

PSI ADVERTISING LIMITED

("Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 25 SEPTEMBER 2017**Note: This document is important and requires your immediate attention.**

Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of PSI Advertising Limited for approval by you as the sole member of the Company. The Resolutions are proposed as special resolutions and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received the necessary level of members' agreement to pass the resolutions within 28 days from the Circulation Date, the resolutions will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the date which is 28 days after the Circulation Date.

- 3.2 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PSI ADVERTISING LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as special resolutions as detailed below:

1. SPECIAL RESOLUTION

That the articles of association of the Company be amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company setting the maximum amount of shares that may be allotted by the Company.

2. SPECIAL RESOLUTION

That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £3,599, **provided that** (unless previously revoked, varied or renewed) this authority shall expire on the date of the day preceding the fifth anniversary of the passing of this resolution.

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

3. SPECIAL RESOLUTION

That the sum of £3,599 standing to the credit of the other reserves in the Company's profit and loss account be and is hereby capitalised and appropriated as capital to the holders of ordinary A shares appearing in the register of members as at the close of business on the date hereof and that the directors be and are hereby authorised to apply such sum in paying up in full 35,990 ordinary A shares of £0.1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of ordinary A shares.

4. SPECIAL RESOLUTION

That the share capital of the Company be reduced to £1 as follows: (i) the cancellation of 40,980 ordinary A shares of £0.1 each to £1 divided into 10 ordinary A shares of £0.10 each; (ii) the cancellation of 7997 ordinary B shares of £0.1 each; (iii) the cancellation of 360 ordinary C shares of £0.1 each; (iv) the cancellation of 13,350 ordinary D shares of £0.1 each; and (v) the cancellation of the amount standing to the credit of the Company's share premium account of £608,850.

Circulation date: 25 September 2017

Registered office: 10 Triton Street, Regent's Place, London, NW1 3BF

Agreement to written resolution

We, the undersigned, being the sole person entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of corporate member:	DENTSU AEGIS LONDON LIMITED	
Name and position of signatory:	NICHOLAS THOMAS <i>Block capitals please</i> DIRECTOR	
Signed by authorised person on behalf of corporate member:	<i>Nick Thomas</i>	
		Dated: 25 September 2017