

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
DENTSU INTERNATIONAL HOLDINGS LIMITED
(the Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006), the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose representing not less than 75% of the total voting rights of all such eligible members, signifies its agreement to and pass the following written resolutions: resolution 1 as an ordinary resolution of the Company and resolutions 2, 3 and 4 as special resolutions of the Company:

ORDINARY RESOLUTION

1. THAT, upon the recommendation by the directors, the payment of a dividend distribution in accordance with the rights attaching to the Preference Shares such distribution having a value of GBP equivalent of EUR 5,376,434.98 (converted at the prevailing exchange rate on the date of these resolutions) be made to the preference shareholder, being the sole member of the Company.

SPECIAL RESOLUTIONS

2. THAT, the existing Articles of Association of the Company be and are hereby modified as follows:

Article 3.A(d) be deleted in its entirety and replaced with the following new Article 3.A(d) changing the rights attaching to the redeemable preference shares of EUR 1.00 each in the capital of the Company ("Preference Shares"):

on 16 December 2027, the Company will redeem for cash all the Preference Shares in issue. The Company may at any time redeem all or any of the issued Preference Shares by serving notice on the Preference Shareholders specifying a date and the particular Preference Shares to be redeemed. The amount payable on each Preference Share redeemed pursuant to this article will be a sum equal to the Redemption Monies calculated in respect of that Preference Share.

AND

In Article 2, the definition of Preference Dividend be amended by deleting "4.8%" and inserting "4.69% instead.

3. THAT, the articles of association in the form attached to these resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

4. THAT, in accordance with section 630 of the CA 2006 and the articles of association we, being the holders of not less than three-quarters in nominal value of the issued Preference Shares in the capital of the Company, hereby irrevocably consent to and sanction the passing of these written resolutions and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Preference Shares each as a class of shares that will or may be effected thereby.

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



.....

Director duly authorised for and on behalf of
Dentsu International Group Participations Limited

Date: 16th December 2022

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to the eligible member on 16th December 2022 (Circulation Date).
- 3 Eligible member is the member who is entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
 - (a) You (or someone acting on your behalf) must sign, must print your name beneath the signature (if it is not already printed) and must date this document, either by hand or electronically.
 - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
 - (c) Please return the signed document to any director of the Company (either in person or electronically) or to the Company at 10 Triton Street, Regents Place, London NW1 3BF.
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.
- 8 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.

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PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
DENTSU INTERNATIONAL HOLDINGS LIMITED
(the Company)

On 16th December 2022 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTIONS

1. THAT, the existing Articles of Association of the Company be and are hereby modified as follows:

Article 3.A(d) be deleted in its entirety and replaced with the following new Article 3.A(d) changing the rights attaching to the redeemable preference shares of EUR 1.00 each in the capital of the Company ("Preference Shares"):

on 16 December 2027, the Company will redeem for cash all the Preference Shares in issue. The Company may at any time redeem all or any of the issued Preference Shares by serving notice on the Preference Shareholders specifying a date and the particular Preference Shares to be redeemed. The amount payable on each Preference Share redeemed pursuant to this article will be a sum equal to the Redemption Monies calculated in respect of that Preference Share.

AND

In Article 2, the definition of Preference Dividend be amended by deleting "4.8%" and inserting "4.69% instead.

2. THAT, the articles of association in the form attached to these resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
3. THAT, in accordance with section 630 of the CA 2006 and the articles of association we, being the holders of not less than three-quarters in nominal value of the issued Preference Shares in the capital of the Company, hereby irrevocably consent to and sanction the passing of these written resolutions and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Preference Shares each as a class of shares that will or may be effected thereby.



.....
Director

To: KPMG LLP

15 Canada Square, London, E14 5GL

16 December 2022

Dear Sirs

Dentsu International Holdings Limited (the “Company”) - proposed written resolution

We enclose on behalf of the Company a copy of the written resolution and all accompanying documents circulated to eligible member of the Company on 16 December 2022.

If you have any queries, please contact us.

Yours faithfully,



By: Stuart Jarrold

For and on behalf of Dentsu International Holdings Limited