders, and individuals, whether citizens, consumers, or employees, whose relationship with politicians, the media and companies, and whose attitudes to subjects such as the environment, globalisation and food safety, are constantly changing.

As a result companies are more and more interested in social research, while banks are showing an interest in marketing research in order to bring their products into line with the expectations of individuals and new patterns of behaviour. Another result is that advertisers believe that media audience research should not be defined and conducted without their agreement—and even financial contributions—as the research is used as a point of reference when advertising prices are set.

Every year, several thousand clients use Ipsos' national and international research capabilities. Its client base is highly fragmented and evenly distributed, with no one client accounting for more than 8% of its revenues.

SPECIFIC ORGANISATION FOR THE MANAGEMENT OF KEY CLIENTS

Ipsos' key clients are major international groups that work with Ipsos in several countries. They buy Ipsos' products and services on a regular basis and implement major research and development programmes to refine their new products. They generate significant demand for marketing research, advertising research, social research and customer loyalty programmes.

To develop ongoing and profitable relations with these clients, Ipsos set up a specific programme in 1999, which works as follows:

- Ipsos selected ten clients meeting precise criteria (i.e. international groups working with Ipsos in several countries) for which a dedicated organisation was implemented to meet their specific, clearly identified needs and expectations.
- For each of them, it has appointed a high-level international director, who is an expert in his/her discipline and who is familiar with the relevant client.
- This director coordinates the work of research managers and teams dedicated to this client in each country.

This organisation, which was expanded in 2003 from ten to 14 key accounts, has proven to be an effective way of developing the Group's own business activities, both locally and internationally. Ipsos posted 2003 revenues of €140 million with these key accounts, up 16% compared with 2002. They accounted for two-thirds of the Group's organic growth.

In 2004, this programme is being stepped up further under the **Ipsos Global PartneRing** banner. It is now shaping up to be a fully-fledged partnership between Ipsos and its key accounts.

RECURRING BUSINESS AND REMUNERATION

The Group's activity enjoys real recurrence, especially in media, public opinion, social and customer satisfaction research. Satisfaction and image measurement, along with consumption monitoring and audience research are usually delivered under multi-year contracts (three to four years). In its other areas of activity, Ipsos also enjoys a high degree of customer loyalty (more than 90%), even though clients prefer to negotiate one-year contracts or place orders as needs arise.

Traditionally payment for research is made on delivery for research that only requires one or two months work, or in several tranches, as sections of the work are completed for longer term research. Down payments are invoiced systematically when contracts are signed.

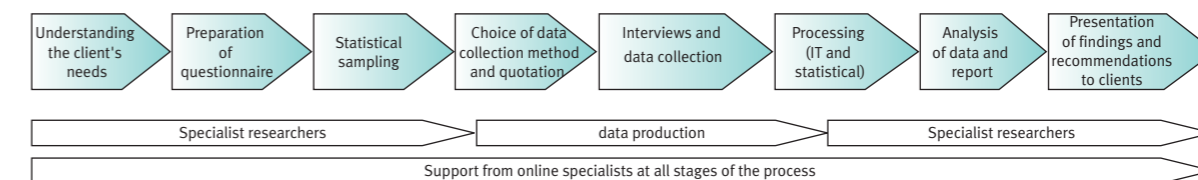
5 RESEARCH RESOURCES IMPLEMENTED BY THE GROUP

Ipsos has implemented powerful and effective tools for collecting, processing and supplying data in order to deliver reliable, consistent and accurate information to its clients at a reasonable price and within short timescales. The Group continues to harmonise its resources and production methods, which are co-ordinated by the Systems & Technologies division to ensure that they are consistent and tailored to companies' needs.

The well-planned use of new information technologies has been a key factor improving the speed, quality and cost of research. Ipsos has a long track-record in research and innovation, and continues to invest in the practical application of new technologies in order to increase its competitive lead.

As the following chart illustrates, the research process can be divided into several phases, involving teams of managers and specialist researchers working closely with the client, together with technical teams responsible for training interviewers, collecting research data and electronically processing the raw data gathered.

Due to the development of online techniques and their increasingly widespread use throughout the research process, online specialists have to provide support at every stage of this process, from questionnaire design and sampling plans, right up to the delivery of results and their use by clients.



5.1 DATA COLLECTION

5.1.1 Interviewers and range of research techniques

Data collection requires a large workforce, ranging from temporary staff, who conduct face-to-face or telephone interviews, to specialist consultants (typically psychologists or sociologists) who lead and interpret focus group meetings.

Consequently, in addition to its permanent staff, Ipsos employs a large number of temporary staff, most of whom work for the Group on a regular basis. Interfacing with interviewees and collecting data are both tasks that require special skills and adherence to very strict methodology. As a result, the Group attaches particular importance to this category of staff. The quality of research results depends not only on the design of questionnaires and the way answers are interpreted, but also on how carefully interviews are conducted.

In most countries, interviewers are employed and trained by the company that conducts research locally, through a dedicated entity responsible for producing information and managing researchers. In other countries, this activity is outsourced (particularly in Latin America where this type of organisation is most common). Additionally, in some regions, Ipsos has pooled its telephone survey operations (i.e. in Canada for the North American market, and in London for international research through the International CatiCentre).

Research techniques used by Ipsos

There are four methods of collecting information for quantitative research, depending on the type of survey involved:

- face-to-face: consumers are questioned individually, in person, and may be asked to respond to audiovisual materials;
- telephone interviews;
- focus group meetings: consumers are gathered together in a room and interviewed collectively;
- self-administered surveys (with no interviewer present): interviewees are expected to complete a questionnaire at home, at their workplace, directly via the internet, or in rooms specially equipped by Ipsos for this purpose.

5.1.2 Major innovations

Ipsos was one of the first market research companies to make widespread use of telephone surveys, including for electoral polling. The Group has been implementing IT tools for data collection since 1992: its Cati system uses predictive dialling for telephone surveys, while the Capi system supports face-to-face interviews, and the Cawi system handles online surveys via the internet.

IT tools have brought immediate benefits, both in terms of the reliability of results (as responses are validated as they are entered) and the speed with which results are processed and delivered to clients.

The use of interviewing software has enhanced the content of questionnaires and the intrinsic quality of the information collected. This software can vary the questions according to previous responses, without any input from the interviewer, and can automatically alternate items to eliminate bias. In addition, the computer continuously checks the consistency of interviewees' replies, prompting them to be more specific if two conflicting answers are given.

Using IT systems also helps improve research techniques, such as conjoint analysis, where interviewees react to a set of stimuli based on individual criteria. Through sophisticated programming, the stimuli can be adjusted according to the responses from each interviewee. Lastly, multimedia technology can be used to test products, packaging and advertising messages by displaying them to interviewees in a realistic setting.

Cati: Computer Assisted Telephone Interviews

Ipsos has set up Cati centres in 22 countries, i.e. a total of over 3,000 research stations, mostly equipped with predictive dialling systems. These facilities optimise the use of Cati technology and speed up the research process.

The Group also has a multilingual telephone research centre, the International CatiCentre, based at Harrow in the UK, which is entirely dedicated to international research. Team leaders, specially trained to carry out international research, are responsible for supervising interviewers, who work in their mother tongue, and for ensuring that questionnaires are efficiently coordinated and administered in a consistent way, regardless of the language used. In 2003, Ipsos conducted over 100,000 hours of Cati interviews, i.e. 250,000 interviews, for international projects, within optimal preparation and execution times.

Following the reorganisation during 2002 of the Cati centres in North America, which were pooled in Toronto, a new centre was set up in Montreal during 2003.

The Group has invested steadily in Europe, initially in France, where the entire Cati system was switched over to the same technology platform as the other major countries (USA, UK) and subsequently in Italy, where the number of research stations had increased significantly by end-2002, and then in Spain during 2003.

Capi: Computer Assisted Personal Interviews

The use of IT tools in personal interviews has made the process faster and more reliable. This technology has been optimised with the advent of multimedia, which enables sounds and images to be played back during interviews, followed by the launch of the dual-screen Capi system and, more recently, the wireless dual-screen multimedia Capi system (where the interviewer and interviewee both use a laptop PC connected by a wireless link). This technology is particularly effective for measuring press readership, where different equipment is provided to the interviewer and interviewee.

Lastly, for certain types of research, such as surveys on tourism patterns, which do not require excessively long questionnaires and only include closed questions, the Group has equipped its interviewers with PDAs (personal digital assistants), which make it easier to conduct interviews and send data back to our processing centres.

Capi technology is used consistently throughout Europe, where 2,600 interviewers have laptops, including 2,000 multimedia PCs. However, this technology is not used in the United States, where demand for face-to-face interviews is minimal. Data is generally collected by telephone or mail, and increasingly via online systems (see section 5.1.3.).

GPRS technology

Ipsos has started trialling this technology, which will help centralise data collected from the Capi stations in real time so that they can be processed faster.

5.1.3 Online data collection

Data collection requires a substantial workforce, which is costly, especially in Europe, where employment legislation can make it more expensive to hire temporary staff. This impacts Ipsos since most of its interviewers are temporary employees. For this reason, the Group is exploring new ways of administering questionnaires, without the need for interviewers, as one avenue for enhancing its productivity and cutting its costs and lead times. Online questionnaires fit in perfectly with these objectives.

Ipsos does not expect the internet to replace all other forms of data collection, in the same way that the telephone has not put an end to personal interviews. However, the interactive experience and multimedia capabilities provided by the internet make it suitable for many types of survey. When using the internet, including for surveys carried out directly by clients from their own premises, research companies need to adopt an equally professional approach as for other types of surveys (e.g. when developing their questionnaires and samples, and analysing the information collected). They also need to develop new expertise in managing real-time interviews.

Since 2000, online data collection has taken off, especially in the US, where Ipsos now conducts over one-third of its surveys via the internet (over 50% for consumer goods marketing surveys alone). In North America, the Group aims to conduct half of all its surveys online by 2007. In other parts of the world, Ipsos also relies more on online surveys, depending on the internet penetration rate in each country. This data collection method is particularly suitable for specific target populations, such as company executives.

5.2 THE GROUP'S PRODUCTION TOOLS

Ipsos' added value resides in its technical expertise and the quality of the data and recommendations that it provides to its clients. Ipsos has also gained an edge thanks to the Group's innovations in the administration of surveys, having devised tools that provide information more rapidly and cost-effectively. They are offered worldwide under the Ipsos Observer brand name, with technical support from Ipsos Interactive Services.

Offline and online access panels represent a priority means of reaching the most fine-grained targets.

They are made up of selected individuals who agree to take part regularly in surveys, usually by completing questionnaires sent directly to their homes, by mail or online. This considerably reduces the cost of collecting information, as once the relatively high cost of recruiting the panel has been met, interviewers are no longer required.

At the beginning of 2004, Ipsos had access to a total of 1,500,000 homes for its access panel based surveys, and access to over 2,700,000 internet users for its on-line surveys.

Ipsos' online panel comprises 945,000 homes in North America (i.e. 2,447,500 individuals) and 125,900 homes in Europe (i.e. 274,650 individuals). Furthermore, in a drive to enhance the performance of its access panels, Ipsos has invested in management software, facilitating their use in the form of immediately operational samples for on-line surveys.

During 2004, Ipsos is rolling out new access panels in Latin America and Asia (86,000 homes are due to be signed up by the end of the year).

Omnibus surveys: this method involves bringing together several clients with shared interests and pooling their questions to share the administrative costs of the surveys.

Ipsos was the first research group to offer a European omnibus survey ("Capibus Europe"), which is conducted in the homes of interviewees using the Capi system each week with a continuously refreshed sample of 5,000 people. Capibus Europe covers the five major countries. Two similar tools have been launched in Central Europe (the Eastern European Omnibus) and in Asia (the Asian Omnibus).

In North America, the omnibus surveys carried out by Ipsos-Insight and Ipsos-Reid Corp. collect information by telephone (Cati system) and on-line, on a monthly or weekly basis. Finally, each quarter Ipsos-Reid carries out a survey in 50 countries on a sample of 25,000 people (Global Express).

International CatiCentre, Virtual CatiCentre. Contracts for quantitative research are still mostly national in scope, but multinational surveys are developing fast. To meet the specific needs of this type of survey, Ipsos set up its International CatiCentre in London.

This is a multilingual centre dedicated entirely to international telephone surveys, which can be coordinated far more easily when the interviewers and team leaders are in the same place. With the Virtual CatiCentre, which opened in 2002, the Group's capacity to conduct international surveys co-ordinated from a single centre now includes North America.

5.3 INTERNATIONAL RESEARCH

The international research market is experiencing strong growth. To handle international research programs, Ipsos needs to have know-how specific to this type of survey as well as worldwide reach, enabling it to operate in all the major markets.

To enable our clients and prospects to benefit from our expertise across the Ipsos network as effectively as possible, a new unit was set up during 2004, namely **Ipsos Global Studies**, which is backed up by specially trained dedicated teams in each country.

Ipsos Global Studies offers a standardised quoting system guaranteeing our clients pro-active and competitive solutions. It can respond to each request for an international quotation within 48 hours. The country that oversees the contract is also responsible for coordination.

5.4 PROCESSING AND DISTRIBUTING DATA

5.4.1 Data processing

Once collected, the data must be processed before Ipsos experts can analyse the information and provide recommendations. Dedicated teams use increasingly integrated tools to process the data, with tasks ranging from content validation and consistency checks to statistical analysis.

In addition, databases are a key factor for expanding and enhancing Ipsos' offering with high value-added services.

Storing information in databases provides two major opportunities:

- It enables Ipsos to maintain a history of results that can be used to compare the findings of a survey with 'norms' and create forecasting models;
- By automating various repetitive production tasks using database management systems, resources can be freed up to deliver finer-grained analyses. Ipsos stepped up its efforts in this area in 2002 and 2003.

Consequently, Ipsos has extended its capacity by, for example, developing and implementing a database management system for European advertising research, involving all players in the production value chain through the Ipsos IT network.

5.4.2 Distributing data via the internet and extranets

Ipsos also uses the internet to post the results of certain major studies online for its clients. In France, the ipsos.fr website displays the results of the European Public Opinion Barometer and the French Managers' Survey (La France des Cadres Actifs) for subscribers in a perfectly secure manner. In North America, Ipsos-ASI enables its clients to track their advertising performance via the internet.

6 INFORMATION SYSTEMS

All the IT development initiatives are co-ordinated by the Systems & Technologies division which, in addition to harmonising methods, hardware and tools, is responsible for the overall IT upgrade strategy.

6.1 INFRASTRUCTURE

In 2003, Ipsos pursued its efforts to roll out a global infrastructure, which forms the backbone enabling Group companies, employees and clients to communicate and exchange information. It also plays a key role in the rapid integration of new companies within the Group. It is crucial for ensuring the free flow and distribution of information to clients.

This infrastructure is underpinned primarily by a worldwide private network based on VPN (Virtual Private Network) technology, which uses the internet to establish secure connections between the various Ipsos sites. In 2003, the network was extended to Australia and China, and the main access points were made redundant to ensure 100% availability.

During 2003, Ipsos started to install Microsoft's Active Directory technology to ensure the authentication of users on the network, as well as handling overall resource management with high-level security features. Deployment is continuing during 2004. A worldwide antivirus policy has also been defined.

In addition, Ipsos harmonised its e-mail system in North America on the Microsoft Exchange platform and anti-spam software was installed. During 2004, this platform will be extended to Australia and improved in Europe.

Following the major acquisitions of the past few years, Ipsos started to consolidate its servers during 2003 on standard Intel platforms to capitalise on the decline in ownership costs deriving from the adoption of standard platforms. This consolidation process will be continued in 2004, with the prime example being the new data centre in Paris-Gentilly.

6.2 THE "ISIS" INFORMATION SYSTEM

"Isis" - Ipsos Secured Information System - is an information and management system that accurately forecasts changes in client demand and in the research market. This integrated information and management system gives shape to Ipsos' twin international structure by business line and by management system of key client accounts. In both cases, the same rules are applied to all Group companies, thereby helping to deliver useful information rapidly to all users, from researchers to the Co-Chairmen.

After initially being installed in the main European countries, the system was extended to North America in 2003.

6.3 THE IPSOS INTRANET

Since 2001, Ipsos has had a global intranet, which was designed to share knowledge and act as an operational research tool. This intranet gives Ipsos employees from around the world access to up-to-date global information on the five Ipsos business lines, on the Ipsos Global PartneRing programme and on the specialist expertise required in each research area.

The intranet also acts as a platform for corporate information and internal communications in general, as well as information on human resources, technology, business operations and finance. In spring 2003, over 65% of Ipsos employees consulted as part of an internal survey felt that the intranet was a useful business and communication tool. As a result, this system can now be considered as an integral part of their everyday working experience, on a par with e-mail.

In 2003, Ipsos' intranet was boosted by the roll-out of the new e-learning site offering a training programme dedicated in priority to Ipsos' areas of specialisation.

Based on the experience it has gained of intranets over the past few years, Ipsos initiated a far-reaching review of

how its next-generation global intranet should be structured. A preliminary project will be completed in North America by mid-2004, before gradually being extended to all of the other regions in a consistent manner.

7 INVESTMENT IN EQUIPMENT AND SUPPLIERS

7.1 PREMISES

Ipsos' employees and facilities in the Paris region have now been brought together at a single site.

During March 2004, Ipsos moved into its new premises at Porte de Gentilly, Paris. The Group signed an agreement to build its head office, a complex providing 14,000 square metres of office space at the southern edge of Paris (Gentilly/Paris Sud). Designed by the architect Henri Gaudin, this building was marketed by Bouygues Immobilier d'Entreprises and acquired by Commerz Grundbesitz Investment Gesellschaft mbH (CGI).

Ipsos also has two provincial offices in Lyon and Toulouse.

The Group rents the premises it uses in all the countries where it operates. The owners have no relationship with the Group.

7.2 FIXED ASSETS

Gross balance sheet value (In millions of euros)	2003	2002	2001
Tangible assets	62.4	57.9	55.8
Intangible assets	32.4	32.1	17.6
Research and development expenditure	0.6	0.6	0.2
TOTAL	95.4	90.6	73.6

Tangible assets consist mainly of computer hardware and fixtures.

Intangible assets consist primarily of software purchases, as the surveying methods and technologies specific to Ipsos' business require the use of standard software and hardware configured to Ipsos' needs.

Ipsos also develops its own software, which is used by its researchers and some of which is sold to clients.

Ipsos believes that this software adds substantial value to its research by enabling clients to import the data produced by Ipsos into their own management systems. Examples include media planning software, such as Popcorn or Poppy, that are designed and marketed by IMS, the Group's software subsidiary, and data processing software, such as Cosi, for statistical operations.

7.3 SUPPLIERS

Ipsos has a highly fragmented supplier base. Its main suppliers are the telecoms operators in each country; the Global One consortium for the intranet; Dell for PCs and servers; SPSS for Cati and Capi data collection software and certain statistical processes; and Microsoft for PC and server applications. In 2001, as part of its ongoing efforts to improve its operating margin, Ipsos renegotiated the terms of its main contract with SPSS.

In certain countries (especially in Latin America), field data collection is outsourced to specialist companies. For international studies that cover countries where Ipsos does not operate, the Group also outsources tasks to local research companies.

The table below shows the average breakdown of the Group's operating expenses by category. It excludes the cost of interviewers and the payroll expenses incurred by research companies.

	2003	2002	2001
Premises	27%	30%	26%
Professional fees	12%	11%	14%
IT costs	14%	16%	22%
Travelling expenses	13%	13%	10%
Communications	8%	6%	5%
Advertising	3%	3%	3%
Printing and copying	1%	1%	2%
Other overheads	22%	20%	18%
	100 %	100 %	100 %

8 MANAGEMENT AND HUMAN RESOURCES

8.1 MANAGEMENT

8.1.1 Two Co-Chairmen

Ipsos is the only market research company of its size that is still controlled by its founders, Didier Truchot and Jean-Marc Lech. Together, they have managed the Group since 1982. Driven by the same strategic vision, they have contributed complementary capabilities to the Group. With his background as an economist, Didier Truchot initiated the policy of standardising products and expanding into media and advertising research. Jean-Marc Lech, a graduate in philosophy, sociology and political science, steered the Group's expansion into social research.

8.1.2 Management Board

The two Co-Chairmen are assisted by a Management Board, which sets the Group's strategic goals and tracks the progress of its projects. It consists of the Group's key executives and meets at least once every quarter.

The Executive Committee comprises some of the members of this Management Board and meets twice or three times every quarter. At 1 April 2004, the Executive Committee consisted of seven members:

- Didier Truchot, Co-Chairman of Ipsos and founder of the Group in 1975;
- Jean-Marc Lech, Co-Chairman of Ipsos since he joined the Group in 1982 and formerly Chairman and CEO of the Institut Français d'Opinion Publique (Ifop);
- Jean-Michel Carlo, CEO of Ipsos, Chairman and CEO of Ipsos Europe and Head of Global Marketing Research. Mr Carlo joined the Group in March 2002, after a very high-level career in advertising. Previously, he was Chairman & CEO of the Diversified Agencies at Havas Advertising;
- Carlos Harding, CEO of Ipsos, in charge of corporate development and acquisitions. He also oversees the Group's Latin American operations and is a specialist in marketing and advertising research;
- Simon Kooyman, Chairman & CEO of Ipsos North America and Chairman of Ipsos-ASI Worldwide. He joined Ipsos in February 2001. Previously, he was Chairman of VNU Entertainment Group;
- Laurence Stoclet, Group Chief Financial Officer;
- Henri Wallard, CEO of Ipsos, in charge of Ipsos Loyalty (global CSM/CRM/ERM activities) and the Group's Asian operations. Prior to joining Ipsos in October 2002, he worked for the French government, before gaining in-depth research experience at Taylor Nelson Sofrès.

The other standing members of the Management Board as at 1 April 2004 were:

- Marie-Christine Bardon, Managing Director of Ipsos Global PartneRing (Ipsos' key account management programme);
- Darrell Bricker, Co-Head of Global Opinion Research;
- Randall Emond, CEO of the Forecasting, Modeling & Consulting (Novaction and Vantis) activities;
- Pierre Giacometti, Co-Head of Global Opinion Research and CEO of Ipsos France;
- François Lapeyronie, Group General Controller;
- Gustavo Lohfeldt, CEO of Ipsos Latin America;
- Richard Mecchi, CEO of Ipsos Asia;
- Richard Silman, Head of Global Media Research and CEO of Ipsos UK;
- Jim Thompson, CEO of Ipsos-ASI Worldwide;
- Rupert Walters, COO of Ipsos North America.

An extended Management Board also meets regularly. It includes co-opted members and other invited Group executives.

8.2 HUMAN RESOURCES AND EMPLOYMENT

In 2003, Ipsos employed around 4,181 people worldwide, with 50% based in Europe, 28% in North America, 12% in Latin America, and 10% in Asia-Pacific and the Middle East.

Ipsos has an active recruitment policy. It seeks experienced managers who have strong potential, specialise in its core business lines or offer particular skills (e.g. finance or technology). It also hires more junior managers, who are trained in Ipsos methods and techniques.

The Group has also introduced a policy aimed at diversifying the profiles of its senior executives. Experience gained by working for major clients or providing services to these clients (for example, in a communications agency) is a highly prized asset for the effective management and leadership of our business and for developing lasting and constructive relationships with our clients at the highest level. This is a new direction that the Group plans to develop in the future.

Job category

	2003
Researchers and customer relations	50%
Production/data processing /field supervision	29%
Administration and Management	21%

Annual staff turnover stood at 16% in 2003, breaking down into around 15% in Europe and North America and 21% in Asia and Latin America.

Ipsos' workforce is generally young, predominantly female and highly stable, due to the Company's appeal. In addition to permanent staff, Ipsos employs some 10,000 temporary workers. In certain countries, these temporary staff may be classified as employees on fixed-term contracts under the local legislation. Most temporary workers are employed by the Group for less than six months a year.

Each company, or group of companies, in every country has employee representative bodies. There is no employee representative body for the Group as a whole.

Ipsos employees benefit from an annual performance-related bonus scheme, which is based mainly on profit margins per business unit and individual performance.

In 1998, a stock option scheme was introduced to retain and motivate the Group's directors and senior executives. In 2000 and 2001, a broader stock option scheme was introduced to bolster the loyalty of all Ipsos employees.

In 2002, the Ipsos Partnership Fund transaction created a genuine "community of interests" between around 80 of the Group's directors and senior executives, and all Ipsos shareholders. This loyalty and motivation programme, which is based on a personal investment in a leveraged fund, which holds 8.19% of Ipsos' share capital, and an allocation of Ipsos stock purchase options, enables participants to benefit from any rise in Ipsos' share price. The leverage on their personal contribution could potentially amount to a factor of 15x by the end of the five-year period of the scheme, launched on 9 July 2002. For the Group's remaining key executives, this scheme has been supplemented by share subscription options. These stock options are targeted at employees with an excellent track record and strong potential for future development.

Employee profit-sharing is a key principle behind Ipsos' human resources policy. In 1999, when it was floated on the stock exchange, and subsequently in 2000, when it increased its share capital, the Group offered employees the opportunity to invest in the Company's shares. Ipsos shares have been, and may still be, used as consideration for acquisitions (e.g. the Novaction takeover in 2001).

8.3 POLICIES APPLICABLE TO THE EMPLOYEE POPULATION

The Ipsos group applies an equal opportunities policy with regard to its employees stating that no employee should be prejudiced against on account of his or her marital status, sex, race, religion, nationality, ethnic origin or age, either in terms of lack of promotion or threats of termination of his or her employment contract, physical or verbal attacks, or abuse of a sexual or racist nature.

To ensure that these policies are effective, the Ipsos group has undertaken to inform all its employees of them and to review and update them on a regular basis,

In addition, the Ipsos group complies with all the international regulations applicable to employees and, more generally, with all the rules relating to the protection of human rights.

9 RISK FACTORS

9.1 SENSITIVITY TO MACRO-ECONOMIC TRENDS

The various markets in which Ipsos operates are inherently sensitive to changes in the economic climate. However, the economic turbulence that affected the markets in the 1990s did not have a lasting effect on the research industry. This is because economic uncertainty often generates a greater need for information to assist the decision-making process. This strong underlying trend, coupled with economic globalisation and the need for information on all the major markets, has contributed significantly to the growth in demand for market research.

Ipsos believes that the geographical spread of its operations and its positioning as a multi-specialist will enable it to withstand any deterioration in local economic conditions. The Group's 2003 results underpin this view.

9.2 SEASONALITY OF REVENUES AND EARNINGS

Traditionally, research companies post higher revenues in the final quarter of the year. Consequently, Ipsos' interim results represent less than 50% of its full-year revenues and operating profit.

For example, at 30 June 2003, revenues and operating profit (after employee profit-sharing) came to €264.5 million and €20.9 million respectively, compared with full-year figures of €569.7 million and €50.7 million in 2003.

In 2002, first-half revenues and operating profit came to €244.5 million and €17.8 million respectively, compared with €538.5 million and €43.7 million for the full-year.

9.3 RISK OF REVENUE LOSS LINKED TO THE DEPARTURE OF KEY MANAGERS

Like all business-to-business service providers, Ipsos' commercial relations with its customers depend primarily on the quality of the relationships developed between its managers and their contacts at client companies. Ipsos could lose certain clients from its portfolio if a key manager or account director were to leave the company. However, Ipsos believes this risk is minimised by the following factors:

- Ipsos' revenues come from a diversified client base, with no single account representing more than 8% of consolidated revenues, based on contracts from several countries;
- Ipsos' managers enjoy an attractive remuneration package, and certain key executives benefit from a long-term incentive scheme. In addition, these managers have non-competition clauses in their employment contracts;
- Most clients are loyal: 90% of clients in a given year use Ipsos' services the following year.

As well as providing close contact with its specialist teams, Ipsos offers its clients a reputable brand, powerful resources backed by leading-edge technologies, and databases guaranteeing consistent results that are comparable over time and between different countries.

9.4 RISK OF CHANGES IN EMPLOYMENT LAW

Ipsos employs a large number of temporary workers to administer its questionnaires. In some countries, depending on the local employment legislation, these staff may be considered as employees on the payroll, although this situation is rare. Currently, in a number of countries (e.g. Germany, the United Kingdom, Italy, and Belgium), there is a trend towards providing more protection for casual staff, as a result of employment law or its interpretation. This exposes the Group to two risks:

- a risk of legal penalties, if the Group does not offer its temporary workers the same benefits it currently provides to permanent employees only, thus breaching the law. In France, the status of researchers is defined in a national collective bargaining agreement, which already takes account of these developments and therefore the risk is minimal;
- financial risk, since these developments could lead to spiralling labour costs if Ipsos were unable to pass on these increases in its prices. Ipsos believes that this risk should be kept in perspective since it applies to the entire industry and does not undermine the Group's competitive position.

In France, the law on the reorganisation and reduction of working time was implemented by the company on 3 January 2000. The agreement negotiated with the union (CFDT) and approved by 75% of the employees (90% of votes cast) is now being monitored by a committee which combines management and personnel representatives. Ipsos feels that this new legislation has been introduced in a satisfactory manner and is not a risk factor.

