

Company Number: 3306364

M&C SAATCHI SPORTS AND ENTERTAINMENT LIMITED
(the "Company")

**MINUTES OF THE EXTRAORDINARY GENERAL
MEETING OF THE COMPANY HELD
AT 36 GOLDEN SQUARE LONDON W1F 9EE
ON 9th August 2008 AT 11.00 A.M.**

PRESENT *JANIE HEWITT* (Chairman)
STEVE MARTIN
JANIE WYNNE-MORGAN

IN ATTENDANCE:

1 QUORUM

The chairman declared that a quorum was present. It was unanimously agreed that the notice convening the meeting be taken as read.

2 SPECIAL RESOLUTION

The chairman proposed the special resolution set out in the notice.

" **THAT** the Company's Articles of Association be amended by inserting a new article at paragraph 6.4 as follows:

6.4 "Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer

- (i) is for the fulfilment of a charge on those shares that was approved by the A Shareholder when the charge was put in place,
- (ii) is to a bank or other financial institution (a "Financial Institution") to which such shares have been charged by way of security, whether as security trustee and/or agent trustee for more than one Financial Institution or otherwise or to any nominee or any transferee of such Financial Institution,

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(iii) is delivered to the Company for registration by a Financial Institution or its nominee in order to perfect its security over such shares, or

(iv) is executed by a Financial Institution or its nominee pursuant to a power of sale or other power under such security

Regulation 24 of Table A shall be modified accordingly "

The resolution was put to the meeting and carried unanimously on a show of hands

3 CLOSE OF MEETING

There being was no other business The meeting closed

A handwritten signature in black ink, appearing to read 'Chairman', written in a cursive style.

Chairman