

Registered Number: 01378339

CARAT LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION
CIRCULATED ON 23 NOVEMBER 2020
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006

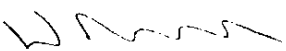
In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on **23 November 2020** as a special resolution:

SPECIAL RESOLUTION

1. **That** the share capital of the Company be reduced by a total amount of £2,186,039 divided into 2,186,039 ordinary shares of £1 each, thereby resulting in the Company's share capital comprising only 1 ordinary share of £1 following completion of such reduction of capital.

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

We, the undersigned, were at the time the resolution were circulated entitled to vote on the resolution and irrevocably agree to the resolution.


Signed
for and on behalf of
DENTSU LONDON LIMITED

Date 23 November 2020



EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by email, by attaching a scanned copy of the signed document to an e-mail and sending it to Amy Whitestone at amy.whitestone@dentsu.com.

If you do not agree to the above resolution, you do not need to do anything.
2. Once you have signified your agreement to the resolution, you may not revoke your agreement.
3. Unless, by the date at the end of the 28-day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, they will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass a special resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.