9.5 IT RISKS

Ipsos' business is heavily reliant on information systems. As a result, a system failure could have a severe impact on its operations (loss of survey results, inability to access databases, etc.). In practice, this risk is minimised by the use of standard commercially-available systems and software. In addition, these systems are distributed over several sites and procedures have been implemented to back up or replicate crucial databases. If a problem occurs on a given system or at a given site, Ipsos believes that it can switch over to another one.

Furthermore, our IT standards included automatically updated anti-virus software installed on all servers and PCs. Following the internet attacks seen during 2003, especially in North America, Ipsos introduced a policy of automatic security and antivirus software updates on all its computers. Lastly, each internet access point at Ipsos sites is protected by a firewall.

The Ipsos network uses security equipment from first-tier suppliers based on Cisco technologies. This hardware ensures that our network remains coherent and minimises the risks of intrusion. The majority of our sites are hooked up to the Ipsos data centre using encrypted communications protocols over the internet based on Virtual Private Network (VPN) technology. This programme is currently being extended to all Ipsos companies worldwide.

9.6 MARKET RISKS

Interest rate risks

Over 56% of the €164 million in bank borrowings outstanding as at 31 December 2003 were floating rate loans. A 1% change in short-term interest rates would have an impact of €0.9 financial expense. In addition, in connection with the recent bond issue, the Group entered into interest rate swaps to hedge its bi-annual interest payments.

Exchange rate risks

The Group has operations in 36 countries and conducts research in over 100 countries. However, foreign exchange risks from business transactions are negligible, as Ipsos' subsidiaries almost invariably invoice clients in their local currency and their operating expenses are also denominated in local currencies. The only source of exchange rate risk stems from the translation into euros of the financial statements of foreign subsidiaries located outside the euro zone. Results are broken down by geographic region in section 3.1.3.

Liquidity risks

As part of its financing operations, Ipsos arranged a syndicated loan of \$101 million. In addition, it carried out a USD90 million issue in May 2003 of 10-year bonds, which were sold to US insurance companies in a private placement. The Group has undertaken to meet various financial ratios (consolidated net debt/consolidated EBITDA, consolidated EBIT/consolidated net interest expense and consolidated net debt/consolidated shareholders' equity) until the loan matures.

All financial commitments were met at 31 December 2003.

Equity risks

The Group's equity risks are considered negligible. Due to its financial policy, Ipsos does not invest its cash in shares, apart from treasury shares, which are typically deducted from shareholders' equity.

9.7 RISKS RELATING TO INDUSTRY-SPECIFIC REGULATIONS

All Ipsos companies focus exclusively on research. Their staff, who are experts in their own fields, have detailed knowledge of the relevant regulations (see section 3.3.4). They define and apply the appropriate procedures to ensure compliance with regulations, especially with respect to data confidentiality and the distribution of opinion polls. Ipsos is also involved with professional associations in the various countries where the Group operates, and accordingly participates in the drafting of new regulations. Currently, the company cannot identify any circumstances where it may be in breach of the regulations applicable to its business.

9.8 INSURANCE

The service activities in which Ipsos specialises do not give rise to any industrial or environmental hazards. The Group's companies take out the standard insurance policies in each of the countries and markets in which they operate. In particular, these companies are usually covered by professional liability insurance.

10 RECENT TRENDS AND OUTLOOK

10.1 GROUP STRATEGY

Over the last 20 years, Ipsos has been the fastest-growing international market research company in its sector. Ipsos is now a world leader in the research market. By adopting a clear strategy that anticipates industry and market trends and by stepping up its acquisition policy since 2000, Ipsos has now become the world's No.3 survey-based market research firm. The Group has expanded significantly, achieving the critical mass needed to work with major clients wherever they do business.

The Group's strategy is now to consolidate Ipsos' position as an international leader in the research industry. This involves consolidating its geographical reach, enhancing its expertise in its five core businesses, developing strong brands and improving its profitability.

10.1.1 Consolidating the Group's geographical reach

When large multinationals enter new markets, they have new research needs. Having implemented global product and marketing strategies, these major groups require data on all the countries where they operate, particularly marketing information, with results that are comparable from one market to another.

Ipsos aims to cater for its clients in all their markets and is continuing to build up its presence in each of these markets. The acquisition policy pursued by the Group since 1990 has enabled it to develop a robust position in Europe, North America, Latin America, China and Australia. Ipsos is now active in all the key markets, including Japan. The Group is currently focusing its efforts on Asia, where its presence is still not strong enough, and on certain key markets where some of its business lines are not represented. The map below shows the Group's priority areas for expansion.



Strong Ipsos présence

Positions to be strengthened

Positions to be expanded

10.1.2 Enhancing expertise in core businesses

In order to strengthen its leadership position worldwide, the Group's objective is to expand its resources in its five areas of specialisation, i.e. marketing research, advertising research, media research, public opinion and social research, and quality and customer satisfaction research.

This consolidation process will involve selective investments, both organically through sustained research and development efforts and through the acquisition of companies with genuine expertise in any of these market segments. It also presupposes an active policy of combining know-how with strong global brands, and a strategy for managing key accounts on a global scale (see sections 3.3 and 3.4).

Harmonising services and developing global brands

Ipsos has decided to set up global business lines in each of its five areas of specialisation to offer its clients a standardised range of services at both global and local level through all of its national subsidiaries (see section 3.1.2.2 and following sections).

Internet initiatives: Ipsos Interactive Services

All of Ipsos' interactive businesses have been combined under one umbrella brand: Ipsos Interactive Services. While Ipsos has withdrawn from internet audience measurement, it is still developing ways of using the technology to collect data (especially online access panels) and distribute research results. It is also conducting numerous research programmes in this area, looking at advertising, web marketing, the potential of e-commerce sites, and new services offered via the web, especially by banks, insurance companies and so on.

Working with major clients worldwide

In order to improve the services it provides to its clients worldwide, Ipsos has set up an organisation to manage key accounts, including a dedicated global coordination unit. As a result, account managers are able to increase their revenues through more effective management of their professional, commercial and financial relations with clients (see section 3.4).

10.1.3 Improving Group profitability

Optimising the cost structure

Optimising the cost structure is a key way of improving Group profitability. For this reason, Ipsos continually strives to enhance its services to offer its clients the best solutions at the most affordable price. This quest for competitiveness is being pursued on several fronts:

- Ipsos has introduced Group-wide research techniques that offer the best value for money for our clients;
- Ipsos views technology as a way to improve service quality, mainly by speeding up data collection and making it more reliable and cost-effective. By investing in IT, the Group can concentrate on its real source of added value, namely its expertise in working with citizen-consumers. Multimedia and internet technologies are now widely used within the Group;
- From the very outset, Ipsos has been a pioneer in offering a range of standardised research products. These products deliver information that can be compared over time and between different sectors, offering substantial added value for our clients. Using recurring survey and analysis methodologies, these products save time during the design and development phases, freeing up the sales teams, who can focus exclusively on customer relations.

Similarly, by pooling its production resources (multi-client research) and offering syndicated funding options for major indicator surveys ('barometers') or multi-country studies, Ipsos can make its products more easily accessible to a larger selection of clients. These commercial arrangements are particularly well-suited to large-scale audience surveys or multi-country observational research (e.g. International Observer and the Observatoire des Comportements Alimentaires, a survey of the French food industry). They also enable the Group to generate high margins once each study has reached breakeven point.

Strengthening management structures

To support its rapid growth, Ipsos has strengthened its corporate functions and tightened up the organisation that monitors its subsidiaries.

Regional management structures were initially set up in Latin and North America, then in the Middle East and, more recently, in Europe and the Asia-Pacific region. Their main purpose is to enhance Group profitability, to improve financial control and human resource management and to coordinate initiatives aimed at our key accounts.

In addition, the management of each business line is being strengthened, in line with Ipsos-ASI, which is a fully-integrated global business, focusing on advertising research, and has been highly successful in its marketplace.

This organisation relies on dedicated resources and management tools developed by the Group. Consequently, since 1 January 2000, the main operational companies have gradually adopted an enterprise resource planning (ERP) system that provides standardised monitoring of operations and client accounts (see section entitled 'The ISIS information system').

10.2 RECENT DEVELOPMENTS

CSM/CRM and Marketing Research business lines strengthened

Ipsos has endowed the following two business lines with globally integrated management structures, modelled on the organisation adopted by Ipsos-ASI, since 1 January 2004:

- Quality and customer relationship management, which is marketed under the Ipsos Loyalty banner;
- Expertise in marketing forecasts, modelling and consulting, which is part of the marketing research business line and consolidates the teams of Ipsos-Novaction (in Europe, Asia, North and Latin America) and Ipsos-Vantis (in the US and Europe).

Announcement of an agreement for the acquisition by Ipsos of a 51% shareholding in South Korean research company Active Insights Korea, Inc.

Ipsos' Co-Chairmen announced on 18 March 2004 that they had signed an agreement under which Ipsos will acquire a 51% shareholding in South Korean research company Active Insights Korea, Inc. This deal will significantly strengthen Ipsos' presence in Asia.

First-quarter 2004 revenues

Ipsos Group reported first-quarter 2004 revenues of €127.1 million, up 7.2% compared with the same quarter of 2003. On a constant scope of consolidation and exchange rate basis, the Group's first-quarter revenues rose by 8.9%, a more rapid rate of growth than in the equivalent period of 2003 and a much stronger one than that posted by the market at large or the leading international research groups. Growth was healthy across all the Group's businesses and regions. This said, the most notable trend to emerge during the first quarter was the confirmation of a return to growth in Europe, which posted an organic growth rate of 7%.

10.3 OUTLOOK

In the future, Ipsos aims to continue expanding rapidly in its current areas of specialisation, through faster organic growth than the industry as a whole and selective acquisitions.

Acquisitions

Ipsos will continue to extend its geographical reach in the Asia-Pacific region, where the Group feels its presence is still too weak. Ipsos also plans to strengthen its business lines in the countries where it already operates and wherever there is a market, especially in the USA and the UK. The Group targets medium-sized businesses that have already established a strong foothold in their market.

Organic growth

Ipsos is set to expand faster than the overall research industry, owing to its robust positions in clearly defined market segments, such as advertising research, and the fact that major clients prefer research firms that can cater for all their markets.

In 2004, the Group expects its organic growth to outperform the market and its main rivals, and at least match the level it achieved in 2003. It is also still committed to improving its operating margin. Looking ahead to 2007, it aims to achieve revenues of €1 billion and an operating margin of 10%.

The expected growth in Group profitability should stem from a shift in the business mix towards higher-margin businesses and regions, as well as the impact of synergies, which should help generate greater value from the client portfolio and optimise the cost structure.

2004 financial calendar

- 23 June 2004: General Meeting of Shareholders to approve the 2003 financial statements
- 16 August 2004: Consolidated revenues for the second quarter of 2004
- 21 September 2004: Consolidated financial statements for the first half of 2004
- 15 November 2004: Consolidated revenues for the third quarter of 2004

11 NON-RECURRING EVENTS AND DISPUTES

Ipsos is not involved in any significant disputes and there were no non-recurring events in 2003.

12 GLOSSARY

Access panel: a group of households that have been recruited by a research company and have agreed to take part in several surveys a year at pre-defined intervals.

Ad hoc studies: customised research conducted for a specific client. Ad hoc studies differ from regular surveys, such as indices.

Advertising research: assessing the effectiveness of advertising. This activity mainly includes evaluating the quality of advertising through pre and post tests, campaign assessment and tracking, and brand equity assessment and tracking.

Advertising tracking: continually monitoring a brand's advertising and its impact on consumer attitudes and behaviour. Data tends to be collected weekly from alternating samplings (as opposed to panels). A spin-off from this activity is the recent development of brand tracking in France, which monitors changes in brand image, profile, etc.

Capi (Computer-assisted personal interviewing system): face-to-face interviewing tool where the interviewer uses a laptop computer to read questions from the screen and key in the replies directly.

Cati (Computer-assisted telephone interviewing system): the interviewer conducts the questionnaire by telephone and enters the replies directly onto a computer.

Copytesting: pre or post testing of an advertisement (e.g. Ipsos-ASI Next*TV, Ipsos' global product for pre-testing commercials).

CRM: Customer Relationship Management. The goal of CRM is to identify and increase the number of the most profitable type of customers in the long term. It helps companies to get to know their customers, to monitor their relationships and to target their marketing activities.

CSM: Customer Satisfaction Measurement.

Customer value: Measurement of the potential revenue and cost streams during a consumer's life.

Drivers: motivations and reasons underpinning attitudes/views and behaviour.

ERM: Employee Relationship Management (ERM). The goal of ERM is to help companies to analyse, mobilise and optimise their human capital by putting Ipsos' expertise in measurement tools and the understanding of opinion to work in the form of business solutions. This system helps to run organisations and to strengthen management methods.

Face-to-face: technique whereby data is collected personally by the interviewer from each person surveyed (at home, in an office or in the street).

Field work: series of tasks aimed at collecting data for a survey and organising interviewers' tasks (i.e. drawing up profiles of prospective interviewees, providing instructions on selecting interviewees, setting quotas, administering the questionnaire, checking data, etc).

Index/Survey: study designed to monitor indicators on markets, companies, brands, products, services, etc., over time. It is conducted under identical conditions (same sampling structure, same questions, etc.), allowing comparisons between different periods.

Loyalty: a form of devoted attachment. It is a state of mind or type of behaviour. For research specialists, the concept of loyalty is based on types of behaviour and attitudes. The expected results are repeat purchases and recommendations.

Multi-client study: as its name indicates, a multi-client study is research sold to several clients. There are two kinds:

(i) syndicated research conducted for groups of clients in the form of associations (e.g. media audience measurement studies carried out for industry associations in each medium). The findings of these studies are the property of these clients; and

(ii) subscription-based research conducted independently by Ipsos. The findings of these surveys are subsequently sold to several clients (e.g. the French Managers' Survey, La France des Cadres Actifs).

Omnibus study: type of quantitative research where only the sample population is defined beforehand and each client may ask any questions it chooses. This is a type of multi-client survey.

Panel: representative sample of individuals or professionals regularly surveyed using identical variables. The data may be collected automatically, since it does not require the direct involvement of participants (e.g. television viewer panels in passive audience rating). Information may be gathered directly from companies using sales records (e.g. retailer panels).

Poll: survey conducted on a representative sample of the target population.

Predictive models: Technique involving the prediction of customer behaviour based on statistical methods.

Pre-test: a set of techniques designed to assess the impact of an advertising message before it is aired or published.

Qualitative research: research that is either exploratory (to investigate an unknown sector, identify the scope of a problem, formulate assumptions, understand motivations, etc.) or operational (based on an in-depth analysis of responses by a group or individuals). This type of study tends to be conducted on a small sample of individuals that does not need to be representative. It may either be carried out prior to a preliminary survey or on a standalone basis.

Quantitative research: a study that aims to quantify attitudes or behavioural patterns, measure their underlying variables, compare responses and highlight correlation. This type of survey often involves questioning sample populations that are representative so that the results can be extrapolated to the entire population studied. This technique requires the development of standardised and codifiable measurement tools (structured questionnaires).

Questionnaire: set of questions submitted to respondents in a quantitative survey.

Satisfaction: the response to the fulfilment of a need, claim or desire. In research, loyalty may exist without satisfaction. Conversely, satisfaction does not necessarily lead to loyalty. It also depends on the structure of the market and psychological factors specific to each customer. Satisfaction is not generally sufficient to foster loyalty.

Segmentation: categorisation of customers based on their similarities to optimise customer management and their potential long-term profitability.

FINANCIAL STATEMENTS - RESULTS

1 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

1.1 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

In accordance with the terms of our appointment by your General Meeting, we have audited the accompanying consolidated financial statements of the Ipsos Group for the year ended 31 December 2003.

These consolidated financial statements were prepared under the responsibility of your Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our review in accordance with French auditing standards. These standards require the auditor to perform such tests and procedures as give reasonable assurance that the consolidated financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in these financial statements. It also includes an assessment of the accounting principles used and of any significant estimates made in the preparation of the financial statements, as well as an evaluation of their overall presentation. We believe that our audit provides a reasonable basis for the opinion expressed below.

In our opinion, the consolidated financial statements have been properly and accurately prepared in accordance with French auditing standards, and provide a fair representation of the assets, financial position and results of the consolidated group of companies.

II. JUSTIFICATION OF OUR ASSESSMENTS

Pursuant to the terms of article L. 225-235 of the French Code of Commerce on the requirement to justify our assessments, which was introduced by the French Financial Security Act of 1 August 2003 and applies for the first time this year, we draw your attention to the following points:

Net goodwill on acquisitions has been valued based on the rules and methods described in the note to the financial statements entitled 'Goodwill on first consolidation'. We have verified that these methods were well-founded and ensured that they were applied correctly.

These assessments relate to our overall audit of the consolidated financial statements and therefore endorse the unqualified opinion expressed in the first part of this report.

III. SPECIFIC PROCEDURES

In accordance with French auditing standards, we have also reviewed the information provided in the Group Management Report. We have no comments to make as to the fair presentation of this information or its consistency with the consolidated financial statements.

23 april 2004

Cogerco - Flipo
Membre de Deloitte



Francis Pons

Ernst & Young Audit



Jacques Rigo

**1.2 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2003****Consolidated balance sheet**

Assets	Notes	31-12-2003			31-12-2002 Net	31-12-2001 Net
		Gross	Amort. & provisions	Net		
in thousands of euros						
FIXED ASSETS						
<i>Intangible fixed assets</i>	1					
Start-up costs		523	212	311	134	417
Other intangible fixed assets		32,404	22,119	10,285	10,784	7,711
<i>Goodwill</i>	1	360,487	65,884	294,603	301,571	286,062
<i>Tangible fixed assets</i>	1	62,388	44,853	17,535	16,893	22,042
<i>Financial fixed assets</i>	2					
Non-consolidated participating interests		150	9	141	2,663	37
Companies accounted for by the equity method		287		287	310	277
Other financial fixed assets		3,382	284	3,098	3,506	2,013
TOTAL FIXED ASSETS		459,621	133,361	326,260	335,861	318,559
CURRENT ASSETS						
<i>Inventories and work in progress</i>						
Miscellaneous supplies		340		340	361	257
Surveys in progress		9,873		9,873	6,629	8,111
<i>Receivables</i>	3					
Trade receivables		163,832	3,604	160,228	129,560	115,634
Other receivables		23,660	900	22,760	21,594	23,496
Marketable securities	7	2,537	78	2,459	6,160	2,697
Cash and equivalents	7	31,175		31,175	28,984	28,933
TOTAL CURRENT ASSETS		231,417	4,582	226,835	193,288	179,128
Accruals, deferrals and other assets	4	17,537		17,537	12,348	20,250
TOTAL ASSETS		708,575	137,943	570,632	541,497	517,937

Liabilities	Notes	31-12-2003	31-12-2002	31-12-2001
in thousands of euros				
SHAREHOLDERS' EQUITY				
Share capital		7,048	7,005	6,415
Share premium		175,045	173,989	175,520
Other reserves		14,450	10,118	10,953
Foreign exchange translation differences		(18,052)	(12,684)	
Net profit for the year after minority interests		12,036	7,132	2,023
Equity attributable to the Group	5	190,527	185,560	194,911
Minority interests in consolidated reserves		5,203	2,949	3,397
Minority interests in net profit for the year		2,698	3,382	2,153
Minority interests	5	7,901	6,331	5,550
TOTAL SHAREHOLDERS' EQUITY		198,428	191,891	200,461
Provisions for liabilities and charges	6	21,283	20,094	13,884
Long-term debt	7	182,429	168,877	184,448
Other liabilities	3			
Advances and progress payments from customers		4,654	7,197	4,844
Trade payables		69,013	51,335	49,647
Tax and employment-related liabilities		54,360	41,278	33,894
Miscellaneous debt		23,859	44,043	12,849
TOTAL LIABILITIES		334,315	312,730	285,682
Accruals, deferrals and other liabilities	4	16,606	16,782	17,910
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		570,632	541,497	517,937

Consolidated profit and loss account

in thousands of euros	Notes	2003	2002	2001
Revenues	1	569,708	538,426	480,199
Direct costs		234,049	226,889	208,168
GROSS PROFIT		335,659	311,537	272,031
Personnel costs, including statutory employee profit-sharing		197,376	182,191	160,063
General operating expenses		87,005	82,992	73,146
Other income and expense (net)		591	2,725	1,955
TOTAL OPERATING EXPENSES		284,972	267,908	235,164
OPERATING PROFIT		50,687	43,629	36,867
Net financial expenses	2	(7,054)	(5,856)	(8,760)
PROFIT FROM ORDINARY ACTIVITIES OF CONSOLIDATED COMPANIES		43,633	37,773	28,107
Net exceptional income/(expenses)	3	(428)	(144)	(1,147)
CONSOLIDATED PROFIT BEFORE TAX		43,205	37,629	26,960
Corporate income tax	4	10,259	10,555	6,490
CONSOLIDATED PROFIT AFTER TAX		32,946	27,074	20,470
Share of profit/(losses) from companies accounted for by the equity method		34	39	(1,027)
Goodwill amortisation		18,246	16,599	15,267
NET PROFIT BEFORE MINORITY INTERESTS		14,734	10,514	4,176
Minority interests in net profit for the year		2,698	3,382	2,153
NET PROFIT ATTRIBUTABLE TO THE GROUP		12,036	7,132	2,023
NET PROFIT ATTRIBUTABLE TO THE GROUP, BEFORE GOODWILL AMORTISATION		30,282	23,731	17,290
Earnings per share attributable to the Group (in euros)	IV 5	1.71	1.07	0.33
Earnings per share attributable to the Group, before goodwill amortisation (in euros)	IV 5	4.31	3.54	2.79
Diluted earnings per share attributable to the Group (in euros)	IV 5	1.70	1.05	0.32
Diluted earnings per share attributable to the Group, before goodwill amortisation (in euros)	IV 5	4.28	3.51	2.75

Consolidated cash flow statement

in thousands of euros	2003	2002	2001
OPERATING ACTIVITIES			
Consolidated net profit attributable to the Group	12,036	7,132	2,023
Adjustments to reconcile net profit to cash flow			
Depreciation and amortisation of fixed assets	13,275	14,293	11,289
Share in profits/(losses) of companies accounted for by the equity method	(34)	(39)	1,027
Losses/(gains) on asset disposals	237	230	267
Goodwill amortisation	18,246	16,601	15,267
Movement in other provisions	(1,555)	504	670
Deferred taxation	713	4,672	(1,421)
Minority interests	2,698	3,382	2,153
Other items	(179)	(6)	
OPERATING CASH FLOW BEFORE WORKING CAPITAL ITEMS	45,437	46,769	31,275
Decrease/(increase) in inventories and work in progress	(2,819)	991	(13)
Decrease/(increase) in trade receivables	(32,575)	(10,056)	5,855
Decrease/(increase) in other receivables	(612)	312	(12,702)
Increase/(decrease) in trade payables	15,948	2,485	9,283
Increase/(decrease) in accrued interest on debt	513	610	672
Increase/(decrease) in other liabilities	17,370	2,320	2,834
CHANGE IN WORKING CAPITAL REQUIREMENTS	(2,175)	(3,338)	5,929
CASH PROVIDED BY OPERATING ACTIVITIES	43,262	43,431	37,204
INVESTMENT ACTIVITIES			
Acquisition of tangible and intangible fixed assets	(14,954)	(11,900)	(15,432)
Acquisition of business goodwill	(688)	(5,656)	(985)
Acquisition of non-consolidated equity interests		(2,725)	
Proceeds from disposals of tangible and intangible fixed assets	59		963
Proceeds from disposals of equity interests			
Decrease/(increase) in marketable securities	3,065	(3,992)	30,650
Decrease/(increase) in other long-term investments	847	(1,580)	(648)
Increase/(decrease) in payables to suppliers of fixed assets	(29,608)	35,913	(24,014)
Impact of changes in scope of consolidation	(18,374)	(42,759)	(171,018)
CASH USED IN INVESTMENT ACTIVITIES	(59,653)	(32,699)	(180,484)
FINANCING ACTIVITIES			
Share issues	1,099	39,835	20,297
Issue of long-term debt	101,186	16,738	190,654
Repayment of long-term debt	(71,937)	(18,905)	(57,331)
Increase/(decrease) in bank overdrafts & short-term debt	(6,437)	(39,973)	13,243
Dividends paid to parent company shareholders	(2,202)	(2,140)	(2,313)
Dividends paid to minority shareholders of consolidated companies	(2,143)	(1,705)	(513)
CASH PROVIDED BY FINANCING ACTIVITIES	19,566	(6,150)	164,037
Cash at beginning of year	28,984	28,933	12,240
Impact of exchange rate movements	(984)	(4,531)	(4,064)
Net change in cash	3,175	4,582	20,757
Cash at year-end	31,175	28,984	28,933

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

I. CHANGES IN THE SCOPE OF CONSOLIDATION

2003 highlights

100% stake acquired in Inra in Belgium.

Restructuring of Canadian operations: Canadian assets of NP Canada and Ipsos Reid transferred into Ipsos Reid Limited Partnership, a new entity set up for this purpose. US assets transferred into another new entity (Ipsos Insight Corp).

Restructuring of Asian operations: assets owned by FAMS (Feng Associates Marketing Services) and Ipsos Link Consulting transferred into Ipsos Market Survey, a new entity set up for this purpose.

Ipsos Stat KSA, Ipsos Stat Bahrain, Ipsos Hispania in Costa Rica and Ipsos ASI Venezuela added to the Group's scope of consolidation.

Ipsos NMR AB established in Sweden and ICEE (Ipsos Central Eastern Europe) Polska established in Poland.

100% stake acquired in Partner Marketing Research Inc in Taiwan on 1 July 2003 (company fully owned by the holding company Ipsos Taiwan).

100% stake acquired in Ipsos MMI (renamed Ipsos Loyalty) in the US on 1 July 2003.

Assets of Mackay Report (held by Ipsos Australia) acquired on 1 July 2003.

100% stake acquired in I View Ltd in Australia on 1 October 2003.

Ipsos Médiangles merged with Insight Marketing.

Minority interests acquired in Socmerc in Argentina (50%), Ipsos Demoskop in Poland (22%) and the German business (17.75%).

Field Research de Mexico and Campo y Captura merged into Encuestas Telefonicas in Mexico.

Ipsos Asi Andina transferred internally from Métrica Argentina to Latin America BV.

Metrica Mexico, Metrica Brazil and Métrica Argentina transferred internally from Ipsos Publimétrica and Ipsos SA in Argentina to Latin America BV.

Companies included in the scope of consolidation at 31 December 2003

The following companies are included in the consolidation:

Fully-consolidated companies

Consolidated companies	Legal form	% interest	Country	Address	Reg. number siret
Ipsos SA	Consolidating company		France	35, rue du Val de Marne 75013 Paris	304 555 634
psos Access Panel Holding	Soc.Civile	100	France	35, rue du val de marne 75013 Paris	401 768 908
Ipsos Group	GIE	100	France	35, rue du val de marne 75013 Paris	401 615 608
Ipsos France	SAS	99.99	France	35, rue du val de marne 75013 Paris	392 901 856
Ipsos Médias	SAS	99.81	France	35, rue du val de marne 75013 Paris	334 068 129
Ipsos Opinion	SAS	99.62	France	35, rue du val de marne 75013 Paris	317 839 959
Ipsos Opérations	SA	99.96	France	35, rue du val de marne 75013 Paris	315 105 502
Ipsos Satisfaction de client.	SA	99.85	France	35, rue du val de marne 75013 Paris	391 307 329
Gie Ipsos	GIE	99.99	France	35, rue du val de marne 75013 Paris	342 050 614
Ipsos Santé	SNC	100	France	35, rue du val de marne 75013 Paris	333 925 824
Ipsos Music	SA	100	France	35, rue du val de marne 75013 Paris	422 743 450
Ipsos Insight Marketing	SA	99.97	France	35, rue du val de marne 75013 Paris	712 047 265
Ipsos Stat	SA	50.99	France	35, rue du val de marne 75013 Paris	401 595 939

Fully-consolidated companies

Consolidated companies	Legal form	% interest	Country	Address	Reg. number siret
IMS	SA	99.98	France	35, rue du val de marne 75013 Paris	348 983 842
Popcorn	SNC	49.99	France	35, rue du val de marne 75013 Paris	377 678 289
Sysprint	SARL	99.98	France	35, rue du val de marne 75013 Paris	384 721 346
IMS Développement	SA	99.98	France	35, rue du val de marne 75013 Paris	387 725 245
Ipsos Access Panel France	SA	99.99	France	35, rue du val de marne 75013 Paris	392 901 856
Ipsos Access Panel GIE	GIE	99.6	France	35, rue du val de marne 75013 Paris	402 829 147
Ipsos Novaction	SA	100	France	35, rue du val de marne 75013 Paris	722 003 209
Ipsos Brussels	SA	82	Belgium	243 Boulevard Sylvain Dupuis 1070 Bruxelles	
Inra Belgium	SA	100	Belgium	159-165 avenue de la couronne B1050 Bruxelles	
Ipsos UK	Ltd Co.	100	UK	Elmgrove Road Harrow HA1 2QG	
Pricesearch	Ltd Co	100	UK	Elmgrove Road Harrow HA1 2QG	
CatiCentre	Ltd. Co	100	UK	Elmgrove Road Harrow HA1 2QG	
Ipsos Insight	Ltd. Co	100	UK	Elmgrove Road Harrow HA1 2QG	
Ipsos Access Panel UK	Ltd. Co	100	UK	Elmgrove Road Harrow HA1 2QG	
Ipsos Access Panel Services	Ltd. Co	100	UK	Elmgrove Road Harrow HA1 2QG	
Research in Focus	Ltd. Co	100	UK	Lovel Road, Winkfield, Berkshire SL4 2ES	
Novaction UK	Ltd. Co	100	UK	114A High Street, Eton, Windsor, Berkshire SL4 6AN	
Ipsos Health	Ltd. Co	50.01	UK	Elmgrove Road Harrow HA1 2QG	
Ipsos Gmbh	Gmbh	100	Germany	Langelohstrasse 134, 2 000 Hambourg 53	
Ipsos Phone	Gmbh	100	Germany	Langelohstrasse 134, 2 000 Hambourg 53	
Ipsos Loyalty Gmbh	Gmbh	100	Germany	Kuuckhoffstrasse 55, 13156 Berlin	
Ipsos Access Panel Germany	Gmbh	100	Germany	Hobeluftchaussee 112, 20 244 Hambourg	
Novaction MMD	Gmbh	80	Germany	Waidmannstrasse 2, 60596 Frankfurt	
Sample KG	Gmbh	100	Germany	Kolonnenstrasse 26, 2,Hof,1,OG 10829 Berlin	
Trendtest	Gmbh	100	Germany	Kolonnenstrasse 26, 2,Hof,1,OG 10829 Berlin	
Sample QM	Gmbh	100	Germany	Kolonnenstrasse 26, 2,Hof,1,OG 10829 Berlin	
Verwaltungsgesellschaft sample KG	Gmbh	100	Germany	Papenkamp 2-6 D23879 Mölln Germany	
Forshung und Entwicklung	Gmbh	100	Germany	Langelohstrasse 134 22549 Hamburg	
Ipsos Explorer	SRL	100	Italy	10 Via Crocefisso, 20 122 Milano	
Explorer Opérations	SRL	100	Italy	10 Via Crocefisso, 20 122 Milano	
Ipsos Access Panel Italy	SRL	100	Italy	10 Via Crocefisso, 20 122 Milano	
Novaction Italia	SRL	80	Italy	Viale Lombardia, N20 20131 Milano	
Ipsos-Szonda	Hungarian comp.	50.1	Hungary	1081 Budapest Köztársaság tér 3	
Demoskop sp z.o.o.	Ltd	100	Poland	Pulawska 39/4, Warsaw	
Ipsos Polska	Ltd	100	Poland	Ul,Pulawska 39/4 Warsaw 02,508 pologne	
ICEE Polska	Ltd	100	Poland	Ul,Pulawska 39/4 Warsaw 02,508 pologne	
New media research	Ltd	40	Romania	Str I.C. Bratianu, bl A1, sc A, ap8, Jud Arges Pitesti Rumania	
NMR AB	Ltd	40	Sweden	Landsvägen 52, 172 63, Malmö	
IMRI Holding AB	Ltd	40	Sweden	Landsvägen 52, 172 63, Malmö	
IMRI AB	Ltd	40	Sweden	Landsvägen 52, 172 63, Malmö	
Ipsos Eureka AB	Ltd	51	Sweden	Box 6733 113 85 Stockholm	

Fully-consolidated companies

Consolidated companies	Legal form	% interest	Country	Address	Reg. number siret
Intervjubilaget pa Härnon	Ltd	40	Sweden	Strengbergsgatan 2 871 33 härnosand Suède	
Ipsos Sweden AB	Ltd	51	Sweden	Landsvagen 52-s-17263 Sundbyberg Suède	
Ipsos ASI AB	Ltd	51	Sweden	Landsvagen 52-s-17263 Sundbyberg Suède	
ICEE (Fsquared)	Ltd	100	Russia	16/23 Tverskaya-Yamskaya 125 047 Moscow	
Inra praha	Ltd	100	Czech Rep	Skolska 32 11000 Praha 1	
Ipsos Ukraine	Ltd	100	Ukraine	17 Reitarka street, 01034 Kyiv	
Eco	SA	100	Spain	Calle Alcalá, 96 28 009 Madrid	
Ipsos Eco consulting	SA	100	Spain	Avenida de Burgos, 12 28 036 Madrid	
Inra espana	SA	85	Spain	C/Alberto Aguilera 7-5 ° Izq 28015 Madrid	
Ipsos USA	Inc.	100	USA	333 W. Wacker Drive Chicago, Illinois 60611 Etats-Unis	
Ipsos America	Inc.	100	USA	301, Merrit 7, Norwalk, CT 06851	
Ipsos ASI	Inc.	100	USA	301, Merrit 7, Norwalk, CT 06851	
Ipsos Insight Inc.	Inc.	100	USA	100 Charles Lindbergh Blvd NY 11553 Uniondale	
Ipsos-Reid Public Affairs	Inc.	100	USA	1101 Connecticut Avenue NW Suite 200, Washington, DC 20036	
Ipsos FMC Inc	Inc.	100	USA	3130 Crow canyon Place, suite 400, San Ramon, CA 94583	
Ipsos Reid US	Inc.	100	USA		
Ipsos Loyalty Inc.	Inc.	100	USA	305 Route seventeen Paramus New jersey 07652	
Ipsos Reid Lt partner	Ltd	100	Canada	Suite 1100, 1199 West hastings Street, Vancouver, V6E 3T5	
Ipsos Canada	Ltd	100	Canada	245 Victoria Avenue, Suite100, Westmount, Quebec H3Z 2M6	
Ipsos ASI	Ltd	100	Canada	245 Victoria Avenue, Suite100, Westmount, Quebec H3Z 2M6	
Cantrack Research	Ltd	100	Canada	245 Victoria Avenue, Suite100, Westmount, Quebec H3Z 2M6	
Ipsos Holding Inc	Inc	100	Canada	Suite 1100, 1199 West hastings Street, Vancouver, V6E 3T5	
ARG Acquisition	Inc	100	Canada	Suite 1100, 1199 West hastings Street, Vancouver, V6E 3T5	
Ipsos Reid	Inc	100	Canada	Suite 1100, 1199 West hastings Street, Vancouver, V6E 3T5	
Ipsos NPD Canada	Inc	100	Canada	240 Duncan Mill Road ON M3B 3R6 Toronto	
Ipsos Portugal	LDA	100	Portugal	Rua Carlos Malheiro Dias, 11 1700 Lisboa	
Ipsos Latin America	BV	100	Netherlands	Koningslaan 34 1075 aAD Amsterdam	
Ipsos	SA	100	Argentina	Conesa 2046 - Buenos Aires 1248	
Publmetría	SA	100	Argentina	Conesa 2046 - Buenos Aires 1248	
Novaction Argentina	SA	100	Argentina	Conesa 2046 - Buenos Aires 1248	
Metrica Argentine	SA	100	Argentina	Conesa 2046 - Buenos Aires 1248	
Ipsos Mora Y Araujo		100	Argentina	Vuelta de Obligado 1947 - 3° Piso, Capital Federal C 1428 ADC	
Mora Consultoria		100	Argentina	Vuelta de Obligado 1947 - 3° Piso, Capital Federal C 1428 ADC	
Geomedia		84	Argentina	Juramento 1099 Buenos Aires	
Process & Line		50	Argentina	Avenida Santa Fe 5210 - 1° Piso Buenos Aires	
Novaction Brazil	LDA	100	Brazil	Av. 9 de Juuhlo, 5017 Conj. 111 CEP 01407-200 Sao Paolo	
Metrica Brazil	LDA	100	Brazil	Av. 9 de Juuhlo, 5017 Conj. 111 CEP 01407-200 Sao Paolo	
Ipsos Marplan	Ltda	100	Brazil	Praça Ramos de Azevedo 206-13°andar, 01037-010 Sao Paulo	
Novaction Mexico	SA	100	Mexico	Insurgentes Sur 933 Piso 5, Colonia Naploes, Mexico (DF)	
Metrica Mexico	SA	100	Mexico	Insurgentes Sur 933 Piso 5 mexico (DF) Colonia Naploes	
Ipsos Bimsa	SA	50	Mexico	Sofocles #118, col. Palanco, CP11560 Mexico (DF)	
Encustas Telefonicas	SA	50	Mexico	Av Ingenieros Militares 85 - Mexico DF	
Ipsos Andina		50.7	Colombia	Carrera 19, Nro 84-51 Nivel 2, Santa Fe de Bogota	

Fully-consolidated companies

Consolidated companies	Legal form	% interest	Country	Address	Reg. number siret
Ipsos ASI Venezuela		100	Venezuela	La estancia, Centro comercial Ciudad Tamanaco Torre B Chuao Caracas	
Ipsos Hispania		51	Costa Rica	Rampa del hospital Calderon Cuadria 125 oeste San José Barrio Otoya	
Ipsos Chile Inversiones	Ltda	100	Chile	Miraflores 222, piso 11 - 6500786 Santiago	
Ipsos Search Marketing SA	Ltda	50	Chile	Avda. Francisco Bilbao 2841, Providencia SANTIAGO	
Ipsos Far East	Ltd	100	Hong-Kong	540 King's road. North Point	
Ipsos China		60	China	2 Chang Zi Street West, Mentougou District, Beijing	
Ipsos Asia		100			
Ipsos Market Survey	JV	60	China	12/F, Union plaza, N°20 Chao Wai DA Jie, Chaoyang district, Beijing	
Novaction Singapore		100	Singapore	541 Orchard Road, #15-01 Liat Towers 238881 Singapore	
Novaction KK		100	Japan	Toen Building 31, Daikyo-Cho-Shunjuku-Ku Tokyo 160	
Ipsos Taiwan		100	Taiwan	Kee lung road Taipei	
Partner Marketing research		100	Taiwan	Kee lung road Taipei	
Ipsos Australia PTY	PTY Ltd	100	Australia	Level 2,1 Mc Laren Street, 2060 North Sydney	
Novaction Australasia	PTY Ltd	50	Australia	Level 2,1 Mc Laren Street, 2060 North Sydney	
I view Ltd		100	Australia	Level 2,1 Mc Laren Street, 2060 North Sydney	
AGB Stat Ipsos		37.47	Lebanon	13 Youssef Karam Street, Sin-el-Fil, BP 55103 Beyrouth	
Ipsos Stat Bahrein		50.49	Bahrein	City Centre, government avenue, Bldg 203 Manama	
Ipsos Stat KSA		30.6	Saudi Arabia	Yamamah Bldg, Tahlia Str. Jeddah	
Ipsos Stat		24.99	Lebanon	13 Youssef Karam Street, Sin-el-Fil, BP 55103 Beyrouth	
Ipsos Stat		24.99	Syria	MazzeH Highway, Mouhafaza, Building 6, Damas	
Ipsos Stat		24.99	Jordan	Wasfi Al-Tal Street, Tabba' Group Commercial Complex Amman 11183	
Ipsos Stat		24.99	UAE	Cheick Zayed Road, Bourj Al Salam, Office 202, Dubaï	
Stat Koweit		24.99	Kuwait	Salhya Shuada'a Str P.O Box 22417 -13085 Safat	
Ipsos Antilles		45.9	West Indies	Habitation desfourneaux 97212 Saint Joseph La martinique	
Ipsos Océan indien		25.3	Réunion	12,rue de Nice 97400 La réunion	
Ipsos Dom		51	West Indies	Habitation des fourneaux 97212 Saint Joseph La martinique	
Ipsos ICAA		51	Dominican Rep.	Isabel la Catolica, 151 Altos, Zona colonial, santo domingo DN	
Ipsos Dominicana		45.9	Dominican Rep.	Isabel la Catolica, 151 Altos, Zona colonial, santo domingo DN	

Companies accounted for by the equity method

Consolidated companies	Legal form	% interest	Country	Address	Reg. Number
Espace TV Communication	S.A.	28 %	France	30, rue d'Orléans 92200 Neuilly-sur-Seine	338 688 856

II. ACCOUNTING PRINCIPLES AND VALUATION METHODS

The consolidated financial statements have been prepared in accordance with CRC regulation 99-02, approved by the order of 22 June 1999. All amounts are expressed in thousands of euros.

A. First-time application of new accounting regulations

In December 2002, the CRC (Comité de la Réglementation Comptable - French accounting regulations committee) introduced CRC regulation 02-10 on asset depreciation and impairment, which was subsequently amended by CRC regulation 03-07 in December 2003. This regulation applies to financial years commencing on or after 1 January 2005, but may

optionally be applied earlier, as from 1 January 2002. The Group has not opted for early application of this regulation. The principles used to value goodwill on first consolidation are detailed below.

B. Consolidation principles

Consolidation methods

Companies exclusively controlled by the Group are fully consolidated. Their accounts are included line-by-line on a 100% basis, with minority interests deducted on a separate line.

Companies jointly controlled by the Group are accounted for using the proportionate consolidation method. Their accounts are included line-by-line, but only to the extent of the percentage interest held by the Group.

Companies that are not exclusively controlled by the Group, but over which Ipsos exercises significant influence, are accounted for by the equity method if they are more than 20%-controlled.

The Group does not control any special-purpose entities that hold no equity interests.

Date of first consolidation

Companies entering the consolidation during the financial year are consolidated from their acquisition date if interim accounts are available as at that date. Otherwise, they are consolidated from the date of the most recent accounts available.

Length of accounting periods and year-end date

The consolidated financial statements cover a 12-month period from 1 January to 31 December 2003. All consolidated companies draw up their accounts to 31 December.

Goodwill on first consolidation

Goodwill on first consolidation reflects the difference between the purchase cost of equity interests in consolidated companies and the corresponding share of the book value of the net assets as at the acquisition date. This difference is analysed and allocated, if appropriate, to asset items and any balance is treated as acquisition goodwill.

Acquisition goodwill is amortised over a maximum period of 20 years. A shorter period is used for the goodwill arising on the acquisition by the Ipsos Group of Insight Marketing (covering the companies Insight Marques and Ipsos Brussels), which is amortised over a period of 7 years, and the goodwill arising on the acquisition of GST (merged into Ipsos Interviews in 2000), which is amortised over a period of 7 to 10 years.

Goodwill is subject to an overall revaluation at each year-end, based mainly on revenues, past or projected profit margins, and economic, financial or sectoral factors, in order to determine if additional provisions are required. Depreciation tests are applied to the smallest group of cash-generating business units to which goodwill can be reasonably allocated, i.e. on a regional basis for Latin America and North America, and on a country-by-country basis for the rest of the world.

Acquisition goodwill is treated as an asset owned by the company that holds the shares and is therefore valued at historic cost, expressed in euros in the Group's financial statements.

Ipsos only makes acquisitions in the field of research studies. Consequently, the Group acquires service sector companies, whose value is not estimated on the basis of their tangible assets, but on the basis of their current and future position in the research market, in terms of their ability to generate profits and take advantage of the experience gained in this business.

As a result, the purchase consideration mainly represents the intangible assets of each company, determined when the company was valued, although the component parts of these assets cannot be accurately identified. For this reason, goodwill tends to be fairly similar to the acquisition cost (approximately 95%).

Translation of foreign subsidiary accounts

Balance sheet items are translated at the year-end exchange rate (with the exception of share capital, which is stated at the historic exchange rate). Profit and loss items are translated at the average exchange rate. The current-year profit included in shareholders' equity is shown at the average exchange rate and any difference arising from the application of the year-end rate is allocated to consolidated reserves.

In 2003, the average exchange rates used for the main currencies were as follows:

for one euro	Average rate	Year end rate
USD	1.1309	1.2630
CAD	1.5820	1.6230
GBP	0.6919	0.7048
ARS	3.3320	3.6670

Intra-Group transactions

The following items are eliminated, based on their impact on net profit and deferred taxation: accounts receivable and accounts payable balances between Group companies as at 31 December, income and expenses generated by transactions between consolidated companies, and other intra-Group transactions such as dividend payments, gains or losses on disposals, changes in provisions for impairment of shares in consolidated undertakings, loans to Group companies and internal margins.

C. Accounting rules and valuation methods

Intangible fixed assets

Intangible fixed assets are shown on the balance sheet at historic cost, and comprise:

- start-up costs;
- computer software and similar items, amortised over periods of between 1 and 5 years;
- business goodwill, amortised over the same period as acquisition goodwill, i.e. between 3 and 20 years;
- the costs of setting up offline panels, amortised over the useful life of panel members (typically 3 years). The cost of online panels is booked directly as an expense for the relevant year.

Tangible fixed assets

Tangible fixed assets are shown at historic cost.

Tangible fixed assets appear on a single line in the balance sheet and comprise fixtures and fittings, office and computer equipment, office furniture and vehicles.

Depreciation is calculated on a straight line basis over the estimated useful life of the assets:

- fixtures and fittings 2 to 11 years
- office and computer equipment 2 to 10 years
- office furniture 3 to 10 years
- vehicles 2 to 5 years

Leases are classified as finance leases whenever the terms of the lease transfer a substantial proportion of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The value of assets acquired under finance leases is recognised on the balance sheet and depreciated using the methods described above. The corresponding debt is recognised as a balance sheet liability.

Financial fixed assets

Financial fixed assets are shown at acquisition cost.

A provision for impairment is recorded against equity interests when their value in use is below their book value. The value in use of financial fixed assets is estimated based on the shareholders' equity of each company, after adjustments reflecting the benefits of these companies for the Group, together with their current and projected profitability.

Purchases of treasury shares are deducted from shareholders' equity, based on their purchase cost, except for shares purchased with a view to regulating the share price, which are booked under marketable securities. Any gains or losses on the sale of these shares are recognised in the profit and loss account.

Inventories and work in progress

Inventories of bought-in goods and supplies are valued at purchase price plus incidental purchase costs.

Work in progress is valued on the basis of expenses directly incurred by surveys not completed as at the year-end date.

Receivables

Receivables are shown at face value. Doubtful debt provisions are recorded on a case-by-case basis after analysing information from the Group's debt recovery operations.

Marketable securities

Marketable securities are shown on the balance sheet at the lower of their purchase cost or market value.

Provisions for liabilities and charges

Provisions for liabilities and charges, as stated on the balance sheet at 31 December 2003, mainly comprise provisions for retirement benefits and provisions for restructuring costs

Subject to prevailing employment legislation in each country, provisions for retirement benefits are calculated as at each year-end date and for each employee (based on his/her age, salary, length of service and likelihood of being employed by the company on his/her retirement date).

Deferred taxation

Deferred taxation is recognised using the liability method and the full provision approach.

Deferred taxation arises from timing differences in taxable income and restatements for consolidation.

Deferred tax assets relating to tax-loss carry-forwards are only recognised if they are likely to be recovered.

Deferred tax assets and liabilities have not been discounted, as a reliable schedule of reversals could not be established.

Revenue recognition

Revenues are recognised on completion of each stage of a study (end of data collection phase, end of data processing phase and date when results are presented to the client).

Debt issue expenses

Debt issue expenses are written off over the entire maturity period of each debt.

Unrealised foreign exchange gains or losses

For transactions whose due dates are sufficiently close (for all currencies combined), any unrealised foreign exchange gains or losses are considered as part of an overall foreign exchange position and the amount of the provision for foreign exchange losses is limited to the excess of losses over gains.

Foreign exchange gains and losses are recorded on the balance sheet. If the Group had applied the preferred method recommended by CRC regulation 99-02, net financial income would have been €0.6m lower as at 31 December 2003.

D. Changes to the scope of consolidation

None of the acquisitions made during the 2003 financial year are considered significant, as they do not have an impact of over 15% on the Group's total balance sheet assets, revenues and operating profit.

The combined impact of these acquisitions on total balance sheet assets, operating profit and revenues amounts to €79m, €6m and €74m respectively.

III. DETAILED NOTES TO THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT**A. Notes to the balance sheet**Note 1 – Intangible and tangible fixed assets**Movements during the year**

	Gross value at 1 Jan 03	Increases	Decreases	Reclassifications and other movements	Changes in consolidation and exchange rates	Gross value at 31 Dec 03
Intangible fixed assets						
Start-up costs	208	366		(59)	8	523
Research costs	640	186		(26)		800
Other intangible fixed assets	32,098	5,557	5,657	75	(469)	31,604
Total	32,946	6,109	5,657	(10)	(461)	32,927
Acquisition goodwill and business goodwill*	352,518	22,548		165	(14,744)	360,487
Tangible fixed assets	57,985	7,714	1,615	493	(2,189)	62,388
GRAND TOTAL	443,449	36,371	7,272	648	(17,394)	455,802

* The increase in acquisition goodwill recorded in 2003 mainly stems from transactions in Europe (€6.1m), Asia-Pacific (€10.2m) and the US (€3.5m).

Amortisation

	Depreciation & amortisation at 1 Jan 03	Increases	Decreases	Reclassifications and other movements	Changes in consolidation and exchange rates	Deprec. & amortis.at 31 Dec 03
Intangible fixed assets						
Start-up costs	74	29		109		212
Research costs	481	350		(62)		769
Other intangible fixed assets	21,473	5,988	5,510	(289)	(312)	21,350
Total	22,028	6,367	5,510	(242)	(312)	22,331
Acquisition goodwill and business goodwill	50,947	17,360		190	(2,613)	65,884
Tangible fixed assets	41,092	6,875	1,185	100	(2,029)	44,853
GRAND TOTAL	114,067	30,602	6,695	48	(4,954)	133,068

Geographic breakdown of acquisition goodwill and business goodwill

Region	Gross	Amortisation	Net
France	46,352	7,832	38,520
Rest of Europe	61,697	16,611	45,086
Latin America	32,154	7,237	24,917
North America	203,388	32,993	170,395
Asia	9,863	578	9,285
Middle East	1,211	210	1,001
Australia	5,822	423	5,399
TOTAL	360,487	65,884	294,603

Geographic breakdown of intangible fixed assets (excluding acquisition goodwill) and tangible fixed assets

Region	Intangible fixed assets (excluding goodwill)			Tangible fixed assets		
	Gross	Amortisation	Net	Gross	Amortisation	Net
France	12,078	8,487	3,591	5,465	3,537	1,928
Rest of Europe	8,051	6,117	1,934	30,736	26,231	4,505
Latin America	353	153	200	2,965	1,902	1,063
North America	11,898	7,311	4,587	19,631	11,150	8,481
Asia -Pacific	349	120	229	1,541	435	1,106
Middle East	198	143	55	2,050	1,598	452
TOTAL	32,927	22,331	10,596	62,388	44,853	17,535

Note 2 – Financial fixed assets

	Gross value at 1 Jan 03	Increases	Decreases	Changes in consolidation and exchange rates	Gross value at 31 Dec 03
Non-consolidated equity interests	2,769	32	2,761	110	150
Companies accounted for by the equity method	310		23		287
Sub total	3,079	32	2,784	110	437
Receivables from equity interests	443		443		
Loans	510	311	322	(15)	484
Other items*	2,831	2,156	2,104	14	2,897
Sub total	3,784	2,467	2,869	(1)	3,381
TOTAL	6,863	2,499	5,653	109	3,818

* As the Ipsos Group does not own its premises, this item consists solely of lease guarantee deposits.

Non-consolidated equity interests

Equity interests are excluded from the consolidation if they have an insignificant impact on the consolidated group (i.e. companies less than 20%-owned by Ipsos, or non-trading companies).

	% interest	Gross value	Depreciation	Net value	
European Opinion Research Group	60%	60		60	Netherlands
European Flash Survey	50%	50		50	Netherlands
Ipsos Public Affairs SRL	65%	31		31	Italy
Getas Irwik	60%	9	9		Poland
		150	9	141	

Details of main companies accounted for by the equity method

	Contribution to shareholders' equity (including profits)	Contribution to consolidated profits (excluding acquisition goodwill)
Espaces TV Communication	65	17

*Note 3 – Receivables and other liabilities***Movements in receivables and other liabilities during the year**

	Gross value at 1 Jan 03	Movements	Changes in consolidation	Foreign exchange movements	Gross value at 31 Dec 03
Trade receivables	133,104	31,305	5,126	(5,703)	163,832
Other receivables	22,105	(202)	1,958	(201)	23,660
TOTAL RECEIVABLES	155,209	31,103	7,084	(5,904)	187,492
Advances and progress payments from customers	7,197	(2,599)		56	4,654
Trade payables	51,335	15,157	4,334	(1,813)	69,013
Tax and employment-related liabilities	41,277	12,874	1,231	(1,022)	54,360
Other liabilities	9,850	(126)	1,861	(885)	10,700
Amounts payable on fixed assets and related accounts	34,194	(21,292)		257	13,159
TOTAL OTHER LIABILITIES	143,853	4,014	7,426	(3,407)	151,886

Receivables and other liabilities by maturity

All receivables and other liabilities are due within one year.

Note 4 – Accruals, deferrals and other assets and liabilities

	31-12-03	31-12-02
Accruals, deferrals and other assets		
Prepayments	5,428	6,070
Deferred charges	1,673	1,134
Positive translation adjustments	3,645	1,795
Deferred taxation	6,786	3,349
Other	5	
Total	17,537	12,348
Accruals, deferrals and other liabilities		
Prepaid income	14,148	16,038
Negative translation adjustments	2,458	744
Total	16,606	16,782

Note 5 – Changes in shareholders' equity

Changes in shareholders' equity attributable to the Group:

Attributable to Group shareholders	Share capital	Premiums	Consolidated reserves	Profit for the year	Translation adjustments*	Total shareholders' equity
POSITION AT 31 DECEMBER 2001	6,415	175,520	7,161	2,023	3,792	194,911
Changes in the share capital of the consolidating company	590	(1,531)				(941)
Net profit for the year attributable to the Group				7,132		7,132
- Appropriation of previous-year profit			2,023	(2,023)		
- Dividends distributed by the consolidating company			(2,140)			(2,140)
- Change in translation adjustments					(13,203)	(13,203)
- Other movements			3,074		(3,273)	(199)
POSITION AT 31 DECEMBER 2002	7,005	173,989	10,118	7,132	(12,684)	185,560
Changes in the share capital of the consolidating company	43	1,056				1,099
-Net profit for the year attributable to the Group				12,036		12,036
-Appropriation of previous-year profit			7,132	(7,132)		
-Dividends distributed by the consolidating company			(2,203)			(2,203)
-Change in translation adjustments					(5,368)	(5,368)
-Other movements			(597)			(597)
POSITION AT 31 DECEMBER 2003	7,048	175,045	14,450	12,036	(18,052)	190,527

*including permanent translation adjustments as at 31 December 1999 arising from foreign subsidiaries in European Economic and Monetary Union countries

(445)

Change in minority interests

Minority interests	Profit for the year	Other minority interests	Translation* adjustments	Total minority interests
POSITION AT 31 DECEMBER 2001	2,153	3,544	(147)	5,550
- Dividends paid to minority shareholders		(1,705)		(1,705)
- Changes to the scope of consolidation		(217)		(217)
- Change in translation adjustments			(679)	(679)
- Profit for the year attributable to minority shareholders	3,382			3,382
- Other movements	(2,153)	2,153		
POSITION AT 31 DECEMBER 2002	3,382	3,775	(826)	6,331
- Dividends paid to minority shareholders		(1,586)		(1,586)
- Changes to the scope of consolidation		542		542
- Change in translation adjustments			(84)	(84)
- Profit for the year attributable to minority shareholders	2,698			2,698
- Other movements	(3,382)	3,382		
POSITION AT 31 DECEMBER 2003	2,698	6,113	(910)	7,901

* included permanent translation adjustments as at 31 December 1999 arising from foreign subsidiaries in European Economic and Monetary Union countries

Note 6 – Provisions

Type of provisions	Amount at 1 Jan 03	Increases	Decreases (used provisions)	Decreases (unused provisions)	Changes in consol.	Foreign exchange and other movements	Amount at 31 Dec 03
Provisions for liabilities							
Liabilities and charges	7,939	1,299	1,588		54	(1,128)	6,576
Pension obligations	3,663	514	53		(112)	(59)	3,953
Deferred tax liabilities	3,057	4,246			(318)	(346)	6,639
Provision for restructuring	5,435	3,080	4,435			35	4,115
Sub-total	20,094	9,139	6,076		(376)	(1,498)	21,283
Provisions against assets							
Provision against trade receivables	3,544	585	122		5	(408)	3,604
Provision against other current assets	511	45	2			344	900
Provision against marketable securities	138		60				78
Provision against fixed assets	278	20				(14)	284
Sub-total	4,471	650	182		5	(78)	4,866
GRAND TOTAL	24,565	9,789	6,258		(371)	(1,576)	26,149

The provision for restructuring mainly relates to: (i) the Inra Deutschland acquisition, (ii) the Group's North American operations, and (iii) Inra in Belgium.

Note 7 - Debt

Debt	31 Dec 03	less than 1 year	1 to 5 years	more than 5 years
Bonds*	71,259		20,364	50,895
Bank borrowings	92,875	492	92,383	
Other debt**	3,621	3,621		
Accrued interest on debt	660	660		
Bank overdrafts	14,014	14,014		
Total A	182,429	18,787	112,747	50,895
Cash and equivalents	31 Dec 03	less than 1 year	1 to 5 years	more than 5 years
Marketable securities	2,537	2,537	-	-
Cash	31,175	31,175	-	-
Total B	33,712	33,712	-	-
ENDETTEMENT NET (A - B)	148,717	(14,925)	112,747	50,895

* In May 2003, Ipsos carried out a \$90m, 10-year bond issue, offered to US insurance companies through a private placement. The company entered into interest rate swaps to cover its twice-yearly interest payments over the life of the bonds. At 31 December 2003, outstanding interest rate swaps totalled US\$30.8m.

** Including €2.413m in finance lease-related debt.

Breakdown of bonds and bank borrowings by type of interest rate (fixed vs. floating) and currency

Bonds and bank borrowings (in thousands of euros)	31 Dec 03	Fixed rate	Floating rate
In US dollars (USD)	84,121	71,259	12,862
In euros (EUR)	68,617	125	68,492
In Canadian dollars (CAD)	7,508	116	7,392
In Australian dollars (AUD)	2,244		2,244
In Hong Kong dollars (HKD)	655		655
In pounds sterling (GBP)	989	989	
TOTAL	164,134	72,489	91,645

B. Notes to the profit and loss account

To enhance the quality of its financial information, the Ipsos Group has provided a profit and loss breakdown by type of income and expense item in these notes. This supplements the analytical profit and loss account (by destination) provided above, which shows its direct costs and gross profit, as is common practice among market research firms.

Profit & loss account (by type of income and expense item)

in thousands of euros	Notes	2003	2002	2001
Revenues	1	569,708	538,426	480,199
Change in inventories of finished products and work in progress		2,092		(491)
Capitalised production			430	3
Reversals of provisions and depreciation, expense transfers		1,463	2,785	979
Other income		1,080	2,589	744
Total operating income		574,343	544,230	481,434
Purchases of raw materials and other supplies		3,279	8,063	7,220
Other bought-in goods and services		248,638	228,202	202,671
Taxes other than corporate income tax		1,635	1,824	3,443
Payroll and employee benefits		254,446	240,412	208,359
Statutory employee profit-sharing		497	357	453
Depreciation, amortisation and provisions		15,161	17,078	14,102
Other expenses			4,665	8,319
Total operating expenses		523,656	500,601	444,567
OPERATING PROFIT		50,687	43,629	36,867
Net financial income/(expenses)	2	(7,054)	(5,856)	(8,760)
PROFIT FROM ORDINARY ACTIVITIES OF CONSOLIDATED COMPANIES		43,633	37,773	28,107
Net exceptional income/(expenses)	3	(428)	(144)	(1,147)
CONSOLIDATED PROFIT BEFORE TAX		43,205	37,629	26,960
Corporate income tax	4	10,259	10,555	6,490
CONSOLIDATED PROFIT AFTER TAX		32,946	27,074	20,470
Share of profit/(losses) of companies accounted for by the equity method		34	39	(1,027)
Goodwill amortisation		18,246	16,599	15,267
NET PROFIT BEFORE MINORITY INTERESTS		14,734	10,514	4,176
Minority interests		2,698	3,382	2,153
NET PROFIT ATTRIBUTABLE TO THE GROUP		12,036	7,132	2,023
NET PROFIT ATTRIBUTABLE TO THE GROUP, BEFORE GOODWILL AMORTISATION		30,282	23,731	17,290

Note 1 - Revenues

Revenue breakdown by region	2003	2002	2001
France	90,953	90,786	82,687
United Kingdom	62,293	63,091	67,702
Germany	48,420	51,377	32,166
Italy	21,780	17,483	15,524
Spain	21,766	19,520	16,757
Hungary	5,488	4,614	4,210
Belgium	21,203	2,947	3,173
Poland	3,959	2,994	894
Romania	115	110	
Portugal	932	950	909
Czech Republic	59	15	
Ukraine	496	249	
Ireland/Russia	5,356	3,386	
Sweden	6,846	4,147	
Total Europe	289,666	261,669	224,022
United States	151,977	132,112	110,971
Canada	58,290	78,460	75,446
Total North America	210,267	210,572	186,417
Argentina	3,656	2,824	13,815
Brazil	17,315	18,724	20,589
Colombia	534	701	711
Dominican Republic	206	194	
Costa Rica	424		
Venezuela	318		
Chile	2,074	2,054	2,355
Mexico	20,720	23,254	19,075
Total South America	45,247	47,751	56,545
Australia	6,121	2,210	1,801
Japan	6,695	6,829	4,079
Hong Kong	1,576		1,172
Taiwan	475		
China	4,206	4,599	1,674
Total Asia-Pacific	19,073	13,638	8,726
Lebanon	2,244	2,582	2,991
Syria	158	75	123
Jordan	669	637	394
Kuwait	433	689	756
Saudi Arabia	1,225		
United Arab Emirates	726	813	225
Total Middle East	5,455	4,796	4,489
TOTAL REVENUES	569,708	538,426	480,199

Revenues by type of research	2003	2002	2001
Marketing research	304,647	299,069	241,225
Advertising research	127,136	111,412	102,930
Media research	48,436	48,881	53,400
Public opinion and social research	40,927	30,683	28,622
Quality and customer satisfaction research	45,878	44,414	44,603
Other	2,684	3,967	9,419
TOTAL REVENUES	569,708	538,426	480,199

Note 2 - Financial income and expenses

	2003	2002	2001
Income from short-term investments	2,718	318	21
Foreign exchange gains	2,853	2,501	1,194
Interest on loans and finance leases	(7,057)	(6,013)	(8,364)
Foreign exchange losses	(5,664)	(2,551)	(1,562)
Net financial provisions	(96)	(412)	(57)
Other items	192	301	8
NET FINANCIAL INCOME/(EXPENSES)	(7,054)	(5,856)	(8,760)

Financial expenses mainly comprise interest charges on the Group's external debt (-€7m) and foreign exchange losses (-€2.8m). Financial income mostly comprises gains on swaps (+€0.4m), market making contracts (+€0.4m) and disposals of marketable securities (+€1.4m).

Note 3 - Exceptional items

	2003	2002	2001
As part of the integration of the Group's North American operations, a provision was booked following the decision to close down two call centres in Virginia and transfer these activities to Canada			(571)
Disposal gains and losses	(237)	(230)	(267)
Exceptional provisions net of reversals		(92)	123
Other items	(191)	178	(432)
NET EXCEPTIONAL INCOME (EXPENSES)	(428)	(144)	(1,147)

In addition to disposal gains and losses, exceptional items include expenses incurred on an uncompleted acquisition (-€0.5m), adjustments to previous-year income (-€0.5m) and a VAT refund (+€0.9m).

Note 4 – Corporate income tax

Reconciliation of income tax computed at the statutory rate with actual income tax expense:

	2003
Pre-tax consolidated profit	43,205
Adjustments	(8,418)
- Deductible goodwill amortisation	(7,389)
- Tax-deductible share issue expenses	
- Other permanent differences	(1,029)
Taxable base	34,787
Theoretical tax at Ipsos SA's tax rate	(11,939)
Total tax charge booked	(10,259)
- Current tax	(9,546)
- Deferred tax	(713)
Effective tax rate	23.74%
Difference between booked tax charge and theoretical tax charge	1,680
- Impact of differences in tax rates	(428)
- Impact of tax credits	(2,904)
- Impact of specific tax contributions	1,062
- Other items	590
Deferred tax balances by category of timing difference	
NET BALANCE	148
- Revenue recognition method	(1,737)
- Provisions	1,447
- Foreign exchange translation differences	8
- Amortisation adjustments: goodwill	(3,033)
- Amortisation adjustments: other fixed assets	(304)
- Provisions for pension obligations	662
- Due to employees	155
- Tax losses	3,599
- Other items	(649)
- Balance of deferred tax assets	6,786
- Provision for deferred taxation	(6,638)
Change in deferred tax balance	(145)
- Change recorded in profit & loss account	(713)
- Other movements/changes in the scope of consolidation	362
- Change in translation adjustments	206

Tax consolidation group for French companies:

On 21 December 1997, the following tax consolidation group was formed for an initial five-year period, which has since been extended:

- Head company of tax consolidation group: Ipsos,

- Subsidiaries included in the tax consolidation group: Ipsos Médias, Ipsos Opinion, Ipsos Operations, Ipsos France, Insight Marketing, Ipsos Satisfaction de Clientèle, IMS SA, Sysprint, IMS Développement, Ipsos Music and Novaction SA.

The taxable profits and losses of all the companies included in this tax consolidation group were subject to a single corporate income tax charge for the year ended 31 December 2003.

Justification of deferred tax assets recognised by taxable entities having recently incurred tax losses:

Our projections indicate that the relevant companies will recover their tax losses over the next three years.

In addition, €1.4m in tax losses were not recognised as deferred tax assets, as they are unlikely to be recovered in the short term.

IV. OTHER INFORMATION**1. Off-balance sheet commitments**

The Group had the following off-balance sheet commitments at 31 December 2003 (in thousands of euros).

	Amount
An additional payment of CAD 81,000 is potentially due in 2005 to Ipsos Reid staff still employed by the company. This relates to the exercise of stock options granted to these employees of Ipsos Reid prior to its acquisition.	50
Following the purchase of shares in Publismetria in Latin America, a consideration of USD 0.375m may be payable in 2006 if various financial criteria are met.	297
Following the acquisition of shares in IMRI Holding AB and NMR, and subject to meeting certain financial targets for 2002 and 2003, an additional consideration, estimated at SEK 4.027m, may be payable in 2004.	443
In addition, the minority stakeholders hold options to sell their stakes in 2007, namely 60% of Imri Holding, 60% of Ipsos NMR, and 49% of Ipsos Sweden and Ipsos Eureka. The exercise prices will be determined by the 2005-06 results of these companies.	
Following the acquisition of companies in Russia, Ukraine and Poland (ICEE-Ukraine-Polska), a maximum additional consideration of USD 1.65m may be payable, provided that the beneficiaries are still employed by the company in 2005 and 2006, and that certain financial targets are met.	1,306
Following the acquisition of Marketing Metrics, an additional consideration of USD 3.65m is potentially payable, depending on 2004-06 EBIT.	2,890

Lastly, following the acquisitions of Ipsos Reid Public Affairs and Vantis, Ipsos may be required to make an additional payment in 2005/06 based on the financial performances of these two companies.

The details below include all significant off-balance sheet commitments, as required by current accounting regulations.

2. Disputes

The Group is not involved in any material disputes.

3. Employees

Fully consolidated companies	Average permanent headcount	Fully consolidated companies	Average permanent headcount
France	610	Argentina	71
Belgium	75	Brazil	173
Italy	124	Chile	61
Germany	393	Colombia	
Hungary	63	Mexico	166
United Kingdom	359	Venezuela	3
Poland	65	Dominican Republic	5
Czech Republic	7		

Fully consolidated companies	Average permanent headcount	Fully consolidated companies	Average permanent headcount
Ukraine	11	China	179
Portugal	14	Japan	20
Spain	196	Taiwan	11
Sweden	54	Lebanon	82
Russia	66	Kuwait	16
Romania	34	Jordan	23
USA	641	Syria	13
Canada	550	United Arab Emirates	24
Australia	40	Saudi Arabia	26
		Bahrain	6
TOTAL			4,181

4. Executive remuneration

	Remuneration	Attendance fees
Remuneration paid to members of administrative, management and supervisory bodies	2,628	-
TOTAL	2,628	-

The above comprises the remuneration (including fringe benefits and bonuses) paid to the seven members of the Management Board between 1 January and 31 December 2003.

5. Per-share data

Earnings per share are presented in two ways: basic earnings per share and diluted earnings per share.

Diluted earnings per share

Diluted earnings per share are calculated in accordance with notice 27 of the OEC (association of French chartered accountants).

Dilutive instruments comprise share options and share warrants ('BSAs').

The calculation method used is the treasury stock method, based on the share price at 31 December of each year. Due to the price applied, anti-dilutive instruments are excluded from the calculation.

Calculation details:

	2003		2002	
	Number of shares	Weighted average number of shares	Number of shares	Weighted average number of shares
31 Dec 01 Year-end total			6,414,677	6,414,677
Options exercised			12,688	5,768
Capital increase (IPF)			577,320	276,041
31 Dec 02 Year-end total	7,004,597	7,004,597	7,004,685	6,696,486
Options exercised	43,360	17,224		
Number of additional shares resulting from dilutive instruments	54,296	54,296	72,449	72,449
NUMBER OF SHARES USED TO CALCULATE DILUTED EARNINGS PER SHARE	7,102,253	7,076,117	7,077,134	6,768,935

6. Stock options

In 1998, Ipsos implemented a stock option scheme intended for all executive managers of the Group. Two tranches of options were granted, the first on 28 July 1998 and the second on 10 May 1999.

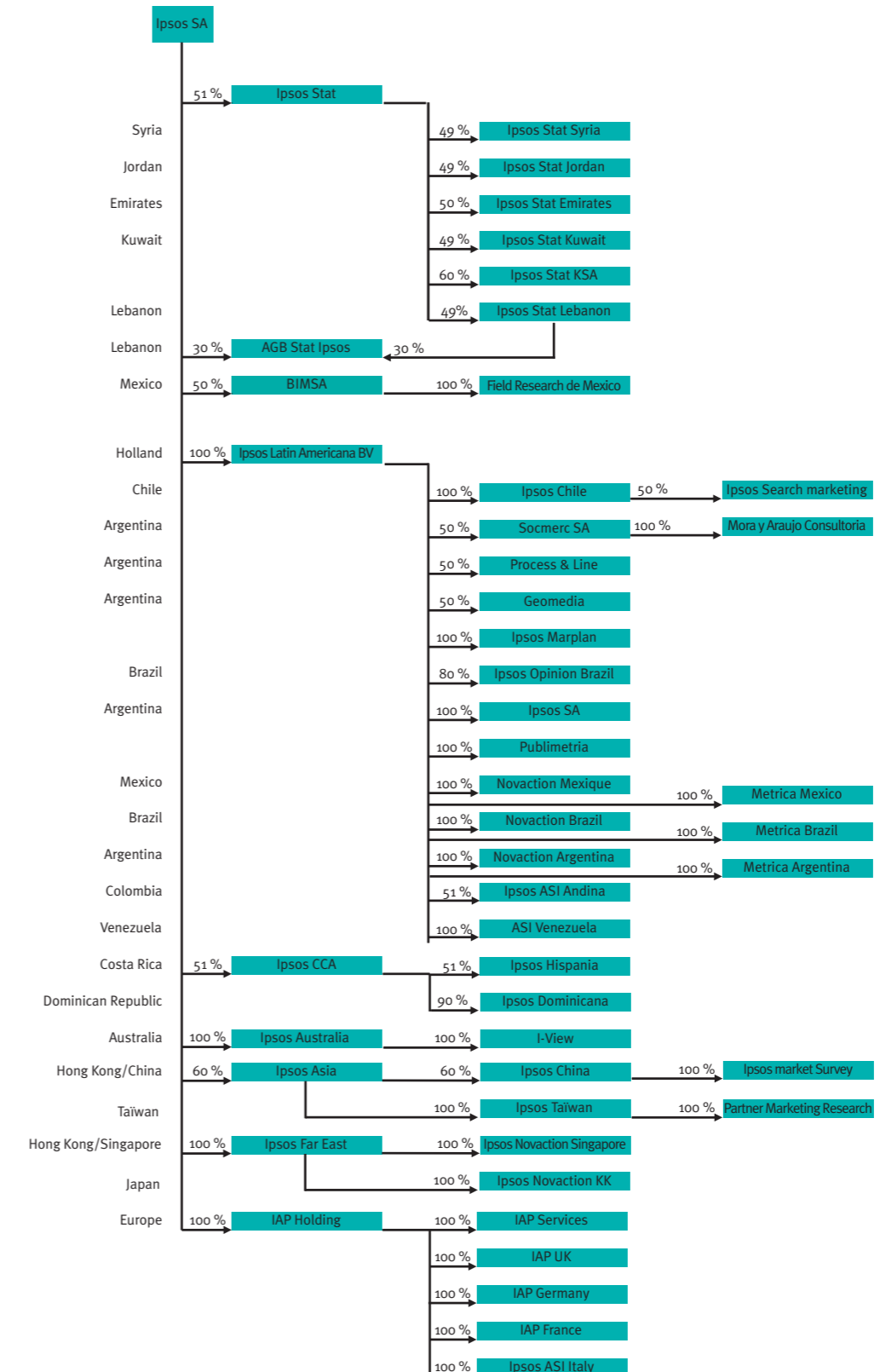
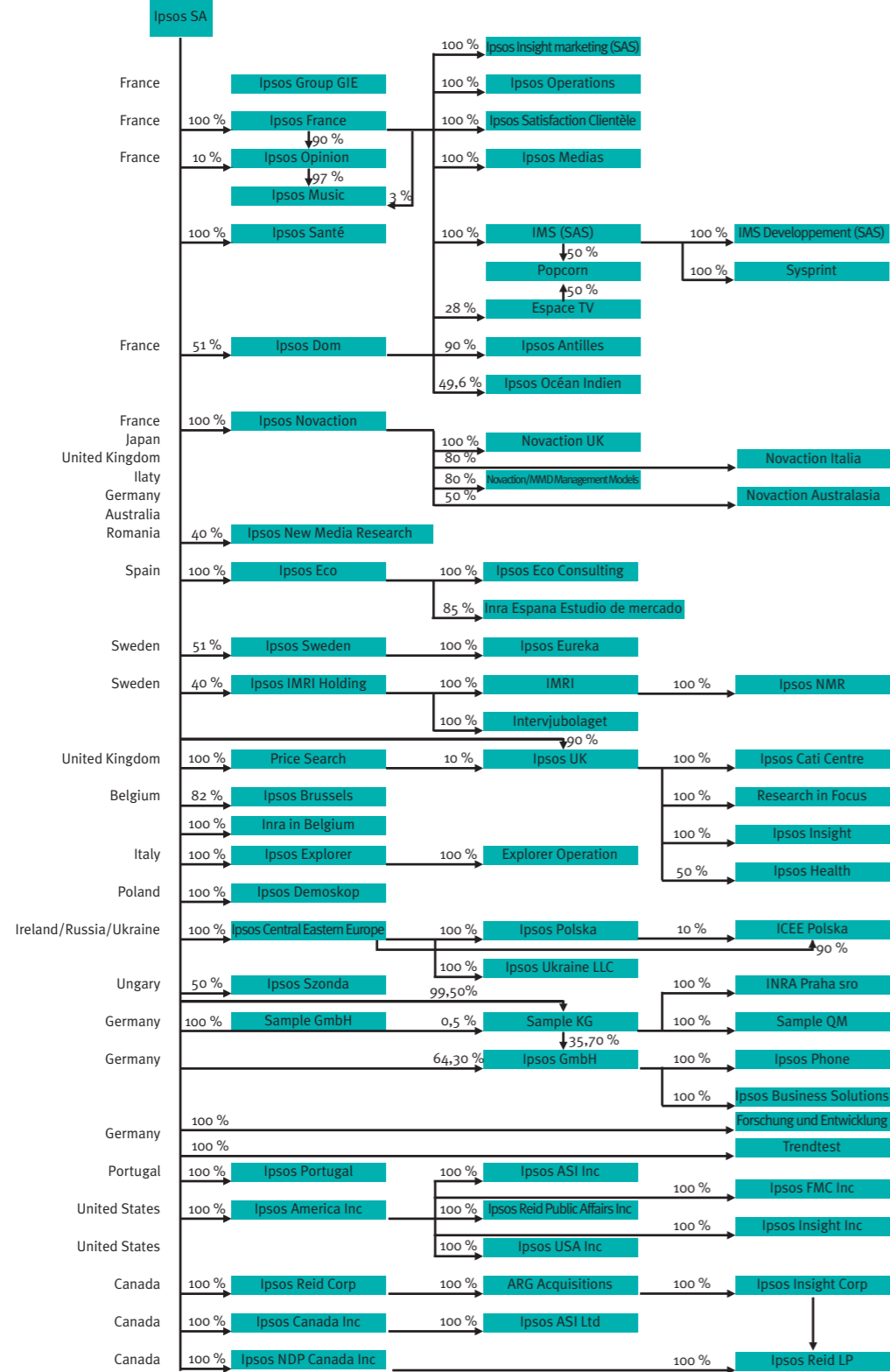
Date options granted by the Board of Directors	28 July 1998	10 May 1999
Number of options initially granted by the Board	97,662	98,236
	2.47% of share capital on allotment date	2.48% of share capital on allotment date
Number of grantees	57	83
Initial exercise date for options	28 Jul 2003	10 May 2004
Final exercise date	28 Jul 2008	28 Jul 2008
Exercise price	€20.58	€22.87
Number of options outstanding at 31 December 2003	24,016	53,488

In 2000, the Group implemented a new stock option scheme for all its employees.

Three tranches were granted in 2000, 2001 and 2002.

Date options granted by the Board of Directors	9 June 2000			8 August 2001		18 December 2002	
Number of options initially granted by the Boards	27,609	11,594	35,797	27,148	92,652	9,330	84,670
	1.43% of share capital on allotment date			1.94% of share capital on allotment date			
Number of grantees	489	263	644	533	1,948	25	170
Initial exercise date for options	09/06/05	09/06/03	09/06/03	08/08/05	08/08/04	18/12/06	18/12/05
Final exercise date	09/06/08	09/06/07	09/06/08	08/08/09	08/08/09	18/12/10	18/12/10
Exercise price	120 euros			67 euros		58 euros	
Number of options outstanding at 31 December 2003	21,955	6,610	22,842	22,223	70,768	8,280	82,550

7. Corporate structure chart



2 IPSOS PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

2.1 STATUTORY AUDITORS' GENERAL REPORT

To the shareholders,

In accordance with the terms of our appointment by your General Meeting, we hereby present our report for the financial year ended 31 December 2003. This report covers:

- our audit of the accompanying full-year financial statements of Ipsos SA,
- a justification of our assessments,
- the specific procedures and disclosures required by law.

These full-year financial statements were prepared under the responsibility of your Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

I. Opinion on the full-year financial statements

We conducted our review in accordance with French auditing standards. These standards require the auditor to perform such tests and procedures as give reasonable assurance that the full-year financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in these financial statements. It also includes an assessment of the accounting principles used and of any significant estimates made in the preparation of the financial statements, as well as an evaluation of their overall presentation. We believe that our audit provides a reasonable basis for the opinion expressed below.

In our opinion, the full-year financial statements have been properly and accurately prepared in accordance with French auditing standards, and provide a fair representation of the company's results for the financial year ended 31 December 2003, and its financial position and assets as at that date.

II. Justification of our assessments

Pursuant to the terms of article L. 225-235 of the French Code of Commerce on the requirement to justify our assessments, which was introduced by the French Financial Security Act of 1 August 2003 and applies for the first time this year, we draw your attention to the following points:

Financial fixed assets have been valued based on the rules and methods described in the note to the financial statements entitled 'Financial fixed assets'. We have verified that these methods were well-founded and ensured that they were applied correctly.

These assessments relate to our overall audit of the full-year financial statements and therefore endorse the unqualified opinion expressed in the first part of this report.

III. Specific procedures and disclosures

We have also performed the specific procedures required by law, in accordance with French auditing standards.

We have no comments to make as to the fairness and consistency with the full-year financial statements of the information given in the Board of Directors' Management Report and in the documents on the company's financial position and full-year statements sent to shareholders.

As required by law, we have obtained assurance that information regarding acquisitions of participating or controlling interests and the identity of holders of equity shares or voting rights has been provided to you in the Management Report.

Paris and Neuilly sur Seine, 23 April 2004

Cogerco - Flipo
Member of Deloitte



Francis Pons

Ernst & Young Audit



Jacques Rigo

2.2 PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

PREAMBLE

The balance sheet total for the 12 months to 31 December 2003, before appropriation of profits, stood at €424,966,333.

The profit and loss account for the year, presented in vertical format, shows a profit of €12,553,258.

The notes and tables presented below are an integral part of the annual financial statements for the year ended 31 December 2003.

The significant events of the year ended 31 December 2003 were as follows:

- Ipsos SA increased its share capital in 2003 by issuing new shares following the exercise of employee stock options.
- Ipsos SA completed a \$90m, 10-year bond issue in May 2003
- Ipsos SA acquired in 2003 a 100% equity interest in Inra in Belgium.
- the following changes in equity interests occurred in 2003:
 - share issue by Ipsos Explorer
 - share issue by Ipsos ECO SA
 - share issue by Ipsos Portugal
 - share issue by Ipsos Holding Inc
 - share issue by Ipsos Demoskop Inc
 - additional consideration paid for Ipsos Latin America BV
 - transfer of Ipsos Link shares to Ipsos Asia, as part of a restructuring of Asian operations
 - acquisition of minority interests in the German business.

Balance sheet

Assets in euros	31-12-03			31-12-02	31-12-01
	Gross	Deprec. & amortisation	Net	Net	Net
Capital subscribed but not called					
INTANGIBLE FIXED ASSETS					
Start-up costs					
Research & development costs					
Concessions, patents and similar rights	123,038	85,496	37,542	45,354	53,088
Business goodwill					
Other intangible fixed assets					
Advances and progress payments for intangible fixed assets					
TANGIBLE FIXED ASSETS					
Land					
Buildings					
Technical installations, plant and equipment					
Other tangible fixed assets	4,594	4,292	302	514	1,058
Fixed assets in progress					
Advances and progress payments for tangible fixed assets					
FINANCIAL FIXED ASSETS					
Companies accounted for by the equity method					
Other equity interests	220,871,097	87,661	220,783,436	211,136,295	181,432,494
Receivables from equity interests	130,681,775	556,881	130,124,894	127,656,774	140,742,176
Other long-term investment securities					
Loans					
Other financial fixed assets	39,842,183		39,842,183	39,842,183	689,087
FIXED ASSETS	391,522,687	734,331	390,788,357	378,681,120	322,917,903
INVENTORIES AND WORK IN PROGRESS					
Raw materials and supplies					
Work in progress - goods					
Work in progress - services					
Semi-finished and finished goods					
Goods bought for resale					
Advances and progress payments made					281
ACCOUNTS RECEIVABLE					
Trade receivables	9,582,551		9,582,551	6,633,780	12,944,678
Other receivables	16,104,881	12,330	16,092,551	7,788,020	8,330,268
Capital subscribed and called but not paid up					
OTHER ITEMS					
Marketable securities (of which treasury shares: 388,901)	499,253	77,557	421,695	124,598	231,693
Cash and equivalents	4,181,186		4,181,186	2,362,644	1,814
ACCRUALS, DEFERRALS AND OTHER ASSETS					
Prepayments	54,580		54,580	71,111	84,394
CURRENT ASSETS	30,422,451	89,887	30,332,564	16,980,154	21,593,128
Deferred charges	3,014,429		3,014,429	3,108,787	2,066,358
Bond redemption premium					
Positive translation adjustment	830,984		830,984	1,851,782	171,851
TOTAL	425,790,551	824,218	424,966,333	400,621,842	346,749,240

Balance sheet

Liabilities in euros	31-12-03	31-12-02	31-12-01
Share capital (of which paid-up: 7,047,957)	7,047,957	7,004,597	6,414,677
Share premium	214,879,852	213,824,377	175,519,766
Revaluation reserve (including equity accounting reserve)			
Statutory reserve	700,460	641,468	471,465
Reserves required under the bylaws or contractually	49,654	49,654	49,654
Regulated reserves	4,214	4,214	4,214
Other reserves			
Retained earnings	11,295,174	11,637,577	8,591,440
Profit/(loss) for the year	12,553,258	2,090,109	5,356,082
Investment subsidies			
Regulated provisions			
SHAREHOLDERS' EQUITY	246,530,569	235,251,996	196,407,298
Proceeds from issues of equity securities			
Conditional advances			
OTHER EQUITY			
Provisions for liabilities	204,772	7,489,110	
Provisions for charges			
PROVISIONS FOR LIABILITIES AND CHARGES	204,772	7,489,110	
DEBT			
Convertible bondss			
Other bonds	71,637,731		
Bank debt	91,874,805	136,755,656	145,843,057
Miscellaneous debt	525,636	365,158	1,416,104
Advances and progress payments received			
ACCOUNTS PAYABLE			
Trade payables	1,094,291	2,315,545	1,012,833
Tax and employment-related liabilities	2,400,048	575,054	600,133
OTHER LIABILITIES			
Amounts payable on fixed assets and related accounts	7,966,203	16,805,040	
Miscellaneous liabilities	2,106,065	661,783	440,788
ACCRUALS, DEFERRALS AND OTHER LIABILITIES			
Deferred income			
LIABILITIES	177,604,781	157,478,236	149,312,915
Negative translation adjustments	626,212	402,500	1,029,026
TOTAL	424,966,333	400,621,842	346,749,239

PROFIT AND LOSS ACCOUNT

in euros	France	Export	2003	2002	2001
Sales of goods bought for resale					
Sales of manufactured goods					
Sales of services	142,329	3,997	146,326	434,616	311,202
REVENUES	142,329	3,997	146,326	434,616	311,202
Change in inventories of finished goods and work in progress					
Capitalised production					
Operating subsidies					
Reversals of provisions and depreciation, expense transfers					9,147
Other income			10,793,249	9,831,880	8,494,607
OPERATING INCOME			10,939,576	10,266,496	8,814,956
Purchase of goods bought for resale (including customs duties)					
Change in inventories of goods bought for resale					
Purchases of raw materials and other supplies (incl. customs duties)					
Change in inventories of raw materials and other supplies					
Other bought-in goods and services			2,039,295	2,208,777	2,403,176
Taxes other than corporate income tax			68,610	101,592	75,756
Wages and salaries			1,000,377	828,518	713,801
Social security charges			329,429	285,788	214,105
DEPRECIATION, AMORTISATION & PROVISIONS – OPERATING ITEMS					
Depreciation and amortisation of fixed assets			998,507	786,783	539,204
Increase in provisions against fixed assets					
Increase in provisions against current assets					
Increase in provisions for liabilities and charges					
Other charges			27,000		
OPERATING EXPENSES			4,463,217	4,211,458	3,946,042
OPERATING PROFIT			6,476,359	6,055,038	4,868,914
Income from equity interests			2,653,075	4,989,983	4,852,077
Income from other securities and fixed assets					
Other interest and similar income			4,053,191	2,692,162	4,406,914
Reversals of provisions, expense transfers			7,627,077	28,075	
Foreign exchange gains			544,660	540,896	432,076
Net proceeds from disposals of marketable securities			1,495,299		218,219
FINANCIAL INCOME			16,373,303	8,251,116	9,909,287
Depreciation, amortisation and provisions - financial items			641,715	7,551,694	84,683
Interest and similar expenses			6,492,634	4,156,366	5,835,142
Foreign exchange losses			2,101,219	969,611	1,274,540
Net expenses on disposals of marketable securities					
FINANCIAL EXPENSES			9,235,568	12,677,671	7,191,364
NET FINANCIAL INCOME/(EXPENSES)			7,137,735	(4,426,555)	2,717,922
PROFIT FROM ORDINARY ACTIVITIES BEFORE TAX			13,614,094	1,628,483	7,586,836

	France	Export	2003	2002	2001
Exceptional income – non-capital transactions			1,638,025	123,545	
Exceptional income – capital transactions					78,428
Reversals of provisions and expense transfers					
EXCEPTIONAL INCOME			1,638,025	123,545	78,428
Exceptional expenses – non-capital transactions			700,414	703	
Exceptional expenses – capital transactions					2,657,558
Exceptional depreciation, amortisation and provisions					
EXCEPTIONAL EXPENSES			700,414	703	2,657,558
NET EXCEPTIONAL ITEMS			937,612	122,841	(2,579,130)
Statutory employee profit-sharing					
Corporate income tax			1,998,447	(338,785)	(348,376)
NET PROFIT FOR THE YEAR			12,553,258	2,090,109	5,356,082

NOTES TO THE FINANCIAL STATEMENTS

ACCOUNTING RULES AND METHODS

The financial statements for the year ended 31 December 2003 were drawn up in accordance with current French legislation and regulations. Most of these accounting rules are set out in: (a) the French Code of Commerce, (b) the decree of 23 November 1983, and (c) CRC regulation 99-03 of 29 April 1999 relating to the General Accounting Plan.

Generally accepted accounting conventions have been applied in accordance with the principle of prudence and with the basic accounting concepts of going concern, consistency of accounting methods from one period to the next, and matching of costs and revenues, and pursuant to the general rules for preparing and presenting annual accounts.

The basic method used for the valuation of items recorded in the accounts is the historical cost method. The main accounting methods used are as follows:

INTANGIBLE AND TANGIBLE FIXED ASSETS

Intangible and tangible fixed assets are valued at purchase price.

Depreciation and amortisation is calculated using the straight-line method over the following estimated useful lives:

- brand protection	5 to 10 years
- software	1 to 3 years
- fixtures and fittings	10 years
- office and computer equipment	1 to 3 years
- office furniture	5 to 10 years

FINANCIAL FIXED ASSETS

Financial fixed assets are shown at purchase price less incidental costs.

Receivables from equity interests include medium and long-term loans, and advances available for consolidation and due to be capitalised in the future, granted to companies in which Ipsos owns an equity interest.

A provision for impairment is recorded against equity interests when their value in use is below their book value. The value in use of financial fixed assets is estimated based on the shareholders' equity of each company, after adjustments reflecting the benefits of these companies for the Group, together with their growth and earnings outlook.

PENSION OBLIGATIONS

Based on a calculation using the retrospective method, the company's pension obligations are not material.

MARKETABLE SECURITIES

Marketable securities are booked at purchase cost. A provision for impairment is recorded if their average market value during the last month of the period is below the purchase value.

CURRENCY TRANSACTIONS

Foreign-currency transactions are translated using the effective exchange rate on the transaction date.

Foreign-currency receivables, debts and cash are converted using the effective exchange rate at the financial year-end, except for advances available for consolidation, which are not re-estimated.

Unrealised foreign exchange gains and losses resulting from the conversion of receivables and debts at the year-end exchange rate are respectively recorded under 'Translation adjustments' on the assets and liabilities side of the balance sheet. Unrealised foreign exchange gains and losses on cash are recorded in the profit and loss account.

A provision for liabilities is recorded for unrealised foreign exchange losses that have not been hedged, except for transactions whose due dates are sufficiently close, in which case any unrealised gains and losses may be considered as part of an overall foreign exchange position.

**DETAILED NOTES TO THE BALANCE SHEET
AND PROFIT & LOSS ACCOUNT****FIXED ASSETS**

	Opening balance	Revaluations	Acquisitions
START-UP AND RESEARCH & DEVELOPMENT COSTS, OTHER INTANGIBLE FIXED ASSETS	123,038		
Land			
Buildings on freehold land			
Buildings on non-freehold land			
Improvements to buildings			
Technical installations, industrial plant and machinery			
General fixtures and fittings	3,719		
Vehicles			
Office and computer equipment, furniture	875		
Recoverable packaging and other items			
Tangible fixed assets in progress			
Advances and payments on account for fixed assets			
TANGIBLE FIXED ASSETS	4,594		
Companies accounted for by the equity method			
Other equity interests and related receivables	339,078,226		33,006,925
Other long-term investment securities			
Loans and other financial fixed assets	39,842,183		
FINANCIAL FIXED ASSETS	378,920,409		33,006,925
TOTAL	379,048,041		33,006,925

	Transfers	Disposals	Year-end balance	Original value
START-UP AND RESEARCH & DEVELOPMENT COSTS, OTHER INTANGIBLE FIXED ASSETS			123,038	
Land				
Buildings on freehold land				
Buildings on non-freehold land				
Improvements to buildings				
Technical installations, industrial plant and machinery				
General fixtures and fittings			3,719	
Vehicles				
Office and computer equipment, furniture			875	
Recoverable packaging and other items				
Tangible fixed assets in progress				
Advances and payments on account for fixed assets				
TANGIBLE FIXED ASSETS			4,594	
Companies accounted for by the equity method				
Other equity interests and related receivables	100,331	20,431,948	351,552,873	
Other long-term investment securities				
Loans and other financial fixed assets			39,842,183	
FINANCIAL FIXED ASSETS	100,331	20,431,948	391,395,055	
TOTAL	100,331	20,431,948	391,522,687	

DEPRECIATION

	Opening balance	Charges	Reversals	Year-end balance
START-UP AND RESEARCH & DEVELOPMENT COSTS, OTHER INTANGIBLE FIXED ASSETS	77,684	7,812		85,496
Land				
Buildings on freehold land				
Buildings on non-freehold land				
Improvements to buildings				
Technical installations, industrial plant and machinery				
General fixtures and fittings	3,205	212		3,417
Vehicles				
Office and computer equipment, furniture	875			875
Recoverable packaging and other items				
TANGIBLE FIXED ASSETS	4,080	212		4,292
TOTAL	81,764	8,024		89,788

Breakdown of depreciation and amortisation charges	Straight-line	Reducing balance	Exceptional	Accelerated tax depreciation	Reversals of accelerated tax depreciation
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START-UP AND RESEARCH & DEVELOPMENT COSTS, OTHER INTANGIBLE FIXED ASSETS	7,812				
Land					
Buildings on freehold land					
Buildings on non-freehold land					
Improvements to buildings					
Technical installations, industrial plant and machinery					
General fixtures and fittings	212				
Vehicles					
Office and computer equipment, furniture					
Recoverable packaging and other items					
TANGIBLE FIXED ASSETS	212				
TOTAL	8,024				

Deferred charges	Opening balance	Increases	Charges	Year-end balance
Deferred charges	3,108,787	896,125	990,482	3,014,429
Bond redemption premiums				

PROVISIONS

Type of provision	Opening balance	Charges	Reversals	Year-end balance
Provisions for mineral and oil deposits				
Provisions for investment				
Provisions for price rises (stock relief)				
Provisions for fluctuations in prices				
Provisions for accelerated tax depreciation				
Provisions for foreign investments pre-1 Jan 92				
Provisions for foreign investments post-1 Jan 92				
Provisions for start-up loans				
Other regulated provisions				
REGULATED PROVISIONS				
Provisions for disputes				
Provisions for customer warranties				
Provisions for losses on futures markets				
Provisions for penalties and fines				
Provisions for foreign exchange losses	243,744	204,772	243,744	204,772
Provisions for pensions and similar obligations				
Provisions for taxation				
Provisions for replacement of fixed assets				
Provisions for major repairs				
Provisions for social and fiscal charges on holiday pay accrual				
Other provisions for liabilities and charges	7,245,366		7,245,366	
PROVISIONS FOR LIABILITIES AND CHARGES	7,489,110	204,772	7,489,110	204,772
Provisions for intangible fixed assets				
Provisions for tangible fixed assets				
Provisions for companies accounted for by the equity method				
Provisions against equity interests	86,868	794		87,661
Provisions against other financial fixed assets	198,289	358,592		556,881
Provisions against inventories and work in progress				
Provisions against trade receivables				
Other provisions for impairment	150,297	77,557	137,967	89,887
PROVISIONS FOR IMPAIRMENT	435,454	436,943	137,967	734,429
GRAND TOTAL	7,924,564	641,715	7,627,077	939,201
Charges and reversals: operating provisions				
Charges and reversals: financial provisions		641,715	7,627,077	
Charges and reversals: exceptional provisions				
Impairment provision against equity-accounted securities at year-end				

MATURITY SCHEDULE OF ASSETS AND LIABILITIES

ASSETS	Gross	Within 1 year	More than 1 year
Receivables from equity interests	130,681,775	58,631,102	72,050,673
Loans			
Other financial fixed assets	39,842,183	39,842,183	
Doubtful and disputed trade receivables			
Other trade receivables	9,582,551	9,582,551	
Receivables representing loaned securities			
Amounts due from employees	136,795	136,795	
Social security and other welfare agencies			
Corporate income tax recoverable	1,358,880	1,358,880	
State and other local authorities			
Other taxes and duties recoverable			
Other amounts due from government and local authorities			
Amounts due from Group companies and shareholders	12,844,378	12,844,378	
Sundry debtors	1,764,828	1,764,828	
Prepayments	54,580	54,580	
TOTAL	196,265,971	124,215,298	72,050,673

Loans granted during the year
Loans repaid during the year
Loans and advances granted to shareholders

LIABILITIES	Gross	Within 1 year	1 to 5 years	More than 5 years
Convertible bonds				
Other bonds	71,637,731	378,824	20,364,212	50,894,695
Debt repayable within max. of 2 years from date of advance	722,179	722,179		
Debt repayable after more than 2 years from date of advance	91,152,626		91,152,626	
Miscellaneous debt	525,636	525,636		
Trade payables	1,094,291	1,094,291		
Amounts due to employees	372,180	372,180		
Social security and other welfare agencies	219,473	219,473		
Corporate income tax payable	1,752,193	1,752,193		
Value added tax payable	30,000	30,000		
Tax payment bonds				
Other taxes payable	26,203	26,203		
Amounts payable on fixed assets and related accounts	7,966,203	7,966,203		
Amounts due to Group companies and shareholders	2,466	2,466		
Other liabilities	2,103,599	2,103,599		
Liabilities representing borrowed securities				
Deferred income				
TOTAL	177,604,781	15,193,247	111,516,838	50,894,695

Debt taken out during the year 166,411,589
Debt repaid during the year 140,145,422
Debt contracted with shareholders

ITEMS RELATING TO SEVERAL BALANCE SHEET AND PROFIT & LOSS ACCOUNT ITEMS

	Related undertakings	Equity interests	Trade bills payable and receivable
FIXED ASSETS			
Equity interests	220,871,097		
Receivables from equity interests	130,681,775		
Other financial fixed assets	32,596,817		
CURRENT ASSETS			
Trade receivables	8,643,828		
Other receivables	12,844,328		
LIABILITIES			
Miscellaneous debt	525,636		
Trade payables	300,127		
Other liabilities	9,792,549		
FINANCIAL EXPENSES			
Provision for impairment of receivables from equity interests	436,148		
Provision for impairment of securities	794		
FINANCIAL INCOME			
Interest on current accounts during the period	2,928,049		

TRANSLATION ADJUSTMENTS ON FOREIGN CURRENCY ASSETS AND LIABILITIES

	Unrealised foreign exchange losses	Differences covered by hedging	Provision for foreign exchange losses	Unrealised foreign exchange gains
Financial fixed assets	103,638		103,638	
Receivables	727,213		101,134	228,572
Debt				368,680
Accounts payable	133			28,960
TOTAL	830,984		204,772	626,212

ACCRUED INCOME

	31-12-03
TRADE RECEIVABLES	
Clients – invoices to raise	2,226,758
OTHER RECEIVABLES	
Suppliers – credit notes not yet received	6,889
Government – amounts due	49,426
TOTAL ACCRUED INCOME	2,283,073

ACCRUED EXPENSES

	31-12-03
DEBT	
Accrued interest on debt	609,355
TRADE PAYABLES	
Purchase invoices not received	182,524
OTHER LIABILITIES	
Clients – credit notes to raise	2,002,751
TAX AND EMPLOYMENT-RELATED LIABILITIES	
Accrued holiday pay	23,561
Bonus accrual	338,345
Holiday bonus accrual	3,951
Accrued apprenticeship tax	4,796
Continuing professional training accrual	1,527
Accrued social security charges on accrued holiday pay	12,268
Accrued social security charges on bonus accrual	111,655
Accrued social security charges on holiday bonus accrual	1,639
Accrued liabilities	1,427
Other accrued taxes	13,741
Accrued tax on bonuses	345
OTHER LIABILITIES	
Accrued expenses	27,000
TOTAL ACCRUED EXPENSES	3,334,885

PREPAYMENTS

	31-12-03
OPERATING EXPENSES	
Miscellaneous prepayments	49,566
Equipment hire prepayments	379
Subscription prepayments	815
Insurance prepayments	3,820
TOTAL PREPAYMENTS	54,580

BREAKDOWN OF SHARE CAPITAL

Type of shares	At year-end	Number of shares Issued during the year	Redeemed during the year	Par value
Ordinary shares	7,047,957			1
Stock options exercised		43,360		1

BREAKDOWN OF REVENUES (IN THOUSANDS OF EUROS)

	France	Export	2003	2002	% chg 03 vs. 02
Personnel costs invoiced	64		64	249	-74.30%
Fees invoiced	78	4	82	186	-55.91%
TOTAL	142	4	146	435	-66.44%

EXCEPTIONAL ITEMS (IN EUROS)

Nature of income and expenses	Expenses	Income
NFO acquisition expenses (acquisition not completed)	665,647	
Losses incurred on Bilesim (acquisition not completed)	34,767	
VAT recovered on fixed asset acquisition costs and stock exchange fees		866,894
NFO acquisition expenses reinvoiced (acquisition not completed)		771,131
TOTAL	700,414	1,638,025

CORPORATE INCOME TAX AND GROUP TAX CONSOLIDATION

On 30 October 1997, Ipsos opted for group tax consolidation for a five-year period. The tax consolidation group is organised as follows:

Ipsos: head company

Subsidiaries included in the tax consolidation group: Ipsos Insight Marketing, Ipsos France, Ipsos Opérations, Ipsos Médias, Ipsos Opinion, Ipsos Satisfaction de Clientèle, IMS, IMS Développement, Sysprint, Ipsos Music and Ipsos Novaction.

Automatic renewal of this tax consolidation option, for a further five-year period, occurred for the first time in the year ended 31 December 2003.

The group tax charge is split as follows:

- Member companies bear the tax charges for which they would have been liable if they had not been part of the tax consolidation group;

- The head company bears the tax charge (or gain) arising from the difference between the group tax charge and the aggregate tax charges calculated by the member companies (including the 3% and 3.3% levels).

The group tax charge comprises the tax due in respect of the following companies:

Ipsos Médias	118,530 Euros
Ipsos France	0 Euros
Ipsos Opérations	378,068 Euros
Ipsos Insight Marketing	0 Euros
Ipsos Opinion	298,684 Euros
Ipsos Satisfaction de Clientèle	0 Euros
IMS	83,255 Euros
IMS Développement	34,975 Euros
Sysprint	95,321 Euros
Ipsos Music	0 Euros
Ipsos Novaction	0 Euros
Ipsos SA	0 Euros
Tax savings from Group tax consolidation	162,093 Euros
Total tax for Ipsos	2,939,229 Euros

BREAKDOWN OF CORPORATE INCOME TAX

Breakdown	Pre-tax profit	Tax due	Net profit
Profit from ordinary activities	13,614,093	1,676,534	11,937,559
Exceptional income	937,612	321,913	615,699
REPORTED PROFIT	14,551,705	1,998,447	12,553,258

FINANCIAL COMMITMENTS AND OTHER INFORMATION

FINANCIAL COMMITMENTS

Commitments given	Amount (€)
Joint and several guarantee covering the liabilities of Ipsos EIG.	5,488,605
Guarantee on behalf of Ipsos Access Panels UK granted to Barclays Bank (£250,000).	354,711
Guarantee on behalf of Ipsos France (premises and tenants charges, rue Groult) from 2002 to end-March 2004.	1,261,935
Guarantee covering a \$6.25 million loan from BNP Paribas to Ipsos ASI. The principal now stands at \$0.75m.	593,824
Guarantee of £600,000 on behalf of Ipsos UK Ltd to ECS UK Plc in respect of a computer equipment leasing contract (26 April 2000).	851,305
In May 2003, Ipsos SA carried out a \$90m, 10-year fixed-rate bond issue. The company entered into interest rate swaps to cover its twice-yearly interest payments over the life of the bonds. At 31 December 2003, outstanding interest rate swaps totalled \$30.8m.	24,386,382
Following the purchase of IMRI Holding AB and NMR shares, and taking into account the financial goals set for 2002 and 2003, an additional consideration estimated at SEK 4.027m may be payable in 2004. In addition, the minority investors hold put options exercisable in 2007 on their shareholding, i.e. 60% of IMRI Holding and 60% of Ipsos NMR, as well as 40% of Ipsos Sweden and Ipsos Eureka. The exercise price will depend on the level of earnings posted by these entities during 2005 and 2006.	443,502
Following the purchase of companies in Russia, Ukraine and Poland (ICEE-Ukraine-Polska), an additional consideration will be paid if beneficiaries are still employed by the company in 2004-06 and if certain financial targets are met.	1,306,413
Ipsos SA is jointly liable with Demoskop for the payment due in respect of the Nowotny share cancellation.	319,020
Ipsos SA is jointly liable for the payment due in respect of the shares purchased in Partner Marketing Research (Taiwan) by Ipsos Taiwan, a subsidiary of Ipsos SA. An additional consideration may be payable in 2004, 2005 and 2006 if the beneficiaries are still employed by the company and certain financial criteria are met. This additional sum is estimated at TWD 20.4m plus 17.5% of the excess gross margin, as specified.	475,369
Ipsos SA is jointly liable for the payment due in respect of the purchase of Mackay Report's businesses by Ipsos Australia. An additional consideration may be payable in 2004 and 2006 if the beneficiaries are still employed by the company and certain revenue criteria are met.	392,810
Ipsos SA is jointly liable for an additional consideration of AUD 2.5m payable in 2004 for the purchase of Pearson Group's Australian research operations by Ipsos Australia.	1,487,918
Guarantee covering a credit facility of up to \$25m dollars granted to the Group's US subsidiaries by Bank of New York and HSBC*.	19,794,141
TOTAL	57,455,935

* This credit facility was unused at 31 December 2003.

Commitments received	Amount (€)
Undertaking by Ipsos France to repay a subsidy in the event of a return to profit.	150,925
Undertaking by Ipsos UK to repay a waived loan in the event of a return to profit.	1,200,000
TOTAL	1,350,925

DEFERRED CHARGES

Deferred charges include:

Expenses incurred in purchasing fixed assets:

This refers to the acquisition of new companies. These expenses, comprising advisory fees, are deferred on a straight-line basis over a five-year period from the acquisition date.

At 31 December 2003, residual expenses to be deferred stood at €2,147,586.

Expenses incurred in multi-currency revolving credit facility:

In July 2000, Ipsos SA arranged a €110 million multi-currency revolving credit facility.

Since the reference currency is now the US dollar, this facility now amounts to \$101m. Expenses relating to the arrangement of this loan are deferred on a straight-line basis over a five-year period.

At 31 December 2003, residual expenses to be deferred stood at €316,685.

Expenses incurred on the USPP bond issue:

In May 2003, Ipsos SA completed a \$90m bond issue, offered through a private placement on the US market.

Expenses relating to the arrangement of this bond issue are deferred on a straight-line basis over a ten-year period.

At 31 December 2003, residual expenses to be deferred stood at €550,158.

TREASURY SHARES

Treasury shares are booked at purchase cost. A provision for impairment is recorded if the value at the year-end is less than the purchase cost.

Treasury shares:

Direct purchases:

31 December 2003: 9,351 shares at a weighted average price of €41.55.

On 31 December 2003, Ipsos shares closed at €74.

Held through a market-making contract:

31 December 2003: 440 shares at €74.

MARKETABLE SECURITIES

Marketable securities are booked at purchase cost. A provision is recorded if the average value during the last month of the period is below the purchase value.

The Jupiter MXI shares held by Ipsos were no longer listed at 31 December 2003. These shares were purchased for USD 0.54. A provision of €77,557.17 was recorded to cover the impairment in value since the purchase date.

OTHER FINANCIAL FIXED ASSETS

Other financial fixed assets relate to the Ipsos partnership fund (capital increase reserved for Ipsos managers). The 577,320 shares with an original value of €69.00 were valued at €42,721,680 at 31 December 2003.

SHAREHOLDERS' EQUITY

in euros	Share capital	Share premiums	Reserves	Retained earnings	Profit/(loss) for the year	Total
Balance at 31 Dec 2000	4,714,648	156,922,742	452,879	5,247,452	5,729,583	173,067,305
Capital increase	229,464	20,067,589				20,297,053
Conversion of capital into euros	1,470,565	(1,470,565)				
Dividends on treasury shares				367		367
Dividends distributed					(1,555,834)	(1,555,834)
Appropriation of profit			72,454	3,343,620	(4,173,749)	(757,675)
Profit/(loss) for the year					5,356,082	5,356,082
Balance at 31 Dec 2001	6,414,677	175,519,766	525,333	8,591,440	5,356,082	196,407,298
Capital increase	589,920	38,304,611				38,894,531
Dividends on treasury shares				831		831
Dividends distributed					(1,667,816)	(1,667,816)
Appropriation of profit			170,003	3,045,306	(3,688,266)	(472,956)
Profit/(loss) for the year					2,090,109	2,090,109
Balance at 31 Dec 2002	7,004,597	213,824,377	695,336	11,637,577	2,090,110	235,251,997
Capital increase	43,360	1,055,475				1,098,835
Dividends on treasury shares				2,802		2,802
Dividends distributed					(2,083,813)	(2,083,813)
Appropriation of profit			58,992	(345,206)	(6,297)	(292,511)
Profit/(loss) for the year					12,553,258	12,553,258
Balance at 31 Dec 2003	7,047,957	214,879,852	754,328	11,295,173	12,553,258	246,530,568

DEFERRED AND CONTINGENT TAXATION

	Amount
TAX DUE ON:	
Regulated provisions:	
Provisions for price rises	
Positive translation adjustments	830,984
TOTAL INCREASES	830,984
TAX PAID IN ADVANCE ON:	
Temporarily non-deductible charges (deductible the following year):	
Organic sales-based social security charge	13,741
Negative translation adjustments	626,212
To be deducted subsequently	
TOTAL REDUCTIONS	639,953
NET DEFERRED TAX POSITION	191,031

TAX DUE ON:
CREDITS TO BE OFFSET AGAINST:

NET CONTINGENT TAX POSITION**AVERAGE HEADCOUNT**

Average number of employees	Salaried staff	Staff on secondment to the company
Managerial grades	3	
Technical and supervisory grades		
Employees		
Manual grades		
TOTAL	3	

EXECUTIVE REMUNERATION

In 2003, the total remuneration and benefits in kind paid to executives totalled €942,494.

CASH FLOW STATEMENT

in thousands of euros	2003	2002	2001
OPERATING ACTIVITIES			
Net profit	12,553	2,090	5,356
<i>Adjustments to reconcile net profit to cash flow</i>			
Depreciation and amortisation of fixed assets	8	9	22
Losses/(gains) on asset disposals			2,579
Allocation to deferred charges	990	778	517
Movement in other provisions	(6,985)	7,524	75
Other items			
OPERATING CASH FLOW BEFORE WORKING CAPITAL ITEMS	6,566	10,401	8,549
Decrease/(increase) in trade receivables	(2,949)	6,310	(9,667)
Decrease/(increase) in other receivables	(8,163)	(2,943)	215
Increase/(decrease) in trade payables	(1,221)	1,303	(690)
Increase/(decrease) in accrued interest on debt	506	(584)	661
Increase/(decrease) in other liabilities	3,669	(1,045)	1,547
CHANGE IN WORKING CAPITAL REQUIREMENT	(8,158)	3,041	(7,934)
CASH PROVIDED BY OPERATING ACTIVITIES	(1,592)	13,442	615
INVESTMENT ACTIVITIES			
Acquisition of tangible and intangible fixed assets			
Acquisition of equity interests	(9,649)	(29,704)	(71,305)
Proceeds from disposals of tangible and intangible assets			1
Proceeds from disposals of equity interests			77
Decrease/(increase) in marketable securities	(236)		32,222
Decrease/(increase) in other long-term investments	(2,827)	(26,039)	(126,315)
Increase/(decrease) in payables to suppliers of fixed assets	(8,839)	16,805	
CASH USED IN INVESTMENT ACTIVITIES	(21,551)	(38,938)	(165,319)
FINANCING ACTIVITIES			
Share issues	1,099	38,894	20,297
Issue of long-term debt	166,413	12,964	184,414
Repayment of long-term debt	(140,161)	(21,917)	(44,819)
Increase/(decrease) in bank overdrafts and short-term debt	(14)		
Dividends paid to shareholders	(2,375)	(2,140)	(2,313)
CASH PROVIDED BY FINANCING ACTIVITIES	24,961	27,802	157,579
CASH AT BEGINNING OF YEAR	2,612	309	14,484
Impact of change in definition of 'cash'*	(250)		
Net change in cash	1,819	2,306	(7,124)
CASH AT YEAR-END	4,181	2,612	7,359

* In 2002, the definition of 'cash' included marketable securities and bank overdrafts, which have been excluded in 2003

LIST OF SUBSIDIARIES AND EQUITY INTERESTS (THOUSANDS OF EUROS)

Company	Share capital	Shareholders' equity before appropriat. of profit and excluding share capital	Interest held (%)	Book value of shares	Loans and advances	Guarantees and endors.	2003 revenues ex-VAT	2003 profit	Dividends paid to Ipsos in 2003
SUBSIDIARIES									
Ipsos France	5,736	515	100	6,481		1,262	22,118	1,315	879
Ipsos Opinion	162	1,224	10	35			12,367	540	54
IAP Holding	2,000	(205)	100	2,135	4,271			(180)	
Ipsos Stat France	915	(23)	51	466	543			(9)	
Ipsos Novaction	1,795	(794)	100	32,661			13,481	(16)	
Ipsos UK (ex RSL)	568	(1,991)	100	5,765	5,882	851	56,741	(358)	
Price Search	177	(67)	100	3,574					
Ipsos Deutch	562	5,805	82	12,617			48,384	(1,693)	
Sample KG	394	(811)	50	5,688	1,700		14	179	
Trendtest	100	27	100	67			1,141	36	
Ipsos Explorer	5,000	(155)	100	9,960			15,969	(66)	
Ipsos Eco	180	1,939	100	3,684			11,828	185	
Ipsos Brussels	125	93	82	193	149		4,092	(75)	
Ipsos Szonda	30	1,286	50	114			5,880	690	84
Ipsos Portugal	120	27	100	386			1,309	32	
Ipsos America Inc		25,546	100	32,902	72,051			(1,961)	
Ipsos USA	1	(1)	100		506				
Ipsos Latin America	19	13,463	100	16,930	13,138			3,048	1,010
Ipsos Nov Mexique	193	74	100	1			3,383	(18)	
BIMSA	698	1,393	50	4,141			18,606	1,519	565
Ipsos Far East		(1,692)	100		2,374				
Ipsos Australia		3	100		4,067		3,254	124	
Stat Liban	78	661	49		79		1,804	141	
AGB Stat Ipsos	124	187	60	41	36		688	80	
Ipsos Canada	14,537	(21)	100	16,796					
Ipsos NPJ Canada	4,138	(193)	100	4,971				(743)	
Ipsos Holding Inc	44,726		100	51,743				(178)	
Ipsos Demoskop	343	2	100	1,491			2,365	(31)	
Ipsos IMRI Holding AB	11	13	40	682	110			75	61
Ipsos Sweden AB	11	(8)	51	28				12	
Ipsos NMR	1		40	160			658	131	
Ipsos Dom	188		51	148				91	
Ipsos ICCA	323		51	1,521					
ICEE (F.Squared)	8	604	100	1,938	3,630		5,852	(468)	
Sample GmbH	128	(120)	100	25			164	(29)	
Forschung	25	(9)	100	20				9	
Ipsos Asia Ltd	233	659	100	2,506	5,348		73	(474)	
INRA Belgium	150	489	100	1,000			17,898	42	
Autres Titres									
GIE IAP			100						
Ipsos Group GIE		(38)	100				1,000	(48)	
Ipsos Santé		(14)	100						
TOTAL	83,799	47,868		220,871	113,884	2,113	249,069	1,902	2,653

NB: Shareholders' equity does not include share capital and is shown before appropriation of profits for the year.

