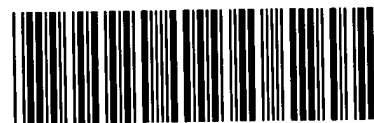


Registered Number: 03306364

M&C Saatchi Sport & Entertainment Limited
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



A08 *A95J0FGH* 21/05/2020 #233
COMPANIES HOUSE

**SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 30 MARCH 2020
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

We, the undersigned being the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions as special resolutions to take immediate effect as if they had been passed as special resolutions at a general meeting duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association be amended by the insertion of a new article to be numbered 27.31 in the following terms:
- 27.31 Notwithstanding any of the provisions in these Articles whether expressly or impliedly contradictory to the provisions of this Article 27.31 (to the effect that any provision contained in this Article 27.31 shall override any other provision of these Articles), any lien on Shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any Financial Institution.

We, the undersigned, being entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

Signed by Mickey Kalifa)
Mickey Kalifa (Apr 2, 2020)) Date 2 April 2020
for and on behalf of)
M&C Saatchi Worldwide Limited)

Signed by Mickey Kalifa)
Mickey Kalifa (Apr 2, 2020)) Date 2 April 2020
for and on behalf of)
M&C Saatchi Plc)

Signed by JWM)
JWM (Mar 31, 2020)) Date 31 March 2020
for and on behalf of)
Jamie Wynne-Morgan)

Steve Martin
Signed by Steve Martin (Mar 31, 2020))
for and on behalf of)
Steve Martin)

Date 31 MARCH 2020

Richard Barker
Signed by Richard Barker (Mar 31, 2020))
for and on behalf of)
Richard Barker)

Date 31 March 2020

JMF
Signed by JMF (Mar 30, 2020))
for and on behalf of)
Jodie Fullagar)

Date 30 March 2020