

THE COMPANIES ACTS 1948 to 1967  
PRIVATE COMPANY LIMITED BY SHARES  
AMENDED  
ARTICLES OF ASSOCIATION  
Of  
PUBLICIS LIMITED

THURSDAY



(Amended by Special Resolution passed on 30<sup>th</sup> September 2009)

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1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 53, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, and 4 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before that are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other

## WRITTEN RESOLUTION

Of the Sole Shareholder of

Publicis Limited  
(the "Company")

### PRIVATE COMPANY LIMITED BY SHARES

30 September 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution is passed as Special Resolution (Resolution).

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### SPECIAL RESOLUTION

It was RESOLVED that the Articles of Association of the Company be altered as follows:

1. By substituting for the existing article 8 the following article:

The minimum number of directors shall be one. Whenever there shall be only one Director, such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors. All other provisions of these Articles relating to Directors shall be construed accordingly.

2. By inserting the following as a new article 12:

The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when only one Director is in office, be one, and shall, when more than one Director is in the office, be two.

3. By inserting the following as a new article 13:

Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board (if he is entitled to participate in such meeting) through the medium of conference telephone or electronic means or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting or are able to receive communications from each of the other Directors participating in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group where the Chairman of the meeting then is. Subject to the provisions of the Companies Acts, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that 2 or fewer than 2 Directors or alternate Directors are physically present at the same place.

### AGREEMENT

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

The undersigned entitled to vote on the Resolution on 30 September 2009 hereby irrevocably agree to the Resolution:

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Director

For and on behalf of MMS UK Holdings Limited

COMPANY LIMITED BY SHARES

Articles of Association

OF

MCCORMICK RICHARDS PARTNERS  
LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 53, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, and 4 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before that are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other

difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. The minimum number of directors shall be one. Whenever there shall be only one Director, such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors. All other provisions of these Articles relating to Directors shall be construed accordingly.

9. The proviso to regulation 79 of Part I of Table A shall be omitted.

10. The Company shall not be subject to section 185 of the Act; and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when only one Director is in office, be one, and shall, when more than one Director is in the office, be two.

13. Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board (if he is entitled to participate in such meeting) through the medium of conference telephone or electronic means or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting or are able to receive communications from each of the other Directors participating in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group where the Chairman of the meeting then is. Subject to the provisions of the Companies Acts, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that 2 or fewer than 2 Directors or alternate Directors are physically present at the same place.