

Company number 01915514

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MILLWARD BROWN UK LIMITED (the "Company")

THURSDAY



A13 *A7XS04G1* #361
24/01/2019
COMPANIES HOUSE

20th December 2017 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") propose that the following resolutions are passed as a special resolution and an ordinary resolution (the "Resolutions"):

ORDINARY RESOLUTION

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 6 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

SPECIAL RESOLUTION

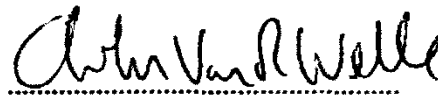
2. THAT, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:
 - a) this power is revoked;
 - b) the Company ceases to be a private company limited by shares; or
 - c) there is more than one class of shares in the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by Charles van der Welle
for and on behalf of Beaumont
Square:

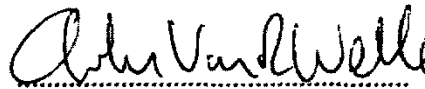


Director

Date:

20/12/2017

Signed by Charles van der Welle
for and on behalf of WPP Delilah
Limited:



Director

Date:

20/12/2017

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy to the Company's registered office.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to an office of the Company.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless by 28 days after the Circulation date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.