

Company number: 02283794

THE COMPANIES ACT 2006
PRIVATE LIMITED COMPANY
WRITTEN RESOLUTION
OF
CITY AND CORPORATE COUNSEL LIMITED

19 May 2022 (the **Circulation Date**)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**) and the articles of association of City and Corporate Counsel Limited (the **Company**), the sole director of the Company proposes that each of the following resolutions be passed as special resolutions (the **Resolutions**).

SPECIAL RESOLUTIONS

THAT:

- (i) the nominal value of each A ordinary share be reduced from GBP 0.50 to GBP 0.0000001;
- (ii) the nominal value of each B ordinary share be reduced from GBP 0.50 to GBP 0.0000001;
- (iii) the nominal value of each C ordinary share be reduced from GBP 0.50 to GBP 0.0000001;
- (iv) the nominal value of each D ordinary share be reduced from GBP 0.50 to GBP 0.0000001; and
- (v) the amount standing to the credit of the share premium account be reduced from GBP 449,862 to nil

AGREEMENT

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

The undersigned, being the person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by
for and on behalf of
WPP Brands (UK) Limited


.....
Director

Date: 19 May 2022

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand:** delivering the signed copy to the Company's registered office.
 - **Post:** returning the signed copy to the Company's registered office.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to an officer of the Company.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by 28 days after the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.