The share capital, shareholders' equity (excluding share capital and before appropriation of profits for the year), revenues and profits were translated into euros at the following exchange rates on 31 December 2003:

Currency	Name	Year-end exchange rate (1 euro =)
ARS	ARGENTINEAN PESO	3.667
AUD	AUSTRALIAN DOLLAR	1.6802
BRL	BRAZILIAN REAL	3.6263
CAD	CANADIAN DOLLAR	1.6234
CLP	CHILEAN PESO	749.04
CNY	CHINESE YUAN	10.4536
COP	COLOMBIAN PESO	3471.58
CZK	CZECH KRONA	32.41
DOP	DOMINICAN PESO	44.21
GBP	POUND STERLING	0.7048
HKD	HONG KONG DOLLAR	9.8049
HUF	HUNGARIAN FORINT	262.5
JPY	JAPANESE YEN	135.05
MXN	MEXICAN PESO	14.1838
PLN	POLISH ZLOTY	4.7019
SEK	SWEDISH KRONA	9.08
SGD	SINGAPORE DOLLAR	2.145
UAH	UKRAINIAN HRYVNIA	6.514
VEB	VENEZUELAN BOLIVAR	2005.81
USD	US DOLLAR	1.263
TWD	TAIWANESE DOLLAR	42.914

IDENTITY OF PARENT COMPANY CONSOLIDATING THE ACCOUNTS OF IPSOS

Name and registered office	Legal form	Capital	% interest
LT Participations 99/101 rue de l'Abbé Groult Paris 15ème	Société Anonyme	124,150	36.73%

3 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

To the Shareholders,

In our capacity as statutory auditors of Ipsos SA, we hereby present our report on the company's related-party agreements.

I. AGREEMENTS AUTHORISED DURING THE YEAR

In accordance with article L. 225-40 of the French Code of Commerce, we have been informed of the agreements that have obtained prior approval from your Board of Directors.

Our assignment does not involve seeking out the potential existence of other such agreements, but consists of informing you, based on the information provided to us, of the main terms and conditions of those agreements brought to our attention, without having to express an opinion on their usefulness or appropriateness. Pursuant to article 92 of the decree of 23 March 1967, it is your responsibility to assess the benefits of signing these agreements with a view to their approval.

We conducted our review in accordance with French auditing standards. These standards require the application of procedures to provide reasonable assurance that the information supplied to us is consistent with the source documents on which it is based.

1- Guarantee given by Ipsos SA in respect of a credit facility granted to its US subsidiaries

On 21 May 2003, your Board of Directors authorised your company to guarantee a US\$ 25m credit facility granted to its US subsidiaries (Ipsos America Inc., Ipsos ASI Inc., Ipsos NPD Inc., Ipsos FMC Inc. and Ipsos Reid Public Affairs Inc.) by the US banks HSBC and Bank of New York.

Directors involved: Mrs Laurence Stoclet, Mr Carlos Harding, Mr Simon Kooyman and Mr Didier Truchot.

2- Conditional waiver of a debt owed to Ipsos SA by its subsidiary, Ipsos UK Ltd

On 17 December 2003, your board of directors authorised the conditional waiver of a debt, subject to a "return to profits" clause. This debt relates to a £900,000 short-term advance previously granted by your company to its subsidiary Ipsos UK Ltd.

The "return to profits" clause will apply if the following conditions are met:

Ipsos UK Ltd will be considered to a return to profits if its financial statements show an adjusted net profit after tax of at least €500,000 in a year subsequent to the year in which the debt was conditionally waived. This debt must be repaid by 31 December 2014 at the latest; otherwise, it will be deemed to be permanently cancelled.

Directors involved: Mr Jean-Michel Carlo, Mr Jean-Marc Lech, and Mr Didier Truchot.

II. AGREEMENTS APPROVED DURING PREVIOUS FINANCIAL YEARS AND STILL IN EFFECT IN 2003

Furthermore, in accordance with the decree of 23 March 1967, we have been informed that the following agreement, approved during previous financial years, was still in effect during the last financial year.

License agreement with Ipsos Access Panels SA

Ipsos Access Panels SA continued to benefit from a license agreement covering intellectual property rights and techniques belonging to your company and relating to the utilisation and marketing of the panel in France and of the 'Access Panel' product for the entire duration of the joint venture in France.

No royalties were received under this agreement in 2003.

Paris and Neuilly sur Seine, 23 April 2004

Cogerco - Flipo

Member of Deloitte



Francis Pons

Ernst & Young Audit



Jacques Rigo

INFORMATION ON THE ADMINISTRATION, MANAGEMENT AND AUDIT OF THE COMPANY

1 MEMBERS OF MANAGEMENT BODIES AND THEIR POSITIONS: BOARD OF DIRECTORS AS AT 1 APRIL 2004

1.1 MEMBERS OF THE BOARD OF DIRECTORS AS AT 1 APRIL 2004

The Board of Directors comprises thirteen directors, including six independent directors. Independent directors do not hold executive functions within the Ipsos Group. No censor has been appointed.

The Chairman of the Board of Directors is also the Chief Executive Officer of the company.

The Board of Directors also has a Vice-Chairman. The main role of the Vice-Chairman is to replace the Chairman in his absence and to preside over board meetings when the Chairman is unable to attend.

Four directors, including the Vice-President, were named Deputy Chief Executive Officers.

The General Meeting of Shareholders appointed all of the directors. The Board of Directors does not have any members elected by employees.

Members of the Board of Directors as at 1 April 2004:

Directors holding executive function inside the Ipsos Group:

- Didier Truchot, Chairman and Chief Executive Officer
- Jean-Marc Lech, Vice-Chairman and Deputy Chief Executive Officer
- Jean-Michel Carlo, Deputy Chief Executive Officer
- Carlos Harding, Deputy Chief Executive Officer
- Henri Wallard, Deputy Chief Executive Officer
- Simon Kooyman
- Laurence Stoclet

Independent directors:

- Yves-Claude Abescat
- Nicolas Bazire
- LT Participations, represented by Pascal Cromback
- Yann Duchesne
- Pierre Haren
- Patrick Sayer

The directors meet all of the nomination criteria including those pertaining to qualifications, conflicts of interest and restrictions. Moreover, pursuant to article 13 of the bylaws, each director holds at least one share in the company.

The terms of office of Didier Truchot, Jean-Marc Lech, Carlos Harding and Patrick Sayer will expire on 23 June 2004, at the end of the annual meeting to approve the accounts for the year ended 31 December 2003.

At its 6 May 2004 meeting, the Board of Directors decided to recommend that shareholders reappoint Didier Truchot, Jean-Marc Lech, Carlos Harding and Patrick Sayer as members of the Board.

At the same meeting, the Board of Directors also decided to recommend the nomination of two new independent directors, Mrs Victoire de Margerie and Mr Wladimir Mollof, at the Ordinary General Meeting of 23 June 2004.

4 FEES PAID TO STATUTORY AUDITORS

Category (in thousands of euros)	Deloitte/Cogerco Flipo		Ernst & Young		Other		Total	
	2002	2003	2002	2003	2002	2003	2002	2003
Statutory auditing and certification of annual financial statements	167	213	605	574	416	316	1,188	1,103
Related assignments		15	15			11	15	26
<i>Sub-total</i>	<i>167</i>	<i>228</i>	<i>620</i>	<i>574</i>	<i>416</i>	<i>327</i>	<i>1,203</i>	<i>1,129</i>
Other services								
Tax		5	63	24	37	41	100	70
Legal					1	6	1	6
Employment						26		26
Information systems								
Other			13		19	11	32	11
<i>Sub-total</i>		<i>5</i>	<i>76</i>	<i>24</i>	<i>57</i>	<i>84</i>	<i>133</i>	<i>113</i>
TOTAL	167	233	696	598	473	414	1,336	1,242

5 IFRS ACCOUNTING STANDARDS

IFRS CONVERSION PROJECT

At the time of its IPO in 1999, Ipsos had already started bringing its accounting principles in line with most of the preferred methods laid down in CRC regulation 99-02, as part of its transition towards IAS (International Accounting Standards).

Under EC regulation 1606/2002 of 19 July 2002, all companies listed on a regulated market in the EU are required to prepare their consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) for financial years beginning on or after 1 January 2005. As a result, the Group's 2005 consolidated financial statements will be drawn up based on these IFRS standards. Comparative information must also be prepared for 2004, using the same accounting principles.

Consequently, Ipsos has launched a conversion project so that it can draw up an opening balance sheet as at 1 January 2004 and present its 2005 financial statements under IFRS standards.

PROJECT TIMETABLE

This first phase of this project involves a diagnostic study of the differences between the new standards and the Group's current accounting practices. It also aims to define the Group's new accounting and reporting principles.

This diagnostic phase is due to end in July 2004. However, this study cannot be considered complete until the final versions of the relevant standards are published by the IASB and approved by the EU.

PROJECT ORGANISATION

The project is coordinated by the Group's Finance Division and supervised by a project manager. The project organisation consists of a project team, supported by specialist external consultants and task forces set up to represent the various operational and functional aspects of the Group. All actions and findings will be validated by the statutory auditors.

Based on our investigations so far, the conversion of Ipsos' consolidated financial statements to IFRS standards could have an impact on the following key areas:

- recognition and amortisation of intangible fixed assets
- methods of accounting for payments in shares.

1.2 ROLE OF THE BOARD OF DIRECTORS

The role of the Board of Directors is to determine the strategic direction of the Company and to monitor its performance. Within the powers expressly attributed by the General Meeting of Shareholders, and within the limits of the Corporate Objects, the Board may deliberate on all questions pertaining to the functioning of the Company and settle any matters of business.

1 - Internal bylaws

The Board has approved an internal bylaw authorising directors to participate in meetings by videoconference. Directors participating in meetings via videoconference are considered to be physically present for the purpose of calculating the quorum and majority. In compliance with the law, this operating mode is not applicable when making decisions on more sensitive issues (notably the nomination or dismissal of the Chairman, Chief Executive Officer or Deputy Chief Executive Officers or the preparation of accounts).

2 - Board of Directors meetings

The Board of Directors met six times during 2003. 83% of directors attended the board meetings and 11% were represented by proxy.

Whenever information of a highly confidential nature is disclosed to the Board, the directors are advised of this fact and reminded of their obligation to refrain from trading in the Company's shares.

3 - Committee meetings

To improve the effectiveness of the decision-making process, the Board of Directors has set up two committees, the Audit Committee and the Remuneration Committee, comprised of independent directors.

The Board of Directors plans to appoint other independent directors to these committees.

Audit committee

This committee, set up by the Board of Directors on 1 October 1999, is responsible for exercising independent control over the Company's accounting policies and financial statements.

It currently comprises one independent director, Mr Pascal Cromback, who chairs the committee. The Group's Chief Financial Officer attends the meetings of the Audit Committee.

This committee met twice during 2003, in the presence of the statutory auditors, to review the full-year statements to 31 December 2002 and the interim financial statements to 30 June 2003.

Remuneration Committee

This committee, which was also created by the Board of Directors on 1 October 1999, is responsible for defining the general remuneration policy for the Group's executive management.

It currently comprises an independent director, Mr Pierre Haren, who chairs the committee. The Group's human resources director and the secretary of the Board of Directors also attend the meetings of the Remuneration Committee.

This committee did not meet during 2003.

1.3 DETAILS ON THE OFFICES HELD BY MEMBERS OF THE BOARD OF DIRECTORS

Chairman & Chief Executive Officer

Didier Truchot Reappointed at the Ordinary General Meeting of 29 June 1998 to hold office until the meeting held to approve the accounts for the year ended 31 December 2003.

Other offices held within the Ipsos group:

France :

Ipsos Médias, Chairman and Chief Executive Officer,
Ipsos Satisfaction de Clientèle, Director,
Ipsos-Novaction, Director,
Ipsos-Stat, Director.

Belgium :

Ipsos Brussels, Director.

Canada :

Ipsos-Insight Inc., Director,
Ipsos Canada Inc., Director,
Ipsos-Reid Corporation, Chairman,
ARG Acquisitions Inc., Director,
Ipsos-NPD Canada, Director.

United States:

Ipsos America Inc., Director,
Ipsos-Insight Inc., Director,
Ipsos-Loyalty Inc., Director.

Italy:

Ipsos-ASI, Director,
Ipsos-Explorer SRL, Director.

Portugal :

Ipsos (Portugal) Estudos de Mercado LDA, Director.

United Kingdom:

Ipsos UK, Director,
Price Search Ltd., Chairman,
Ipsos Cati Centre Ltd., Chairman.

Hong Kong:

Ipsos Asia Ltd., Director.

Office held outside the Ipsos group:

LT Participations, Deputy Chief Executive Officer and Director.

Vice-Chairman and Deputy Chief Executive Officer:

Jean-Marc Lech

Reappointed at the Ordinary General Meeting of 29 June 1998 to hold office until the meeting held to approve the accounts for the year ended 31 December 2003.

Other offices held within the Ipsos group:

France:

Ipsos France (SAS), Chairman,
Ipsos Music, Chairman and Chief Executive Officer,
Ipsos DOM, permanent representative of Ipsos SA.

Italy:

Ipsos-Explorer S.R.L., Director.

United Kingdom:

Ipsos UK, Director.

Office held outside the Ipsos group:

LT Participations, Chairman and Chief Executive Officer.

Other executive directors employed by the Ipsos group:

Jean-Michel Carlo Appointed by the Combined General Meeting of 6 March 2002 to hold office until the
Deputy Chief Executive Officer meeting held to approve the accounts for the year ended 31 December 2007.

Other offices held within the Ipsos group:

France:

Ipsos-Novaction, representative of Ipsos SA,
Ipsos Access Panels Holding, Managing Director.

Belgium:

Inra in Belgium, Director.

United Kingdom:

Ipsos UK, Director.

Sweden:

Ipsos-IMRI Holding AB, Chairman,
IMRI AB, Chairman,
Intervjubolaget pa Härnön AB, Chairman,
Ipsos Sweden AB, Chairman,
Ipsos-Eureka AB, Chairman,
Ipsos ASI AB, Director.

Office held outside the Ipsos group:

View, Director.

Carlos Harding Reappointed at the Ordinary General Meeting of 29 June 1998 to hold office until the
Deputy Chief Executive Officer meeting held to approve the accounts for the year ended 31 December 2003

Other offices held within the Ipsos group:

France:

Ipsos Access Panels France, permanent representative of Ipsos Access Panels Holding,
Ipsos-Stat, Chairman and Chief Executive Officer,
Ipsos-Novaction, Director.

Argentina:

Ipsos-Mora y Araujo, Director,
Ipsos-Mora y Araujo Consultoria S.A., Director.

Australia:

I-view Pty. Ltd., Chairman,
Ipsos Australia Pty Ltd., Director.

Belgium:

Ipsos Brussels, Director,
Inra in Belgium, Director.

Brazil :

Ipsos-Marplan, Director.

Canada :

Ipsos-Insight Inc., Director,
Ipsos Canada Inc., Chairman,
Ipsos-NPD Canada Inc., Chairman.

Chili:

Ipsos-Search Marketing S.A., Director.

Costa Rica:

Ipsos Hispania, Vice-Chairman.

Spain:

Ipsos-Eco Consulting S.A.U., Chairman,
Ipsos-Eco S.A., Chairman.

United-States:

Ipsos-ASI Inc., Director,
Ipsos America Inc., Director,
Ipsos-Insight Inc., Director,
Ipsos USA Inc., Director,
Ipsos FMC Inc., Director,
Ipsos-Loyalty Inc., Director,
Ipsos Reid Public Affairs, Director.

Italy:

Ipsos-ASI, Director,
Ipsos-Explorer S.R.L., Chairman,
Ipsos Explorer Operations S.R.L., Chairman.

Lebanon:

Ipsos-Stat S.A.L., représentant de la société Ipsos Stat, Director.

Mexico:

Bimsa (Buro de Investigacion de Mercados) SA De C.V, Director.

Portugal :

Ipsos (Portugal) Estudos de Mercado LDA, Director.

Romania:

Ipsos-New Media Research, Director.

United Kingdom:

Ipsos Access Panels Services Ltd., Chairman,
Ipsos Access Panels Ltd., Chairman,
Ipsos Cati Centre Ltd., Director,
Ipsos Focus, Director,
Research in Focus Ltd., Director.

Sweden:

Ipsos-IMRI Holding AB, Director,
IMRI AB, Director,
Ipsos-Eureka AB, Director,
Intervjubolaget pa Härnön AB, Director,
Ipsos Sweden AB, Director,
Ipsos-ASI AB, Director.

Asia:

Ipsos Asia Ltd., Director,
Ipsos China Ltd., Chairman,

Simon Kooyman	<p>Ipsos Far East Ltd., Director, Partner Marketing Research Inc., Director, Ipsos Taiwan Ltd., Director.</p> <p>Office held outside the Ipsos group:</p> <p>LT Participations, Director.</p> <p>Appointed by the Combined General Meeting of 18 December 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2008.</p> <p>Other offices held within the Ipsos group:</p> <p><i>Canada:</i></p> <p>Ipsos-Insight Corporation, Vice-Chairman, Ipsos-Reid Corporation, Vice-Chairman, Ipsos Canada Inc., Director, Cantrak Research Inc. (ended on 23/12/03), Director, Ipsos NPD Canada Inc., Vice-Chairman, Ipsos-ASI Ltd, Director.</p> <p><i>United States:</i></p> <p>Ipsos-ASI Inc., Vice-Chairman, Ipsos America Inc., Chairman, Ipsos USA Inc., Chairman, Ipsos-Insight Inc., Vice-Chairman, Ipsos-Reid Public Affairs Inc., Vice-Chairman, Ipsos-FMC Inc., Vice-Chairman, Ipsos-Loyalty Inc., Vice-Chairman.</p>
Laurence Stoclet	<p>Appointed by the Combined General Meeting of 18 December 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2008.</p> <p>Other offices held within the Ipsos group:</p> <p><i>France:</i></p> <p>Ipsos SA, Director.</p> <p><i>Netherlands:</i></p> <p>Ipsos Latin America B.V., Managing Director.</p> <p><i>United States:</i></p> <p>Ipsos-Insight Inc., Director.</p>
Henri Wallard Deputy Chief Executive Officer	<p>Appointed by the Combined General Meeting of 18 December 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2008.</p> <p>Other offices held within the Ipsos group:</p> <p><i>France:</i></p> <p>Ipsos Satisfaction de Clientèle, Chairman and Chief Executive Officer.</p> <p><i>Australia:</i></p> <p>I-View Pty. Ltd., Director.</p> <p><i>United States:</i></p> <p>Ipsos-Loyalty Inc., Chairman.</p>

Independent Directors: Yves-Claude Abescat	<p><i>United Kingdom:</i></p> <p>Research in Focus Ltd., Director.</p> <p><i>China:</i></p> <p>Ipsos Market Survey, Director.</p> <p><i>Taiwan:</i></p> <p>Partner Marketing Research Inc., Director, Ipsos Taiwan Ltd., Director.</p>
Nicolas Bazire	<p>Appointed by the Combined General Meeting of 18 December 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2008.</p> <p>Offices held outside the Ipsos group:</p> <p>Société Générale, Director of the Corporate Investment Bank, member of the SG Group's Executive Committee, François Charles Oberthur Fiduciaire, Director, Société Générale Private Equity, Vice-Chairman, Société Générale Marocaine de Banque, Director, Salvepar, Chairman and Chief Executive Officer, LT Participations, permanent representative of SG Capital Développement, Director, Oberthur Smart Cards, permanent representative of SG Capital Développement, Director, Groupe Gascogne, permanent representative of SG Capital Développement, Director.</p> <p>Appointed by the Combined General Meeting of 6 March 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2007.</p> <p>Offices held outside the Ipsos group:</p> <p>Groupe Arnault, Executive Officer, Rothschild & Cie, Chairman of the Board of Limited Partners, LVMH, Director.</p> <p>Reappointed at the Ordinary General Meeting of 29 May 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2007.</p> <p>Offices held outside the Ipsos group:</p> <p>Sofectec, Director, Idexpo, Director, LT Participations, Director.</p>
Yann Duchesne	<p>Appointed by the Combined General Meeting of 18 December 2002 to hold office until the meeting held to approve the accounts for the year ended 31 December 2008.</p> <p>Offices held outside the Ipsos group:</p> <p>Saft, Chairman, Altran Technologies, Director, Laurent-Perrier, member of the Supervisory Board.</p>
Pierre Haren	<p>Co-opted at the Board Meeting of 1 October 1999 to hold office until the meeting held to approve the accounts for the year ended 31 December 2004.</p> <p>Offices held outside the Ipsos group:</p> <p>Ilog, Chairman, Ecole Nationale des Ponts & Chaussées, Director, Middle Next, Director, Fondation de l'Ecole Polytechnique, Director.</p>

Patrick Sayer Reappointed at the Ordinary General Meeting of 29 June 1998 to hold office until the meeting held to approve the accounts for the year ended 31 December 2003.

Offices held outside the Ipsos group:

Eurazeo, Chairman of the Management Board,
Fraikin, Chairman of the Supervisory Board,
BlueBirds Participations SA (Luxembourg), Chairman and Managing Director,
Eutelsat, member of the Supervisory Board,
Lazard LLC, Colyseo Investment Advisors (UK), Director,
Eurazeo Partners (SAS), Chairman,
Partena, Managing Partner,
Clay Tiles Sponsors (Luxembourg), permanent representative of Lux Tiles SARL
on the Management Board, Director.

1.4 INFORMATION ON THE CANDIDATES

A. Reappointment of directors whose terms have expired

The terms of office of Didier Truchot, Jean-Marc Lech, Carlos Harding and Patrick Sayer will expire on 23 June 2004 during the Combined General Meeting to approve the accounts for the year ended 31 December 2003.

At the 6 May 2004 meeting, the Board of Directors decided to recommend that the General Meeting reappoint Didier Truchot, Jean-Marc Lech, Carlos Harding and Patrick Sayer as directors for a period of six years, or until the Annual General Meeting to be held during 2010 to approve the accounts for the year ending 31 December 2009.

The information required by article 135-5 of the decree of 23 March 1967 on each of the four candidates for the office of director of the Company are listed below:

1. Didier Truchot

Mr. Didier Truchot is the Chairman and Chief Executive Officer of Ipsos.

Aged 57, he founded Ipsos in 1975 and has directed the Company ever since. With his background as an economist, Didier Truchot initiated the policy of standardising research products and expanded the group's activities into effective advertising and the media.

The offices held by Didier Truchot are indicated in section 5.1.3.

He currently owns 100 Ipsos shares.

2. Jean-Marc Lech

Mr. Jean-Marc Lech is the Vice-Chairman and Deputy Chief Executive Officer of Ipsos.

Aged 59, he has been managing the Group alongside Didier Truchot since 1982. Jean-Marc Lech, a graduate in philosophy, sociology and political science, steered the Group's expansion into social research.

The offices held by Jean-Marc Lech are indicated in section 5.1.3.

He currently owns 100 Ipsos shares.

3. Carlos Harding

Mr. Carlos Harding is a Director and Deputy Chief Executive Officer of Ipsos.

Aged 56, Carlos Harding has been in charge of corporate development and acquisitions since 1 January 1991. He also oversees the Group's Latin American operations and is a specialist in marketing and advertising research.

The offices held by Carlos Harding are indicated in section 5.1.3.

He currently owns 2,698 Ipsos shares.

4. Patrick Sayer

Mr. Patrick Sayer is Chairman of the Management Board of Eurazeo.

Aged 46, Patrick Sayer has been the Chairman of Eurazeo's Management Board since 2002. He was previously the Managing Director of the Lazard Bank in Paris and New York.

The offices held by Patrick Sayer are indicated in section 5.1.3.

He currently owns 100 Ipsos shares.

B. Nomination of new directors

As part of its efforts to strengthen corporate governance, the Co-Chairmen of the Ipsos group and the Board of Directors proposed that shareholders nominate two new independent directors at the General Meeting of 23 June 2004.

A director is considered to be independent, according to the guidelines of the Bouton report of September 2002, "when no relations are maintained whatsoever with the company, group or its management that could compromise the director's freedom of judgement".

Consequently, at the 6 May 2004 meeting, the Board of Directors decided to recommend that the General Meeting appoint Mrs Victoire de Margerie and Mr Wladimir Mollof as directors. Neither candidate holds any executive offices within the Company or Group nor has any particular ties with the Company, Group or its management.

The Board of Directors proposes that shareholders appoint Mrs Victoire de Margerie and Mr Wladimir Mollof as directors of the Company for a period of six years, until the Ordinary General Meeting to be held during 2010 to approve the accounts for the year ending 31 December 2009.

The information required by article 135-5 of the decree of 23 March 1967 on each of the two candidates for the office of director of the Company is listed below:

1. Victoire de Margerie

Since 2003, Mrs Victoire de Margerie has been professor of strategy and technology at the Grenoble School of Management as well as the visiting professor of strategy at the HEC Group.

Aged 41, she graduated from the Ecole des Hautes Etudes Commerciales (HEC), the Institut d'Etudes Politiques, Paris and the Université de Droit de Paris Pantheon Sorbonne. After holding management positions within the Atofina group (chemicals and plastics) in Germany and northern Europe from 1986 to 1995, she was named Quality Director for the CarnaudMetalBox packaging group from 1995 to 1997. In 1998, she joined the Pechiney group as Vice-Chairman of the canning bands division in Colmar and then Vice-President and Executive Director of the plastic bottle division in Chicago.

Victoire de Margerie holds the following offices:

- Baccarat, Director
- Société du Louvre, Director and member of the Strategy Committee
- Groupe Bourbon, Director

She does not hold any offices within the Ipsos group.

Currently, she does not own any Ipsos shares and will regularise this situation within the three months following her nomination.

2. Wladimir Mollof

Mr. Wladimir Mollof, aged 61, is Chairman of Altium Capital SAS and Altium Capital Gestion SAS, an investment bank and private equity fund management company.

After holding executive positions within the Dupont de Nemours group in the United States and Europe between 1965 and 1983, Mr. Mollof joined Baring Brothers Hambrecht & Quist in 1984 as Managing Partner responsible for capital investment operations in continental Europe. He was a director for EVCA (European Venture Capital Association) from 1986 to 1989. In 1990, he founded Argos Soditic, a Geneva-based investment firm, in association with SG Warburg Soditic. In 1996, he became the head of Apax Partners Finance, which was renamed Altium Capital after it left from the Apax Partners Finance group.

Wladimir Molloy holds the following offices:

- Altium Capital SAS, Chairman,
- Altium Capital Gestion SAS, Chairman,
- Revillon SAS, Director,
- LTI SA, Director.

He does not hold any offices within the Ipsos group. He served as the permanent representative of Euroknights International Ltd on the Ipsos SA Board of Directors from September 1992 to June 1993.

Currently, Mr. Molloy does not own any Ipsos shares and will regularise this situation within the three months following his nomination.

C. Members of the Board of Directors following the General Meeting of 23 June 2004

If the General Meeting of 23 June 2004 approves the Board's recommendations as indicated above, then the composition of the Board of Directors will be as follows:

Directors holding executive office inside the Ipsos Group:

Didier Truchot, Chairman and Chief Executive Officer,
Jean-Marc Lech, Vice-Chairman and Deputy Chief Executive Officer,
Jean-Michel Carlo, Deputy Chief Executive Officer,
Carlos Harding, Deputy Chief Executive Officer,
Henri Wallard, Deputy Chief Executive Officer,
Simon Kooyman,
Laurence Stoclet.

Directors that do not hold executive office within the Ipsos Group and that have special ties with the Company, Group or its management:

Yves-Claude Abescat,
LT Participations, represented by Pascal Cromback,
Patrick Sayer.

Directors that do not hold executive office within the Ipsos Group and that do not have special ties with the Company, Group or its management:

Nicolas Bazire,
Yann Duchesne,
Pierre Haren,
Victoire de Margerie,
Wladimir Molloy.

2 REMUNERATION OF MEMBERS OF MANAGEMENT BODIES

EXECUTIVE DIRECTORS

In 2003, the members of the Executive Committee of the Management Board (seven members as at 31 December 2003 - see details in section 3.8.1 "Management") received a combined remuneration of €2,628,107.

The variable portion of the remuneration paid to these directors is based on criteria set by the Remuneration Committee and the co-chairmen. The main criteria are: (i) operating profit generated by the Group, its regional divisions or its business lines, according to individual responsibilities; and (ii) earnings per share for the Co-Chairmen.

Pursuant to article L. 225-102-1 paragraph 1 of the Code of Commerce, the Board of Directors' Management Report provides the following individual details on the total remuneration and benefits paid to members of the Board of Directors by the Company and by companies under its control during the previous financial year:

- Didier Truchot, Chairman and Chief Executive Officer, received €368,299
- Jean-Marc Lech, Vice-Chairman, Deputy Chief Executive Officer and Director, received €368,299
- Jean-Michel Carlo, Deputy Chief Executive Officer and Director, received €438,772
- Carlos Harding, Deputy Chief Executive Officer and Director, received €264,494
- Henri Wallard, Deputy Chief Executive Officer and Director, received €338,157
- Laurence Stoclet, Director, received €205,896
- Simon Kooyman, Director, received €644,190

INDEPENDENT DIRECTORS

Other than attendance fees, Yves-Claude Abescat, Nicolas Bazire, Pascal Cromback, Yann Duchesne, Pierre Haren and Patrick Sayer did not receive any remuneration for their duties as directors in 2003.

The General Meeting of 11 June 2003 authorised the Board of Directors to pay attendance fees to directors as from the year ended 31 December 2003. The total annual payment approved by the General Meeting is €50,000.

The Board of Directors decided to set the allocation rules as follows:

Attendance fees are paid to each of the Group's external directors at the end of the year based on €1,000 per board meeting or committee meeting effectively attended during the year. If the total amount of attendance fees for the year exceeds the total annual payment authorised by the General Meeting, then the fee per meeting will be reduced on a pro-rata basis. The Board of Directors also decided that half of the attendance fee, or €500, would be paid for meetings attended via telephone.

In compliance with these rules, attendance fees for the year 2003 amounted to €27,000 and were allotted as follows:

- Yves Claude Abescat attended the equivalent of 5 meetings and received €5,000
- Nicolas Bazire attended the equivalent of 1 meeting and received €1,000
- Pascal Cromback attended the equivalent of 6.5 meetings and received €6,500
- Yann Duchesne attended the equivalent of 5 meetings and received €5,000
- Pierre Haren attended the equivalent of 4 meetings and received €4,000
- Patrick Sayer attended the equivalent of 5.5 meetings and received €5,500, paid to Eurazeo

SHARE SUBSCRIPTION OR PURCHASE OPTIONS

Article L. 225-184 of the Code of Commerce requires a special report to be provided to shareholders each year regarding the transactions executed by the Company under the provisions of articles L. 225-177 to L. 225-186 of the Code of Commerce relating to share purchase or share subscription options.

A. Options granted

The Board of Directors did not grant any share subscription or purchase options to any corporate officers or employees during 2003.

B. Options exercised

Options exercised during the 2003 financial year enabled holders to subscribe to a total of 43,360 Company shares at an average price of €20.96.

Options exercised by Company officers and the ten employees and non-corporate officers who exercised the most options are listed below:

1. Company officers:

Didier Truchot (Chairman and Chief Executive Officer) exercised 3,598 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Jean-Marc Lech (Vice-Chairman and Deputy Chief Executive Officer) exercised 3,598 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Carlos Harding (Deputy Chief Executive Officer) exercised 3,598 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

2. Excluding corporate officers, the following ten employees exercised the most options during the year:

Michael Hoppe exercised 3,598 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each, and 3,200 options attributed by the Board of Directors on 10 May 1999 at a price of €22.87 each

Dawn Mitchell exercised 3,598 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Roger Calverley exercised 1,900 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each, and 1,156 options attributed by the Board of Directors on 10 May 1999 at a price of €22.87 each

Franck Alves exercised 1,130 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each, and 1,360 options attributed by the Board of Directors on 10 May 1999 at a price of €22.87 each

Sophie Lalanne Labeyrie exercised 1,944 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Hevia Carreras exercised 1,682 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Nicola Ronchetti exercised 922 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each, and 636 options attributed by the Board of Directors on 10 May 1999 at a price of €22.87 each

Antoine Moreau exercised 1,554 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Dirk Behrens exercised 1,360 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Ulrich Boes exercised 1,360 options attributed by the Board of Directors on 28 July 1998 at a price of €20.58 each

Share subscription or share purchase options granted to and exercised by each Company officer

Company officer	Options granted during the year			Options exercised during the year	
	Number of options (number of shares that may be purchased)	Price (euros)	Final exercise date	Number of shares subscribed to or purchased	Subscription or purchase price per share
Didier Truchot	none	-	-	3,598	20.58
Jean-Marc Lech	none	-	-	3,598	20.58
Carlos Harding	none	-	-	3,598	20.58
Jean-Michel Carlo	none	-	-	none	-
Simon Kooyman	none	-	-	none	-
Laurence Stoclet	none	-	-	none	-
Henri Wallard	none	-	-	none	-

*Subscription or share purchase options granted to and exercised**by the ten employees awarded the highest number of options (excluding Company officers)*

(in euros)	Total number of options granted/ shares subscribed to or purchased	Weighted average price per share
Options granted during the year by Ipsos and relevant group companies to the ten employees of these companies awarded the highest number of options	none	-
Options to purchase shares in Ipsos group companies exercised during the year by the ten employees who purchased or subscribed to the most shares	25,400	21.13

3 INTERNAL CONTROL PROCEDURES ESTABLISHED WITHIN THE COMPANY

Pursuant to the provisions of article L.225-37 of the Code of Commerce, the Chairman of the Board of Directors must render an account of the preparations and organisation of the Board's work and the internal control procedures established within the company in a report which is appended to the Board of Directors' Management Report.

The preparation and organization of the Board's work are described in the sections above. This section reproduces the major provisions of the Chairman's report as regards internal control.

A - DEFINITION AND PURPOSE OF INTERNAL CONTROL AT IPSOS

The term 'internal control' refers to all the control systems established by or at the request of General Management with a view to controlling:

- the reality and efficacy of operations,
- the reliability of reporting
- compliance with the laws and regulations in force
- protection of the company's assets.

The general objective of the internal control system is to anticipate and control risks arising from the company's activity, as well as risks of error or fraud, in particular as concerns financial and accounting matters. Like any control system, it cannot provide an absolute guarantee that these risks have been eliminated and depends very largely on individual respect of the procedures put in place.

Ipsos aims to control these risks by making every effort to implement measures whose purpose is to ensure that actions taken to manage or execute operations and employee practices are performed within a framework defined by the company's management bodies, the laws and regulations in force and the company's internal regulations.

These procedures also aim to ensure that the accounting, financial and management information communicated to the company's management bodies gives a true and fair picture of the group's activity and its position.

B - GENERAL ORGANIZATION OF INTERNAL CONTROL PROCEDURES AND OVERALL PRESENTATION OF THE PROCEDURES ESTABLISHED BY THE COMPANY**1 - Structures responsible for control activities within the company**

Apart from the Board of Directors and the committees whose role and operation are described above, General Management has set up a certain number of departments, whose sphere of action includes elaborating policies and procedures allowing the group to achieve its different goals, as well as the control procedures aimed at ensuring respect of these internal regulations, and, more generally, the rules and regulations applicable to the group's activity and corporate life.

The following divisions are more specifically involved in internal control:

- the finance department
- the legal department
- the IT department
- the human resources department
- the corporate development department.

With the exception of the corporate development department, similar structures are generally put in place at regional and national level.

the finance department

The group's finance department encompasses the functions of management accounting and control, accounting and consolidation, cash management and management of financial information systems. It is supported by local financial teams working at regional and national level.

The management accounting and control function is responsible for monitoring the quality of economic information and overall supervision of the quality of closing and reporting operations. It also monitors the performance of operational units based on forecasts established by means of budget procedures, and may suggest corrective actions when necessary.

The heads of the accounting function supervise the work of the accounting teams and ensure the quality of the accounting information produced.

The group's CFO is also responsible for implementing the group's financing policy and supervises its application in the subsidiaries.

The finance directors responsible for subsidiaries and at national and regional level guarantee the quality of the accounting and financial information reported to the group's central bodies by the entities which they supervise.

Finance directors occupy a key role at national and regional level and appointments to these functions are carefully examined by the group's central financial division to ensure that the people appointed have the required level of expertise.

the legal department

The main tasks of the group's legal department are to:

- execute and ensure the security of all group operations and transactions
- implement the systems set up by the group to control its subsidiaries and assets
- ensure smooth operation of corporate life in the group as a whole.

Where possible, the management bodies of all significant subsidiaries include at least one member of the group's General Management. The legal division is also responsible for defining the limitations on managers' individual powers.

the information systems department

The information systems department makes an active contribution to controlling risks, since it is responsible for:

- elaborating and implementing the rules and standards applicable to the group with respect to information technology
- elaborating and implementing good management policies and procedures
- approving and managing multinational projects and providing assistance for managing large-scale regional projects
- setting up the necessary procedures for securing the group's technological operations.

the human resources department

The remit of the human resources department includes:

- developing methods and rules for human resources management
- supervising the different variable remuneration programs set up within Ipsos
- supervising implementation of a consistent human resources policy throughout the different group companies.

As well as establishing the different human resources systems and policies, the group's human resources division is directly involved in follow-up of all the group's senior executives.

the corporate development department

The corporate development department is responsible for identifying potential acquisition targets and ensuring the security of all such transactions undertaken by the group, in collaboration with the finance and legal departments.

A detailed review of the target company is undertaken for each acquisition, with the assistance of outside experts, notably to ensure the veracity of financial data and the financial information system and audit risks of all types. Newly consolidated companies are very closely monitored during the first few years to ensure that the different internal policies and procedures are correctly implemented.

2 - Significant control procedures put in place

Ipsos has adopted a Green Book which details the organization, structures and procedures set up in the group. It also describes the professional obligations, rules and principles that must be respected.

The different departments mentioned above also define a general policy broken down into specific procedures applicable to their field of intervention, which are then implemented by regional management.

This reference document lists the major risks identified and specifies the preventive and remedial measures implemented (chapter 3.9).

C - ORGANIZATION AND SPECIFIC PRESENTATION OF INTERNAL CONTROL PROCEDURES WITH RESPECT TO THE PREPARATION OF FINANCIAL AND ACCOUNTING INFORMATION

1 - Control of the preparation of financial and accounting information

The subsidiaries prepare detailed monthly financial reports. Twice a year, they also prepare the exhaustive consolidation file required to prepare the consolidated financial statements. Reviews of results and forecasts are carried out very regularly to ensure that the targets set will be achieved and, if not, to take any corrective action that might be necessary.

Accounting rules are defined in a group manual. Explanatory notes are issued for each order, emphasizing subjects to be given particular attention as a function of changes in accounting rules or problems that may have been identified in previous years.

Consolidation of accounting data is based on a statutory consolidation IT system which is widely recognized and used by numerous listed groups.

A timetable for reporting information is disseminated within the group to allow the various accounting teams to organize their work and identify any delays or difficulties as soon as possible.

The information reported by the different subsidiaries complies with French accounting principles (CRC n° 99-02). These consolidation files are controlled by a central team which verifies the accounting options used throughout the year and carries out elimination and consolidation operations. It also verifies those items that present the highest degree of risk.

The statutory auditors intervene locally through their network, in virtually all the subsidiaries.

2 - Future developments and outlook

As part of efforts to implement IFRS standards and in keeping with the desire of the group's management teams to focus particularly on the accounting principles applied within the group, the manual of accounting principles and procedures

will be reviewed in 2004. Formal application of procedures should reinforce the control environment in the medium term. The revised manual will be disseminated throughout the group and will be covered by specific training programs.

D - LIMITATIONS ON THE POWERS OF THE CHIEF EXECUTIVE OFFICER AND DEPUTY CHIEF EXECUTIVE OFFICERS

The Board of Directors has not specified any particular limitations on the powers of the Chief Executive Officer or the Deputy Chief Executive Officers to represent the company.

4 STATUTORY AUDITORS' REPORT ON INTERNAL CONTROL PROCEDURES

Report of the Statutory Auditors, drawn up pursuant to the final paragraph of article L.225-235 of the Code of Commerce, on the report of the Chairman of the Board of Directors of Ipsos as concerns internal control procedures in respect of the preparation and processing of accounting and financial information.

To the shareholders,

In our capacity as the statutory auditors of Ipsos, and in accordance with the final paragraph of article L.225-235 of the French Code of Commerce, we hereby present our report on the report by the Chairman of your company in accordance with article L.225-37 of the French Code of Commerce for the year ended 31 December 2003.

It is for management, under the responsibility of the Board of Directors, to define and implement appropriate and effective internal control procedures. It is for the Chairman, in his report, to give an account of the conditions of the preparation and organisation of the tasks of the Board of Directors and the internal control procedures implemented by the company.

It is our responsibility to report our observations on the information and assertions set out in the Chairman's report concerning the internal control procedures relating to the preparation and processing of accounting and financial information.

We conducted our review in accordance with French auditing standards. These standards require the auditor to perform such tests and procedures as to assess the fairness and accuracy of the information given in the Chairman's report concerning the internal control procedures relating to the preparation and processing of accounting and financial information. These procedures consisted notably of:

- reviewing the objectives and general organization of internal control, likewise the internal control procedures used to prepare and process accounting and financial information, as presented in the Chairman's report
- reviewing the work carried out in order to produce the information given in the report.

As a result of this audit, we have no comments to make on the information given in respect of the company's internal control procedures concerning the preparation and processing of the accounting and financial information contained in the Chairman's report, drawn up pursuant to the provisions of the final paragraph of article L. 225-37 of the Code of Commerce.

23 april 2004

Cogerco - Flipo
Membre de Deloitte



Francis Pons

Ernst & Young Audit



Jacques Rigo

5 PROVISION OF INFORMATION TO SHAREHOLDERS AND INVESTORS

The Company communicates with its shareholders at least once a year at its Annual General Meeting. It also regularly issues press releases to all business and financial media, reporting its quarterly revenues, interim and full-year results and any major events affecting the Group.

All prospectuses, annual reports and other information memorandums, as well as press releases, are available in French and English on the Group's web site (www.ipsos.com) and on request from the Company.

At least two analyst meetings a year are organized for members of the SFAF (French financial analyst's association) to present the full-year and interim financial statements, and these are generally followed by a series of other presentations in France and abroad.

The Group's management frequently meets with journalists, analysts and investors at their request (contact Mrs Laurence Stoclet, Chief Financial Officer - see section 1.5 above).

RESOLUTIONS TO BE PRESENTED TO THE ORDINARY GENERAL MEETING

ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the Company financial statements for the year ended 31 December 2003

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors and the Statutory Auditors' report on the year ended 31 December 2003, approves the Company financial statements for the year ended 31 December 2003 including the balance sheet, the income statement and notes to the financial statements as presented, as well as the transactions reflected in these financial statements and summarised in these reports. It thus approves the net profit for the year then ended of €12,553,258.49.

Accordingly, it grants final discharge to the members of the Board of Directors for the performance of their duties during said financial year. The General Meeting also grants final discharge to the Statutory Auditors for the performance of their assignment.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended 31 December 2003

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2003 including the consolidated balance sheet, income statement and notes to the financial statements as presented, as well as the transactions reflected in these financial statements and summarised in these reports.

THIRD RESOLUTION

Appropriation of profits and payment of the dividend

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors and the Statutory Auditors' report on the financial statements, notes that the parent company's profit for the financial year amounts to:

€12,553,258.49

decides to allocate to the legal reserve an amount of:

€4,336.00

Taking into account retained earnings brought forward amounting to:

€11,295,173.62

the General Meeting notes that the profit available for distribution amounts to:

€23,844,096.11

It approves the proposals put forward by the Board of Directors concerning its appropriation.

The General Meeting decides to pay a unit dividend of €0.85 per share entitling shareholders to receive a tax credit at the rate provided for in the tax rules in force, it being stated that:

- shares issued subsequent to the exercise of share subscription options prior to the dividend payment date shall give entitlement to the dividend unless otherwise stipulated in the rules of the option schemes;

- shares held by the Company on the dividend payment date shall not give entitlement to the dividend.

The dividend will be paid on 2 July 2004.

On the basis of the 7,047,957 shares representing the share capital at 31 December 2003, the appropriation of profit available for distribution would be:

dividends to shareholders €5,990,763.45

withholding tax (précompte mobilier) €204,637.00

retained earnings carried forward €17,648,695.66

The Ordinary General Meeting notes that the amounts distributed as dividends in respect of each of the three previous financial years were as follows:

Exercice	Net dividend per share	Tax credit	Gross per share
2002	0.30 euros	0.15 euros	0.45 euros
2001	0.26 euros	0.13 euros	0.39 euros
2000	0.25 euros (1.65 FF)	0.13 euros (0.82 FF)	0.38 euros (2.47 FF)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the Special Report of the Statutory Auditors on related party agreements referred to in Article L. 225-38 of the French Commercial Code with respect to the year ended 31 December 2003, notes the findings of this report and approves the relevant agreements.

FOURTH RESOLUTION

Agreements involving directors of the Company

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the Special Report of the Statutory Auditors on related party agreements referred to in Article L. 225-38 of the French Commercial Code with respect to the year ended 31 December 2003, notes the findings of this report and approves the relevant agreements.

FIFTH RESOLUTION

Authorisation of the Board of Directors to issue bonds, related securities or other debt securities

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors,

- cancels the unused portion of the authorisation granted by shareholders through the Fifth Resolution of the Ordinary General Meeting of 11 June 2003;

- authorises the Board of Directors to create and issue at its sole discretion, on one or more occasions and in France, abroad and/or on international markets or both, bonds or similar securities (including redeemable, perpetual or fixed-term debt subordinated notes) or any other securities conferring, in a single issue, the same debt on the Company with or without warrants attached entitling holders to the allocation, acquisition or subscription of other bonds, similar securities or other securities conferring such a debt on the Company.

The General Meeting decides that:

- the maximum nominal amount that may be issued for all the aforementioned securities to be issued may not exceed €250 million, or the equivalent amount in foreign currencies or in currency units established by reference to several currencies, it being stipulated that the maximum nominal amount shall apply overall to the bonds or similar securities, as well as to any other debt securities issued immediately or subsequent to the exercise of warrants, exclusive of any redemption premiums provided for.

- this authorisation shall be valid for a period of five years from the date of this General Meeting.

The Meeting grants full powers to the Board of Directors, including the ability to delegate such tasks pursuant to the law, to:

- issue the borrowing(s) up to the limit set above and determine the date of issuance, type of securities to be issued, amount and issue currency.

- determine the characteristics of the securities to be issued and, in particular, their nominal value, coupon ranking date, their issue price, any issue premium where appropriate, their interest rate, whether fixed or floating, the interest payment date, the means of determining floating-rate interest rates, and potentially interest capitalisation terms and conditions,

- set, in accordance with market terms and conditions, the terms of amortisation and/or early redemption of securities issued, where appropriate with a fixed or variable premium, and or buy-back by the Company;
- decide, where appropriate, to grant a guarantee or collateral in respect of the securities to be issued, and determine the nature and characteristics thereof;
- and in general, set all the terms and conditions of each issue, contract all agreements with any banks and other organisations, take all measures, carry out all the required formalities, and generally do all that is necessary.

SIXTH RESOLUTION

Renewal of a director's term of office

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the term of office as director of:

Didier Truchot, residing at 47 rue des Rigoles in Paris (75020),

comes to an end today, decides on the recommendation of the Board of Directors to renew his term of office as director for a further term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Didier Truchot has let it be known that he accepts the renewal of his duties as director and that he satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that he satisfies the age limit rules laid down in the by-laws.

SEVENTH RESOLUTION

Renewal of a director's term of office

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the term of office as director of:

Jean-Marc Lech, residing at 8 rue Dupont des Loges in Paris (75007),

comes to an end today, decides on the recommendation of the Board of Directors to renew his term of office as director for a further term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Jean-Marc Lech has let it be known that he accepts the renewal of his duties as director and that he satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that he satisfies the age limit rules laid down in the by-laws.

EIGHTH RESOLUTION

Renewal of a director's term of office

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the term of office as director of:

Carlos Harding, residing at 45-49 rue de la Quintinie in Paris (75015),

comes to an end today, decides on the recommendation of the Board of Directors to renew his term of office as a director for a further term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Carlos Harding has let it be known that he accepts the renewal of his duties as director and that he satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that he satisfies the age limit rules laid down in the by-laws.

NINTH RESOLUTION

Renewal of a director's term of office

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the term of office as director of:

Patrick Sayer, residing at 125 boulevard Maeshherbes in Paris (75017),

comes to an end today, decides on the recommendation of the Board of Directors to renew his term of office as director for a further term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Patrick Sayer has let it be known that he accepts the renewal of his duties as a director and that he satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that he satisfies the age limit rules laid down in the by-laws.

TENTH RESOLUTION

Appointment of a new director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, decides to appoint:

Victoire de Margerie, residing at 179 rue de la Croix Nivert in Paris (75015),

as director for a period of six years, with her term of office due to expire at the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Victoire de Margerie has let it be known that she accepts the renewal of his duties as a director and that she satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that she satisfies the age limit rules laid down in the by-laws.

ELEVENTH RESOLUTION

Appointment of a new director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, decides to appoint:

Wladimir Mollof, residing at 16 avenue Pierre 1er de Serbie in Paris (75016),

as director for a period of six years, with his term of office due to expire at the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Wladimir Mollof has let it be known that he accepts the renewal of his duties as director and that he satisfies all the conditions laid down in law and the regulations in force, especially as regards the number of directorships that any one person may hold at any one time and that he satisfies the age limit rules laid down in the by-laws.

TWELFTH RESOLUTION

Renewal of the appointment of one of the Principal Statutory Auditors

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the appointment of one of the Principal Statutory Auditors, namely Ernst & Young Audit domiciled at Tour Ernst & Young, La Défense (92037 Paris La Défense Cedex), comes to an end today, decides to renew its appointment as Principal Statutory Auditor for another term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Ernst & Young Audit has let it be known that it accepts the renewal of its duties as Principal Statutory Auditor and that it satisfies all the conditions laid down in law and the regulations in force.

THIRTEENTH RESOLUTION**Renewal of the appointment of one of the Alternate Statutory Auditors**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, and noting that the appointment of one of the Alternate Statutory Auditors, namely Bruno Perrin, domiciled at 100 rue Raymond Losserand in Paris (75014), comes to an end today, decides to renew his appointment as Alternate Statutory Auditor for another term of six years until the close of the Ordinary General Meeting to be held during 2010 to approve the financial statements for the year ended 31 December 2009.

Bruno Perrin has let it be known that he accepts the renewal of his duties as an Alternative Statutory Auditor and that he satisfies all the conditions laid down in law and the regulations in force.

FOURTEENTH RESOLUTION**Ratification of the transfer of the registered office**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors, decides to ratify the decision to transfer the Company's registered office to 35 rue du Val de Marne, 75013 Paris, taken by the Board of Directors at its meeting on 2 March 2004.

FIFTEENTH RESOLUTION**Authorisation of the Board of Directors to purchase, hold or transfer the Company's shares**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after acknowledging the report of the Board of Directors and the details appearing in the note d'information [information memorandum] approved by the Autorité des Marchés Financiers [French market watchdog], authorises the Company, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, to repurchase its own shares in an amount not exceeding 10% of its share capital as at the date of this General Meeting, subject to the following conditions:

- the maximum purchase price may not exceed €140 per share, it being stipulated that in the event of transactions involving the Company's share capital and, in particular, the capitalisation of reserves and bonus issues of shares and increase and decreases in par value, the aforementioned prices shall be adjusted accordingly;
 - the total amount allocated to the share repurchase programme may not exceed €98,671,300;
 - this authorisation shall remain valid for a period of 18 months from the date of this General Meeting;
 - the acquisitions made by the Company under this authorisation may not in any circumstances lead it to hold, directly or indirectly, more than 10% of the shares representing the share capital;
 - shares may be purchased, sold or transferred, including during public offers, provided that the latter is exclusively for cash, by any means, and, in particular, on the market or over-the-counter, including block purchases or sales, through the use of derivative financial instruments, warrants or negotiable securities conferring rights to shares in the Company or through the implementation of option strategies subject to the conditions laid down by the market authorities, at any time decided by the Board of Directors or by the person to whom the Board of Directors delegates this task.
- These share purchases may be effected with a view to any purpose permitted in law, the objectives of this programme being, in descending order of priority:
- buying and selling shares to stabilise the share price by systematically trading against current trends;
 - buying and selling shares according to specific market situations;
 - holding said shares, disposing of them or generally transferring them, in particular by way of exchange or allotment in connection with mergers and acquisitions or as part of an asset and financial management strategy;
 - cancelling all or some of said shares subject to the adoption of the Twenty-fourth resolution shown below;
 - implementing any employee share or stock option purchase plan under the conditions laid down in law, notably pursuant to Articles L. 443-1 et seq. of the French Labour Code and Articles L. 225-177 et seq. of the French Commercial Code;
 - allocating shares to employees under employee profit-sharing plans or corporate or group savings plans;

- enabling the delivery of shares following the exercise of rights attached to negotiable securities conferring rights to the Company's shares upon the conversion, exchange, redemption, presentation of a warrant or in whatever manner.

The Board of Directors shall inform shareholders, at the Annual General Meeting, of any share purchases, transfers or sales effected.

Full powers are granted to the Board of Directors, with the ability to delegate such tasks, to issue any stock market orders, enter into any agreements, prepare any documents, notably for information purposes, complete any formalities and make any declarations to any organisations and generally do all that is necessary.

THE EXTRAORDINARY GENERAL MEETING**SIXTEENTH RESOLUTION****Authorisation of the Board of Directors to issue shares and negotiable securities conferring rights to the Company's shares with preferential subscription rights for shareholders**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors and having formally noted that the share capital is fully paid-up, and deliberating in accordance with the provisions of Article L. 225-119-III of the French Commercial Code, notably sub-paragraph 3:

- cancels, with immediate effect, the unused portion of the authorisation granted by shareholders through the First Resolution of the Extraordinary General Meeting of 11 June 2003,
- and confers on the Board of Directors for a period of 26 months from the date of this General Meeting, the powers required to issue, with preferential subscription rights for shareholders, shares in the Company or negotiable securities including unattached warrants gratuitously or for valuable consideration conferring immediate and/or future rights to Ipsos shares, to be settled by way of cash or capitalisation of debt.

The maximum immediate or future increase in the share capital that may result from any issues carried out pursuant to this authorisation is set at a nominal amount of €3 million, it being stipulated that:

- (i) up to this maximum amount,
 - . issues of bonds with share warrants attached may not lead to an increase in the total nominal amount of the share capital in excess of €3 million,
 - . the total nominal amount of the capital increase required upon the exercise of the unattached subscription warrants may not exceed €3 million,
- all the aforementioned maximum amounts are set without taking into account the nominal amount of the shares to be issued, where appropriate, in respect of adjustments made, in accordance with the law, to protect the rights of holders of negotiable securities, including unattached subscription warrants, conferring future rights to the Company's shares, on the basis of this authorisation,
- (ii) and that:
 - . the issue of preference shares with voting rights,
 - . the issue of priority dividend shares without voting rights,
 - . the issue of investment certificates,
 - . the issue of negotiable securities, including unattached subscription warrants, conferring immediate and/or future rights to preference shares with voting rights, non-voting priority dividend shares or investment certificates;
- are explicitly excluded.

