

**Return of Allotment of Shares**Company Name: **Omnicom LatAm Holdings Limited**Company Number: **09913460**Received for filing in Electronic Format on the: **04/09/2020**

X9CUOBND

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/08/2020	31/08/2020

Class of Shares:	ORDINARY	Number allotted	1
	SHARES	Nominal value of each share	1
	OF BRL1.00	Amount paid:	421596162.89
	EACH	Amount unpaid:	0

Currency: **BRL**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	69621
	SHARES	Aggregate nominal value:	69621
	OF		
	BRL1.00		
	EACH		
Currency:	BRL		
Prescribed particulars			

CL 4.1: THE GENERAL RULE ABOUT DECISION-MAKING BY DIRECTORS IS THAT ANY DECISION OF THE DIRECTORS MUST BE EITHER A MAJORITY DECISION AT A MEETING OR A DECISION TAKEN IN ACCORDANCE WITH ARTICLE 5. 4.2: IF 4.2.1: THE COMPANY ONLY HAS ONE DIRECTOR, AND CL 4.2.2: NO PROVISION OF THE ARTICLES REQUIRES IT TO HAVE MORE THAN ONE DIRECTOR, THE GENERAL RULE DOES NOT APPLY, AND THE DIRECTORS MAY TAKE DECISIONS WITHOUT REGARD TO ANY OF THE PROVISIONS OF THE ARTICLES RELATING TO DIRECTORS? DECISION-MAKING. CL 6.2: FOR THE PURPOSES OF ANY DIRECTOR?S MEETING (OR PART OF A MEETING) AT WHICH IT IS PROPOSED TO AUTHORISE A CONFLICT SITUATION IN RESPECT OF ONE OR MORE DIRECTORS, IF THERE IS ONLY ONE DIRECTOR IN OFFICE OTHER THAN THE DIRECTOR OR DIRECTORS SUBJECT TO THE CONFLICT SITUATION, THE QUORUM FOR SUCH MEETING (OR PART OF A MEETING) SHALL BE ONE DIRECTOR. CL 8.1: SAVE AS OTHERWISE SPECIFIED IN THESE ARTICLES OR THE ACT AND SUBJECT TO ANY LIMITATIONS, CONDITIONS OR TERMS ATTACHING TO ANY AUTHORISATION GIVEN BY THE DIRECTORS FOR THE PURPOSES OF SECTION 175 (4) (B) OF THE ACT, A DIRECTOR MAY VOTE ON, AND BE COUNTED IN THE QUORUM IN RELATION TO ANY RESOLUTION RELATING TO A MATTER WHICH HE HAS OR CAN HAVE: CL 8.1.1: A DIRECT OR INDIRECT INTEREST OR DUTY WHICH CONFLICTS, OR POSSIBLE MAY CONFLICT, WITH THE INTERESTS OF THE COMPANY; AND CL 8.1.2: A CONFLICT OF INTEREST IN RELATION TO AN EXISTING OR A PROPOSED TRANSACTION OR ARRANGEMENT WITH THE COMPANY. CL 171: EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS ATTACHED TO ANY SHARES FROM TIME TO TIME, ALL DIVIDENDS SHALL BE PAID TO THE HOLDERS OF SHARES IN PROPORTION TO THE NUMBER OF SHARES ON WHICH THE DIVIDEND IS PAID HELD BY THEM RESPECTIVELY, BUT IF ANY SHARE IS ISSUED ON TERMS THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, OR PARI PASSU AS REGARDS DIVIDENDS WITH A SHARE ALREADY ISSUED, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. CL 12: THE SHARE CAPITAL OF THE

COMPANY AT THE DATE OF ADOPTION OF THESE ARTICLES COMPRISES ORDINARY SHARES OF BRR1.00 EACH. CL 13.1: NO SHARE IS TO BE ISSUED OTHER THAN FULLY PAID. CL 13.2: ARTICLE 13.1 DOES NOT APPLY TO SHARES TAKEN ON THE FORMATION OF THE COMPANY BY THE SUBSCRIBERS TO THE COMPANY'S MEMORANDUM. CL 15.1: THE COMPANY HAS THE POWER TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY AND TO GRANT RIGHTS TO SUBSCRIBE FOR, OR TO CONVERT ANY SECURITY INTO, SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO THOSE RIGHTS. CL 15.2: THE DIRECTORS MAY ONLY EXERCISE THE POWER OF THE COMPANY TO ALLOT AND ISSUE SHARES OR TO GRANT RIGHTS TO SUBSCRIBE FOR, OR TO CONVERT ANY SECURITY INTO, SHARES, IN ORDER TO ALLOT OR ISSUE SHARES TO THE CONTROLLING SHAREHOLDER OR SOME OTHER PERSON EXPRESSLY APPROVED BY THE CONTROLLING SHAREHOLDER IN WRITING. N/A

Statement of Capital (Totals)

Currency:	BRL	Total number of shares:	69621
		Total aggregate nominal value:	69621
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.