

Company number 759589

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

BDG Facilities Limited

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of BDG Facilities Limited (the Company) propose that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

The Ordinary shares of the Company are held by Business Design Group McColl Limited and WPP 2005 Limited (together the **Shareholders**) That the issued share capital of the Company be reduced by

- (i) reducing the nominal value of the Ordinary shares held by the Shareholders from £1 to £0 00001,
- (ii) additionally, the share premium account to be reduced from £23,338 to £0 00

(the Reduction of Share Capital), to generate a reserve of £5,562,097 41, such amount to be offset against the Company's net deficit of £15,753 and generate a distributable reserve of £5,546,344 41

DOCUMENT ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement effective from 25th August 2016 is attached to this resolution

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being the eligible members of BDG Facilities Limited on the 25th August 2016 (the Circulation Date), irrevocably agree to the resolution set out above

Signed by



Business Design Group McColl Limited

Signed by



WPP 2005 Limited

Dated 25th August 2016

THURSDAY



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25/08/2016

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COMPANIES HOUSE