The negotiable securities conferring rights to Ipsos shares thus issued may be bonds or be linked with the issue of such instruments or enable their issue as intermediate instruments. They may take the form of subordinated or unsubordinated, perpetual or fixed-term debt securities denominated in euros, in any currency other than the euro or in any other currency unit established by reference to several currencies. The maximum nominal amount of the debt securities issued may not

exceed €250 million or the equivalent value on the date the issue is decided, it being stipulated that this amount is common to all the debt securities, issuance of which is delegated to the Board of Directors pursuant to the following three resolutions submitted for the approval of this General Meeting, but that it is independent of the amount of debt securities not conferring rights to shares, issuance of which was authorised pursuant to the preceding Fifth Resolution. The duration of the borrowings may not exceed 50 years, this duration being limited to a maximum of 20 years for debt securities convertible into, redeemable in or otherwise transformable into shares. They may carry a fixed or variable rate of interest, which may be capitalised, and they may be repaid in one or more instalments, with or without a premium. Furthermore, debt securities may be repurchased on the stock market or be the subject of a public tender or exchange offer by the Company.

The Board of Directors may institute a right for shareholders to subscribe for excess shares and negotiable securities issued, which shall be proportional to their rights up to the amount they request. Should subscriptions by way of right and, where appropriate, for excess shares, fail to cover the total amount of the issue, the Board of Directors may, in the order it deems appropriate, either limit, in accordance with the law, the issue to the amount of subscriptions received provided that this stands at no less than three-quarters of the issue decided at the outset, or by allocating freely all or some of the unsubscribed shares, by offering to investors through a public offering all or some of the unsubscribed shares on the French and/or international market and/or outside France.

The General Meeting notes and decides, as needs be, that this authorisation:

- entails the waiver by shareholders of their preferential right to subscribe shares to which said negotiable securities may confer immediate or future rights in favour of negotiable securities holders;

- and includes the explicit waiver by shareholders of their preferential right to subscribe shares to which those negotiable securities in the form of convertible bonds and shares to which any subscriptions issued independently may confer rights.

The Board of Directors shall determine the characteristics, amount and terms of any issue, as well as the method by which the securities issued should be paid-up. In particular, it shall determine the class of securities issued and shall set, based on the indications stated in its report, their subscription price, with or without a premium, their record date, which may be retroactive, as well as, where appropriate, the duration, price and any other terms regarding the exercise of warrants or any other rights attached to shares or negotiable securities or the terms under which said securities shall confer rights to shares, it being stipulated that these terms may comprise the delivery of shares already issued by the Company, subject to the following conditions:

a) the issue price of the negotiable securities (including unattached subscription warrants in return for consideration) other than shares shall be such that the amount received immediately by the Company, plus, where appropriate, any amount received subsequently by the Company, for each share issued subsequent to the issue of these negotiable securities, is at least equivalent to 60% of the average opening price of the share on the Premier Marché of Euronext Paris S.A. for ten consecutive sessions chosen from among the 20 trading sessions preceding the commencement of the issue, adjusted, where necessary, to take into account the difference in record dates;

it being stipulated that the exercise price for unattached warrants allocated gratuitously shall be such that, for each share, the amount received by the Company, shall be at least equivalent to 60% of the average of the adjusted average share price defined above;

b) bonds shall be converted, redeemed or otherwise transformed taking into account the nominal value of the bond, into a number of shares, such that the amount received by the Company for each share, shall be at least equivalent to 60% of the adjusted average share price defined in paragraph a) above.

The General Meeting decides that the Board of Directors shall be granted, as required by law, full powers, including that of delegation within the terms and conditions laid down by law, to carry out this resolution, notably by entering into any agreements for this purpose, particularly with a view to successfully completing any issue and conducting the aforementioned issues on one or more instalments, in the proportions and at the times it deems appropriate, either in France and/or, as appropriate, abroad and/or on the international market, leading to a capital increase, as well as postponing it, where necessary, taking due note of its completion, amending the by-laws accordingly, carrying out all the formalities, making any declarations and requesting any authorisations that would be required for the execution and proper completion of these issues.

The General Meeting states that the Board of Directors:

- must determine, in accordance with the law, the terms under which negotiable securities (including warrants) conferring rights to shares may be adjusted and shall have the option of suspending the exercise of the rights attached to these negotiable securities and warrants for a maximum period of three months;

- must adjust, under the conditions laid down in law and/or agreements, as a consequence of any issue carried out on the basis of this resolution, the terms of future rights to shares provided by previously issued securities (including warrants).

- must take any measures and carry out all the necessary formalities for the admission of the rights, shares, negotiable securities and warrants issued for trading on a regulated market;

- may set the conditions for the allotment and exercise of unattached subscription warrants, and determine the terms and conditions for the purchase on the stock market or for a tender or exchange offer for negotiable securities and/or warrants or bonus shares, as well as for the redemption of such negotiable securities or warrants;

- may deduct expenses arising from the issue of shares or negotiable securities from the share premiums deriving from capital increases and transfer amounts from these premiums to bring the legal reserve to one-tenth of the amount of the share capital resulting from such increases.

SEVENTEENTH RESOLUTION

Authorisation of the Board of Directors to issue shares and negotiable securities conferring rights to the Company's shares without preferential subscription rights for shareholders

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors and having taken due note that the share capital is fully paid-up, and deliberating in accordance with the provisions of Article L. 225-119-III of the French Commercial Code, notably paragraph 3:

- cancels, with immediate effect, the unused portion of the authorisation granted by shareholders through the Second Resolution of the Extraordinary General Meeting of 11 June 2003;

- and confers on the Board of Directors for a period of 26 months from the date of this General Meeting, the powers required to issue shares in the Company or negotiable securities including unattached warrants in return for valuable consideration conferring immediate and/or future rights to Ipsos shares, to be settled by way of cash or capitalisation of debt, and decides to cancel shareholders' preferential subscription rights to these shares and negotiable securities.

The maximum immediate or future increase in the nominal amount of the share capital that may result from any issues carried out pursuant to this authorisation is covered by the maximum amount of €3 million set by the previous resolution, it being stipulated that:

(i) up to this maximum amount, the maximum limits also laid down in the preceding resolution apply with respect to:

- . issues of bonds with share warrants attached, whether such bonds be issued by the Company itself or by a company in which it holds, directly or indirectly, over half of the share capital,

- . the total nominal amount of the capital increase required upon the exercise of the unattached subscription warrants, all the aforementioned maximum amounts do not take into account the nominal amount of the shares to be issued, where appropriate, in respect of adjustments made, in accordance with the law, to protect the rights of holders of securities, including unattached subscription warrants, conferring future rights to the Company's shares, on the basis of this authorisation,

(ii) and that:

- . the issue of preference shares with voting rights,

- . the issue of priority dividend shares without voting rights,

- . the issue of investment certificates,

- . the issue of negotiable securities, including unattached subscription warrants, conferring immediate or future rights to

preference shares with voting rights, non-voting priority dividend shares and investment certificates; are explicitly excluded:

The negotiable securities conferring rights to Ipsos shares thus issued may be bonds or be linked with the issue of such securities or enable their issue as intermediate instruments. The provisions concerning negotiable securities of the same type that may be issued on the basis of the preceding resolution shall apply to their issue, during their existence and to their conversion into shares, their redemption or amortisation. The maximum nominal amount of the debt securities issued may not exceed €250 million or the equivalent value as of the date the issue is decided, it being stipulated that this amount is common to all the debt securities, issuance of which is provided for by the preceding resolution and the following two resolutions, but that it is independent of the amount of debt securities not conferring rights to shares, issuance of which was authorised pursuant to the aforementioned Fifth Resolution.

For issues made on the French market, the Board of Directors may institute a priority right for shareholders to subscribe by way of right and/or for excess shares or negotiable securities, for which it shall set the terms and conditions governing their exercise, without giving rise to the creation of negotiable rights. Shares not subscribed pursuant to this right shall be placed with investors through a public placement in France and/or abroad and/or on the international market.

Should subscriptions, including, where appropriate, those by shareholders, fail to cover the total amount of the issue, the Board of Directors may limit the size of the issue to the amount of subscriptions received provided that this stands at no less than three-quarters of the issue decided.

The General Meeting formally notes and decides, as needs be, that this authorisation:

- entails the waiver by shareholders of their preferential right to subscribe shares to which said negotiable securities may give immediate or future rights in favour of negotiable securities holders;
- and includes the explicit waiver by shareholders of their preferential right to subscribe shares to which those securities in the form of convertible bonds and shares to which any unattached share subscription warrants may confer entitlement.

The Board of Directors shall determine the characteristics, amount and terms of any issue, as well as the method by which the securities issued should be paid-up. In particular, it shall determine the class of securities issued and shall set, based on the indications stated in its report, their subscription price, with or without a premium, their record date, which may be retroactive, as well as, where appropriate, the duration, price and any other terms regarding the exercise of warrants or any other rights attached to shares or negotiable securities or the terms under which said securities shall confer rights to shares, it being stipulated that these terms may comprise the delivery of shares already issued by the Company, subject to the following conditions:

- a) the issue price of the shares shall be at least equal to the average opening price of the shares on the Premier Marché of Euronext Paris S.A. for ten consecutive sessions chosen from among the 20 trading sessions preceding the commencement of the issue, adjusted, where necessary, to take into account the difference in the record dates;
- b) the issue price of the negotiable securities (including unattached subscription warrants) other than shares shall be such that the amount received immediately by the Company, plus, where appropriate, any amount received subsequently by the Company, for each share issued subsequent to the issue of these negotiable securities, is at least equivalent to the adjusted average share price defined in paragraph a) above;
- c) bonds shall be converted, redeemed or otherwise transformed taking into account the nominal value of the bond, into a number of shares, such that the amount received by the Company for each share, shall be at least equivalent to the adjusted average share price defined in paragraph a) above.
- d) in the event that the provisions of Article L. 225-136-2 of the French Commercial Code are amended, the aforementioned provisions would automatically be superseded immediately by the new rules of law applicable.

The General Meeting decides that the Board of Directors shall be granted, as required by law, full powers, including that of delegation within the terms and conditions laid down by law, to carry out this resolution, notably by entering into any agreements for this purpose, particularly with a view to successfully completing any issue and conducting the aforementioned issues on one or more instalments, in the proportion and at the times it deems appropriate, either in France and/or, as appropriate, abroad and/or on the international market, leading to a capital increase, and, where necessary, postpone such issues, take due note of its completion, make the corresponding amendments to the by-laws, as well as carrying out any formalities, making any declarations and requesting any authorisations that would be required for the completion and proper completion of these issues.

The General Meeting specifies that the Board of Directors, under the terms and conditions laid down in the preceding resolution:

- must determine the terms under which negotiable securities conferring rights to shares may be adjusted and may suspend the exercise of their rights;
- may have any rights, shares and negotiable securities admitted for trading on a regulated market;
- may determine the terms and conditions for the purchase, exchange or repayment of these shares and negotiable securities on the stock market,
- may deduct expenses arising from the issue of shares or negotiable securities from the share premiums deriving from capital increases and transfer amounts from these premiums to the legal reserve.

EIGHTEENTH RESOLUTION

Authorisation of the Board of Directors to issue shares and negotiable securities conferring rights to the Company's shares in the event that the Company initiates a public exchange offer

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-148 and L. 225-129 of the French Commercial Code, confers on the Board of Directors for a period of 26 months from the date of this General Meeting, full powers required to issue, under the conditions laid down in the preceding Seventeenth Resolution, shares in the Company or negotiable securities including unattached warrants conferring immediate and/or future rights to Ipsos shares in consideration for securities tendered to any public exchange offer initiated in France or abroad, according to the local rules, by the Company for securities issued by another company admitted for trading on one of the regulated markets referred to in Article L. 225-148 of the French Commercial Code, and decides, as needs be, to remove shareholders' preferential subscription rights to these shares and negotiable securities in favour of holders of these securities.

The General Meeting formally notes and decides, as needs be, that this authorisation:

- entails the waiver by shareholders of their preferential right to subscribe the shares to which said negotiable securities and warrants may confer rights in favour of holders of negotiable securities and warrants,
- and includes the explicit waiver by shareholders of their preferential right to subscribe shares to which those securities in the form of convertible bonds and shares to which any unattached subscription warrants may confer rights.

The maximum nominal amount of any immediate or future capital increase resulting from the issues carried out pursuant to the authorisation given to the Board of Directors under this resolution is set at €3 million, it being stipulated that this maximum amount is to be set off against the maximum amount set in the Seventeenth Resolution, and that the Board of Directors shall be bound to comply with the other maximum amounts laid down in the Seventeenth Resolution.

The General Meeting grants the Board of Directors full powers, including that of delegation within the terms and conditions laid down by law as well as in the report of the Board of Directors, to carry out public exchange offers referred to above and issues of shares and/or negotiable securities in consideration for the securities tendered, under the conditions laid down in the Seventeenth Resolution.

NINETEENTH RESOLUTION

Authorisation of the Board of Directors to issue Ipsos shares as a result of the issuance of OBSAs (bonds with share warrants attached) or composite negotiable securities by the Company's subsidiaries

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors, and deliberating in accordance with the provisions of Article L. 225-150 and L. 228-93 of the French Commercial Code, with a view to the possible issuance, on one or more occasions, in France, on foreign markets and/or the international market, by one or more companies in which the Company owns, directly or indirectly over half of the share capital, with the Company's consent:

1. bonds with Ipsos share subscription warrants attached, or,
2. any other negotiable securities taking the form, where appropriate, of subordinated securities, conferring rights

through their conversion, exchange, redemption, presentation of a warrant or by any other means to the allocation, at any time, on a fixed date or during determined periods, of Ipsos shares to be issued to this end,

confers on the Board of Directors, in connection with the preceding Seventeenth Resolution, the powers required to issue Ipsos shares to be subscribed upon presentation of the warrants referred to in paragraph 1. and shares to which the negotiable securities, including the warrants, referred to in paragraph 2., shall confer rights.

This decision automatically entails the waiver by shareholders in the Company of their preferential right to subscribe shares that shall be issued upon presentation of the warrants referred to paragraph 1. and the shares to which the securities referred to in paragraph 2. shall confer rights in favour of holders of warrants and negotiable securities likely to be issued pursuant to the operations referred to in paragraph 1. and 2. respectively.

The General Meeting decides to waive shareholders' preferential right to subscribe the bonds referred to in paragraph 1.

It takes due note that the Company's shareholders do not have a preferential right to subscribe the negotiable securities referred to in paragraph 2.

The total nominal increase in the Company's share capital resulting from any issues carried out pursuant to this authorisation may not in any circumstances exceed €3 million, without taking into account the adjustments that may be required in accordance with the law, and shall be set off against the maximum amount for any capital increase set in the preceding Seventeenth Resolution, it being stipulated that the Board of Directors shall be bound to comply with the specific maximum amounts for issues laid down in the Seventeenth Resolution.

In any event, the amount paid at the time of the issue or that may subsequently be paid to the Company, in accordance with the provisions of the Seventeenth Resolution, for each of the shares issued or created by means of subscription, conversion, exercise of warrants or by any other means, shall have to be at least equivalent to the average opening price of Ipsos shares on the Premier Marché of Euronext Paris S.A. for ten consecutive sessions chosen from among the 20 trading sessions preceding the commencement of the issue of securities referred to in paragraphs 1. and 2. above, after the adjustment of this average to take into account the difference in coupon ranking date, unless new rules enter force. This authorisation is given for a period of 26 months from the date of this General Meeting.

The General Meeting grants the Board of Directors full powers, including that of delegation within the terms and conditions laid down by law and in the report of the Board of Directors, to carry out this resolution, in accordance with the Board of Directors, Management Board or other executive or management bodies of the subsidiary companies making the issues, notably for the purpose of setting the amounts to be issued, determining the terms and conditions of the issue and the type of negotiable securities to be issued, setting the coupon ranking date, even with retroactive effect, of the securities to be issued and, generally speaking, making all useful arrangements and entering into any agreements to ensure the smooth completion of the planned issues, in accordance with the applicable French and, where appropriate, foreign laws and regulations. It also grants the Board of Directors full powers to make the amendments to the by-laws made necessary by the use of this authorisation, in accordance with the terms of its report to this General Meeting.

TWENTIETH RESOLUTION

Overall limit on authorisations

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors, and as a consequence of the adoption of the Sixteenth to Nineteenth Resolutions, decides to set the maximum nominal amount of immediate and/or future increases in the share capital that may be carried out pursuant to the authorisations granted by the four aforementioned resolutions at €3 million, plus the nominal amount of shares to be issued additionally to protect the rights of holders of negotiable securities conferring rights to a portion of the share capital, in accordance with law.

TWENTY-FIRST RESOLUTION

Authorisation of the Board of Directors to increase the Company's share capital through the capitalisation of reserves, profits or share premiums

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors, and deliberating in accordance with the provisions of Article L. 225-129-II of the French Commercial Code, confers on the Board of Directors for a period of 26 months from the date of this General Meeting, full powers to increase the share capital, on one or more occasions, at times and on the terms that it shall determine, through the capitalisation of reserves, profits or share premiums, followed by the creation and bonus issue of shares or an increase in the nominal value of existing shares, or a combination of these two methods.

The General Meeting confers full powers on the Board of Directors to decide that the rights relating to fractions may not be traded and that the corresponding shares shall be sold, with the proceeds of this sale being allocated to holders of the rights no later than 30 days after the entry in their account of the number of whole shares allotted.

The capital increase that may be carried out in connection with this resolution may not exceed a nominal amount of €3 million, set independently of the maximum increase in the capital resulting from issues of shares and securities authorised by the preceding resolutions and referred to in the Twentieth Resolution.

The General Meeting grants the Board of Directors full powers, including that of delegation within the terms and conditions laid down by law as well as in the report of the Board of Directors, to carry out this resolution and generally to take all useful measures and complete the requisite formalities for the successful completion of each capital increase.

TWENTY-SECOND RESOLUTION

Authorisation of the Board of Directors to use the authorisations granted to issue shares or negotiable securities conferring rights to shares during a public tender or exchange offer for the Company's securities

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors, and making use of the option provided for in Article L. 225-129-IV of the French Commercial Code, explicitly authorises the Board of Directors, from the date of this General Meeting and until the General Meeting called to approve the financial statements for the year ending on 31 December 2004, to use, under the conditions laid down in law, the authorisations granted to it by this General Meeting in the Sixteenth, Seventeenth, Eighteenth, Nineteenth and Twenty-first Resolutions (up to the limit set in the Twentieth Resolution in the case of the first four resolutions) to increase the share capital or issue negotiable securities conferring rights to the Company's shares during a public tender or exchange offer or any type of public offer for the Company's securities in accordance with the applicable law and regulations.

TWENTY-THIRD RESOLUTION

Authorisation of the Board of Directors to carry out capital increases reserved for employees participating in a corporate savings plan

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors, and deliberating in accordance with Articles L. 225-129-VII and L. 225-138-IV of the French Commercial Code and Articles L.443-1 et seq. of the French Labour Code:

- cancels, with immediate effect, the unused portion of the authorisation granted by shareholders through the Fifth Resolution of the Extraordinary General Meeting of 11 June 2003,

- and confers on the Board of Directors for a period of 26 months from the date of this General Meeting, full powers to increase the share capital at its sole discretion, on one or more occasions, at times and on the terms that it shall determine, through the issue of shares in cash reserved for members of a corporate savings plan (plan d'épargne d'entreprise) run by the Company and or companies and/or groupings affiliated with it within the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code, or through the bonus issue of shares or any other securities conferring rights to shares, notably through the capitalisation of reserves, profits or share premiums, within the legal and regulatory limits.

The total amount of the capital increase that may be carried out in connection with this resolution through the issue of shares in cash may not exceed a nominal amount of €352,398, set independently of the maximum nominal increase resulting from issues of shares or negotiable securities authorised under preceding resolutions.

The size of the capital increase that may be carried out on the basis of this same resolution, through the capitalisation of reserves, profits or share premiums under the conditions and within the limits laid down in the aforementioned Articles of the Labour Code and their implementing decrees, may not exceed the nominal amount of €352,398, set independently of the maximum nominal increase set forth in the Twenty-first Resolution of this General Meeting.

The General Meeting decides:

- to set the discount offered in connection with the corporate savings plan at 20% of the average opening price of Ipsos shares on the Premier Marché of Euronext Paris for the 20 trading sessions preceding the day on which the opening date of the subscription period is decided and at 30% of the same average share price when the lock-up period provided for by the plan in accordance with Article L. 443-6 of the Labour Code is ten years or more, it being stipulated that the Board of Directors may reduce the size of the discount, if it deems appropriate, notably in the event of an offer to members of a corporate savings plan of securities on the international market and/or abroad in order to satisfy the requirements of local laws applicable. The Board of Directors may also replace all or part of the discount through allocation of shares or other securities in accordance with the arrangements set forth below;

- that the Board of Directors may envisage a bonus issue of shares or other securities conferring rights to the Company's shares, it being stipulated that the total benefit deriving from this issue and, where appropriate, the discount referred to in the previous paragraph may not exceed the benefit that members of the savings plan would have enjoyed if this difference had been 20% or 30% when the lock-up period provided for by the plan in accordance with Article L. 443-6 of the Labour Code is ten years or more and provided that when the equivalent pecuniary value of the bonus shares allocated, stated at their subscription price, is taken into account, it does not exceed the legal limits.

- that the characteristics of the other securities conferring rights to the Company's shares shall be determined by the Board of Directors under the conditions laid down in the regulations;

- that if the subscriptions fail to cover the total amount of an issue of shares for cash, the capital increase shall take place only up to the amount of the shares subscribed;

- to cancel shareholders' preferential right to subscribe shares to be issued in connection with this delegation for valuable consideration in favour of members of the savings plans and to waive all their rights to shares or other securities issued gratuitously on the basis of this delegation.

The General Meeting grants the Board of Directors full powers, including that of delegation within the terms and conditions laid down by law and the regulations, to carry out this resolution and, accordingly, to determine the characteristics, amount and terms of any issue or bonus issue of shares.

The General Meeting grants the Board of Directors full powers, including that of delegation, to carry out this resolution under the conditions laid down in law and the regulations and notably to:

- determine the issues that may take place directly to beneficiaries or through the intermediary of UCITS (undertakings for collective investment in transferable securities),

- determine, under the conditions laid down in law, a list of companies or groupings, the present and past employees of which may subscribe for shares issued and, where appropriate, receive the shares or securities issued gratuitously,

- determine the type and terms and conditions of the capital increase, as well as the terms and conditions for the issue or bonus issue subject to the aforementioned limits,

- set the cash subscription price of shares in accordance with the law and the aforementioned terms set by this General Meeting,

- set the length-of-service requirements that beneficiaries of the new shares from the capital increase(s) or the securities allocated through each bonus issue concerned by this resolution shall have to satisfy,

- lay down the terms and conditions for issues of shares for cash that shall be effected pursuant to this authorisation and notably the date from which they shall rank for dividends and their payment terms and conditions,

- determine the opening and closing dates for subscriptions,

- take due note of the completion of the capital increase through an issue of shares for cash in line with the number of shares that are actually subscribed,

- determine, where appropriate, the type of the securities allocated gratuitously, as well as the terms and conditions for this grant,

- determine, where appropriate, the amounts to be capitalised up to the aforementioned limit, the shareholders' equity account(s) from which they are to be drawn, as well as the date from which the shares issued shall rank for dividends,

- offset, at its sole discretion and if it deems appropriate, expenses related to the capital increases against the share premiums arising on these increases and appropriate from this amount the sums required to bring the legal reserve to one-tenth of the share capital after each increase,

- take any measure required to complete capital increases, carry out the subsequent formalities, notably those relating to the listing of the newly issued shares, amend the by-laws accordingly, and generally do all that is necessary.

TWENTY-FOURTH RESOLUTION

Authorisation to cancel repurchased Ipsos shares

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors and the Special Report of the Statutory Auditors, and deliberating in accordance with Article L. 225-209 of the French Commercial Code,

- authorises, on one or more occasions, the cancellation of all or some of the Ipsos shares acquired in connection with the share purchase programmes authorised by the Fifteenth Resolution of this General Meeting or share purchase programmes authorised previously or subsequently, up to the maximum of 10% of the share capital authorised by law per period of 24 months;

- decides that the excess amount of the purchase price of the shares over their nominal value shall be set off against the "share premiums" account or any reserve account available, including the legal reserve, not exceeding 10% of the reduction in share capital carried out;

- confers on the Board of Directors full powers, including that of delegation, to cancel, at its sole discretion, the shares purchased, reduce the share capital accordingly and carry out the aforementioned set-off, as well as to amend the by-laws accordingly;

- sets the duration of this authorisation at 26 months from the date of this General Meeting.

TWENTY-FIFTH RESOLUTION

Amendment of Article 4 of the Company's by-laws

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors, decides to amend the wording of the first paragraph of Article 4 of the Company's by-laws as follows as a result of the adoption of the preceding Fourteenth Resolution:

"The registered office is located at 35 rue du Val de Marne 75013 Paris."

TWENTY-SIXTH RESOLUTION

Amendment of Article 12 of the Company's by-laws

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, decides to amend the wording of the first paragraph of Article 12 of the Company's by-laws as follows:

"The duration of the term of office of directors is six years".

TWENTY-SEVENTH RESOLUTION**Amendment of the Company's by-laws to comply with the provisions of the French Financial Security law no. 2003-706 of August 2003 and Decree no. 2002-803 of 3 May 2002**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after acknowledging the report of the Board of Directors, decides to amend the Company's by-laws in accordance with the provisions of the French Financial Security law no. 2003-706 of August 2003 and Decree no. 2002-803 of 3 May 2002 and to amend Articles 7, 8, 11, 18, 21, 22, 23 and 31 of the Company's by-laws accordingly as follows:

- In the fifth paragraph of Article 7 entitled "Type of shares", the expression "organisation responsible for clearing shares" is replaced by "central depository for financial instruments" in accordance with the revised wording of Article L. 228-2 of the French Commercial Code;
- In the first paragraph of Article 8 entitled "Crossing of disclosure thresholds", in accordance with the revised wording of Article L. 233-7 of the French Commercial Code:
 - the "Conseil des Marchés Financiers" is replaced by the "Autorité des Marchés Financiers"; and
 - the disclosure period for reporting the crossing of the ownership thresholds laid down in the by-laws is reduced from 15 to five stock market days to bring it into line with that applicable when the ownership thresholds laid down in law are crossed, as amended by the French Financial Security law.
- The last two paragraphs of Article 8 entitled "Crossing of disclosure thresholds" are deleted in accordance with the removal of the final paragraph of Article 233-7 of the French Commercial Code by the French Financial Security law.
- The first paragraph of Article 18 entitled "Chairman of the Board of Directors" now reads as follows:
"The Chairman of the Board of Directors organises and leads the work of the Board and reports on it to the General Meeting".
- In Article 21 (first paragraph) entitled "Admission conditions", Article 22 entitled "Ordinary General Meeting – Quorum and majority voting" (first to third paragraphs) and Article 23 entitled "Extraordinary General Meeting – Quorum and majority voting", the words "by mail" are replaced by "by remote means".
- In the first paragraph of Article 31 entitled "Agreements between the Company and a director, managing director, one of its deputy managing directors or a shareholder", the voting right threshold above which agreements entered into with a shareholder are subject to the procedure provided for in Article L. 225-38 et seq. of the French Commercial Code is raised from 5% to 10%, in line with the revised wording of Article L. 225-38 et seq. of the French Commercial Code as amended by the French Financial Security Law.

TWENTY-EIGHTH RESOLUTION**Powers to carry out the formalities**

The General Meeting grants full powers to the Board of Directors, with the ability to delegate such tasks, to request the listing for trading on a regulated market of the securities issued in application of the preceding resolutions, in such places as it sees fit, and delegates full powers to a bearer of a copy or extracts of this document to carry out all the legal formalities.

AMF CROSS-REFERENCE TABLE

To make it easier for readers to use this Annual Report, which is registered as a Reference Document, the following table cross-references the main headings required under COB regulation no. 98-01 with the corresponding pages of the Annual Report.

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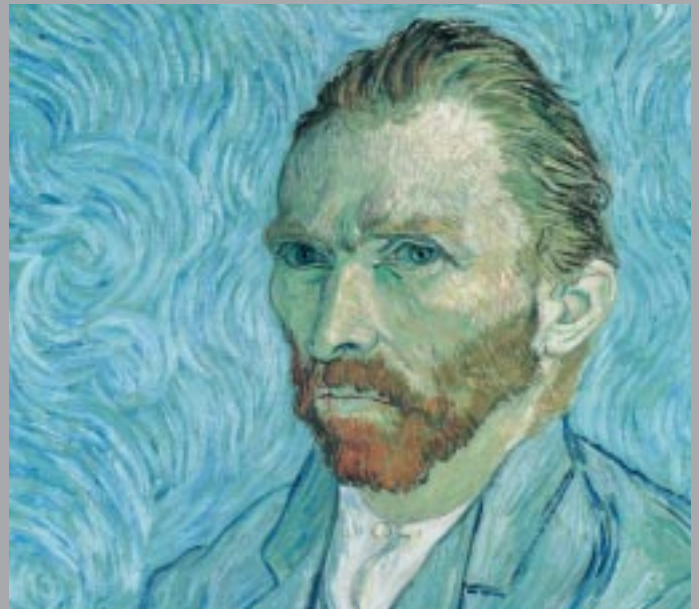
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What is she going to say?



What is he going to hear?

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