

**Company Number: 2403555**

**THE COMPANIES ACTS 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**STANIFORTH LIMITED**  
(the "Company")

**Company Registered Office: 76 – 80 Whitfield Street, London W1T 4EZ**

**WRITTEN RESOLUTION OF THE SOLE MEMBER**

**CIRCULATION DATE: 24<sup>th</sup> December, 2013 (the "Circulation Date")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the Resolution below be proposed as a Special Resolution

**Special Resolution**

That the Company reduce its issued share capital from £69,107 00 to £2.00 by cancelling 69,105 Ordinary Shares of £1 00 each and transfer all resulting reserves to distributable reserves

**AGREEMENT TO THE RESOLUTION**

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

The undersigned, being the Members of the Company who at the Circulation Date is eligible to vote on the Special Resolution, hereby irrevocably agrees to the Special Resolution

Signature



Name

**TBWA UK Group Limited**

Number of shares held

**2**

Class of shares held

**Ordinary Shares of £1.00 each**

Date

**24<sup>th</sup> December, 2013**

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## NOTES

- 1 If you agree to all of the resolutions, please indicate your agreement by signing and dating this document and returning it to the Company using one of the following methods
  - (a) **Hand** delivering the signed copy to the Company Secretary at 239 Old Marylebone Road, London NW1 5QT
  - (b) **Post** returning the signed copy by post to the Company Secretary at 239 Old Marylebone Road, London NW1 5QT
  - (c) **Fax** faxing the signed copy to 020 7298 7085 marked "For the attention of the Company Secretary"
  - (d) **Email** emailing the signed scanned copy to sallyann bray@omnicomeurope.com marked "For the attention of the Company Secretary"
- 2 If you do not agree with the resolution 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 resolution, you may not revoke your agreement
- 4 Unless, by the 23<sup>rd</sup> January, 2014 which is 28 days from the date beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, the resolution will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 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
- 6 The above fax number and email address may only be used for returning this document to the Company It may not be used for any other purpose
- 7 For the purposes of section 642(2) of the Companies Act 2006, a copy of the directors' Solvency Statement made for the purposes of section 642 and pursuant to section 643 of the Companies Act 2006 is enclosed