

Company No. 1064095

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

OMNICOM FINANCE PLC (the "Company")

Company Registered Office: 239 Old Marylebone Road, London, NW1 5QT

WRITTEN RESOLUTION OF THE SOLE MEMBER

CIRCULATION DATE MONDAY 11TH JANUARY 2016 (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 be passed as a Special Resolution

Special Resolution

THAT the Company adopt the FRS 102 Reduced Disclosure Framework in its financial statements from 1st January 2015

AGREEMENT TO THE RESOLUTION

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

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

Signature



Name

Omnicom Management Europe

Number of shares held

167,266,807

Class of shares held

Ordinary Shares of £1 00 each

Date

11th January 2016

WEDNESDAY



A18 10/02/2016 #69
COMPANIES HOUSE

NOTES

If you agree to all of the Resolution, 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 0207 298 7216 marked "For the attention of the Company Secretary".
- (d) **Email** emailing the signed scanned copy to sallyann.bray@omnicomgroup.com marked "For the attention of the Company Secretary"

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

Once you have indicated your agreement to the Resolution, you may not revoke your agreement

Unless, by the date which is 28 days from the date beginning with the Circulation Date, sufficient agreement has been received for the Resolution to be passed, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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

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