

Company No: 02285286

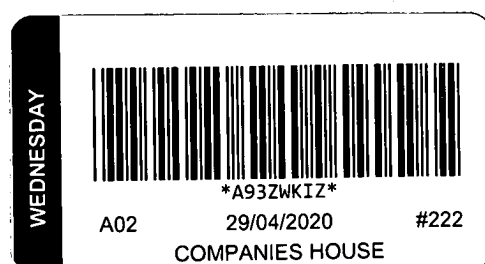
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTIONS**  
**of**  
**Kantar Consulting UK Limited**  
**(the "Company")**

WE, the undersigned, being the sole member (the "**Sole Shareholder**") of the Company who (at the circulation date of these resolutions) has the right to vote on the resolutions, hereby irrevocably agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (the "**Resolutions**") by way of special resolution.

**THAT** the Articles of Association of the Company be and is hereby amended to replace Article 4.01 in its entirety and insert the following new articles numbered 8A and 5.13 in the form set out in Appendix A of this resolution, with immediate effect from (and including) the date of the Resolution.

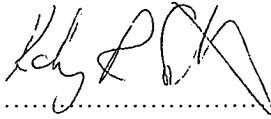
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Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions on 17 April 2020 hereby irrevocably agrees to the Resolution set out above.



.....  
For and on behalf of Millward Brown UK Limited

Name: Kelly Smith

Title: Director

Date: 17 April 2020

## APPENDIX A

4.01 Notwithstanding anything to the contrary in these Articles, statutory pre-emption rights are excluded so that the directors may allot equity securities wholly for cash without first offering them to existing shareholders.

5.13 (1) Notwithstanding anything contained in these Articles or otherwise:

- (a) the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- (c) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) or executed by any other person to which or whom such shares are being transferred by way of security or in favour of a purchaser of such shares, in each case pursuant to a power of sale or other power under such security;
  - (d) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security;
  - (e) to any such bank or institution (or to its nominee) pursuant to any such security or any person to whom such shares are to be transferred by way of security; or
  - (f) delivered to the Company for registration by any such bank or institution in order to perfect its security over such shares or by a purchaser of shares which are to be transferred as aforesaid.
- (2) A certificate by any officer of such bank, institution or person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts other than in the absence of manifest error.

8A Notwithstanding anything contained in these Articles or otherwise, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of Article 5 or Article 5.13.

## NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Weil, Gotshal & Manges acting on behalf of the Company.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Where insufficient agreement has been received for the resolutions to pass within 28 days from the date of circulation, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.