

No: 1378339

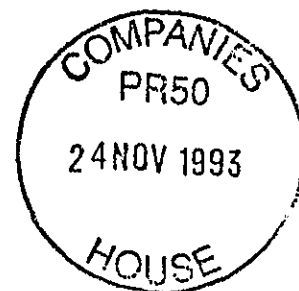
THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TMD CARAT ADVERTISING LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on ~~November~~ 11th 1993, the following Resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the Articles of Association of the Company be amended by deleting, in Article 6, the words "shall not be more than seven but".
2. That:
 - (1) the entry by the Company into the Documents (as defined below) to which it may be expressed to be a party, and THAT the performance by the Company of its obligations under each such Document, being in the best interests of the Company.

be and are hereby approved, in the form of the drafts submitted to the meeting subject to such modifications, however great, (if any) as may be approved by any person or persons authorised so to do by the Board of the Company or a Committee of the Board of the Company; and

- (2) any person or persons authorised so to do by the Board of the Company or a Committee of the Board of the Companies be and are hereby authorised to agree and execute or authorise the execution of any other document and to do and approve on behalf of the Company any other thing that they may consider to be necessary or desirable in connection with the transactions contemplated by the Documents, the TSFA or the NatWest Agreement (as defined below) (including, without limitation, the substitution of new parties to the Documents and any amendment whereby the Company, although not expressed to be a party in the aforementioned drafts, is made a party);

In this resolution:-

(a) "Documents" means the following:-

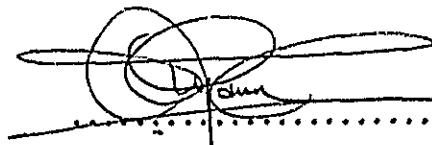
- (i) an agreement made or to be made between Carat Group S.A. (as Borrower) (1), the Parent Company (2), the Original Banks (as therein defined) (3) and Société Générale as arranger and agent (4);
- (ii) a letter of confirmation to the Agent to be entered into by the Company;
- (iii) a composite guarantee and charge which might be entered into between, inter alios, the Parent Company (1), certain subsidiaries of the Parent Company (including the Company) (2) and Midland Bank plc (3);

- (iv) a composite guarantee and charge to be entered into by, inter alios, the Parent Company (1), the Charging Subsidiaries (as therein defined and including the Company) (2) and Soci  t   G  n  ral   (3);
- (v) a supplemental composite guarantee and charge to be entered into between the Parent Company (1), the Charging Subsidiaries (as defined therein, and including the Company) (2) and Samuel Montagu & Co. Limited as trustee and agent (3);
- (vi) a cross guarantee to be given in favour of National Westminster Bank plc;
- (b) "TSFA" means an agreement dated 20th October 1993 (the "Third Supplemental Facilities Agreement") and made between the Borrowers (as therein defined and including the Aegis Group plc (the "Parent Company")) (1), the Banks (as therein defined) (2), Samuel Montagu & Co. Limited as agent (the "Agent") (3) and Samuel Montagu & Co. Limited as issuing bank (the "Issuing Bank") (4),
- (c) "NatWest Agreement" means a Facilities Agreement dated 20th October, 1993 between National Westminster Bank plc (1), the Parent Company (2) and Carat UK Limited (3);

and so that any reference to the Documents, the TSFA or the NatWest Agreement (the "Relevant Agreements") shall include the Relevant Agreements as the same may have been and may from time to time be varied, amended, supplemented, substituted, novated or assigned whether by virtue of the increase or decrease in the facilities made available pursuant thereto (whether as evidenced

by the TSFA, or otherwise howsoever) the provision of any additional, further or substituted facility(ies) or otherwise howsoever).

3. That any person who was appointed Director of the Company in contravention of Article 6 before the passing of Resolution 1 above be, and is hereby, regarded as having been so appointed pursuant to Article 6 as amended by Resolution 1 above, and that any act of such a person performed as a Director of the Company which would have been valid had the maximum number of Directors not been exceeded be, and is hereby, ratified so that such an act be regarded as having been validly done.

A handwritten signature in dark ink, consisting of several overlapping loops and a long horizontal stroke, positioned above a dotted line.

Chairman of the Meeting

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