

Company number: 03844920

THURSDAY



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A13 03/12/2020 #342
COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

OF

WPP PEARLS LIMITED (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as a special resolution and that resolution 2 be passed as an ordinary resolution (together the **Resolutions**):

SPECIAL RESOLUTION

1. **THAT** the articles of association in the form attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTION

2. **THAT** in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being the sole member of the Company on 23 November 2020 (the **Circulation Date**), irrevocably agrees to the Resolutions set out above:

Signed by

Dated: 23 November 2020

Director
for and on behalf of
WPP North Atlantic Limited

The sole member must signify its agreement to the proposed Resolutions by delivering a signed copy to Valeria Levi at Sea Containers House, 18 Upper Ground, London, SE1 9GL.

However, if the sole member does not agree with the proposed Resolutions, it does not need to reply. Once the sole member has signified its agreement to the proposed Resolutions, such agreement may not be revoked. The proposed Resolutions will lapse if it is not passed within 28 days from the Circulation Date.

*Note: An "eligible member" is a member who is, or would be, entitled to vote on the above Resolutions on the Circulation Date (i.e. the date on which copies of the Resolutions are first sent or submitted to the member).