

Company No. 1482152

7031A UK

The Companies Act 1985

UNLIMITED COMPANY

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UNLIMITED COMPANY HAVING A SHARE CAPITAL  
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Resolutions passed on 6<sup>th</sup> July 2006  
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At an EXTRAORDINARY GENERAL MEETING of the Company held on the 6<sup>th</sup> day of July, 2006, the following resolutions were duly passed:

**Ordinary Resolution**

"That 5 of the Ordinary Shares of 5p each held by Omnicom Management Europe in the capital of the Company, be and are hereby sub-divided into 50 Ordinary Shares of 0.5p each having the rights as set out in the new Articles of Association of the Company to be adopted pursuant to the Special Resolution below ."

**Special Resolution**

"That the Company adopt new Articles of Association."

  
Secretary



UNLIMITED COMPANY  
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COMPANIES ACT 1985

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

-of-

TBWA UK

(as adopted by Special Resolution passed on  
6<sup>th</sup> July 2006)

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# COMPANIES ACT 1985

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## UNLIMITED PRIVATE COMPANY

### ARTICLES OF ASSOCIATION

of -

TBWA UK

#### **1. INTRODUCTORY**

- 1.1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 (hereinafter called "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.3 Regulations 3, 8, 32, 34, 35, 40, 62, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.
- 1.4 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder.

#### **2 SHARE CAPITAL**

- 2.1 The share capital of the Company is £6,419,306 divided into 128,386,115 Ordinary Shares of 5p each and 50 Ordinary Shares of 0.5p each.
- 2.2 No share or beneficial interest in a share shall be issued or transferred to or held by any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder by notice in writing to the Company, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to

such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act and provided that no share shall be issued at a discount.

- 2.3 The Directors are authorised, for the purposes of Section 80 of the Act, to allot and issue relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £2,930,694.15. This authority shall expire on 30<sup>th</sup> July 2009 unless previously revoked, renewed or varied by the Company in general meeting.
- 2.4 The Directors shall be entitled, pursuant to the authority conferred by Article 2.3 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry, and to allot relevant securities pursuant to any such offer or agreement.
- 2.5 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.
- 2.6 The Company may by special resolution:-
- increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
  - cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
  - reduce its share capital and any share premium account in any way.

### **3 LIEN**

- 3.1 The Company shall have a first and paramount lien on every share (whether or not fully paid) for all and any indebtedness of any holder thereof to the Company (whether a sole holder or one of two or more joint holders), whether or not such indebtedness or liability is in respect of the shares concerned and whether or not it is presently payable.

### **4 TRANSFER OF SHARES**

- 4.1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid. In its application to the Company, Regulation 24 of Table A shall be modified by the deletion of the first sentence.

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**GENERAL MEETINGS**

- 5.1 In its application to the Company Regulation 38 of Table A shall be modified by the substitution of the words "at least seven days notice" for the words "at least fourteen clear days notice".
- 5.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum.
- 5.3 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - be delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote to the Chairman or to the Secretary or to any Director; or
  - in the case of a poll, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director, or at the time and place at which the poll is held to the Chairman or to the Secretary or to any Director or scrutineer
  - and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

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**DIRECTORS**

- 6.1 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".
- 6.2 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".
- 6.3 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 6.4 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.

**7****PROCEEDINGS OF DIRECTORS**

- 7.1 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.
- 7.2 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

**8****EXECUTION OF DOCUMENTS**

- 8.1 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal."

**9****INDEMNITY**

- 9.1 Subject to section 310 of the Act:-

every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office;

- 9.2 the Company may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

**10****TELEPHONE BOARD MEETINGS**

Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at

such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

## **11. ELECTRONIC COMMUNICATIONS**

11.1 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

11.2 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence:-

"The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to the identity of such member and as to the authenticity of any electronic signature thereon"

11.3 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences:-

"In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote.

An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the company and shall be invalid."

11.4 In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words "after the time it was sent" at the end of the third sentence:-

"notwithstanding that the Company is aware of the failure in delivery of such electronic communication. Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt".