

2670617

THIS AGREEMENT is made the 22 day of June 1995

PASSED FOR FILING

BETWEEN:-

(1) WPP GROUP (UK) LIMITED (Company No: 2670617) whose registered office is at Hythe Industrial Estate, Hythe, Kent ("the Vendor")

AND

(2) WPP INVESTMENTS LIMITED (Company No: 2989230) whose registered office is at 27 Farm Street, London W1X 6RD ("the Purchaser")

WHEREAS the Vendor is the beneficial owner of 48,200,000 "A" Ordinary Shares of two pence each and 100,000 "B" Ordinary Shares of two pence each ("the Shares") being the entire issued share capital of Coley Porter Bell Limited and the Vendor has agreed to sell the Shares to the Purchaser on the terms set out below.

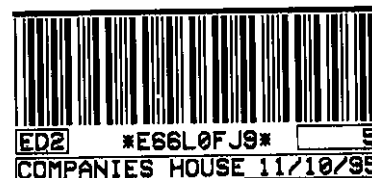
IT IS HEREBY AGREED that:-

1. The Vendor hereby sells to the Purchaser free of all liens, encumbrances and charges and the Purchaser hereby buys the beneficial ownership in the Shares in consideration for the allotment of one ordinary share in the capital of the Purchaser at a premium of £5,372,825.
2. The parties hereto agree that they will co-operate in completing and finalising all documents and formalities to implement the transfer of the legal and beneficial ownership of the Shares to the Purchaser with all necessary diligence.
3. This Agreement shall be governed by English law.

This Agreement was executed on the day and year first before written.

WE HEREBY CERTIFY THIS TO BE A
TRUE AND COMPLETE COPY OF THE ORIGINAL

Edge & Ellison
2.10.95



SIGNED by)

for and on behalf of)
WPP GROUP (UK) LIMITED)

[Signature]

REZ

SIGNED by)

for and on behalf of)
WPP INVESTMENTS LIMITED)

[Signature]

REZ

WE HEREBY CERTIFY THIS TO BE A
TRUE AND COMPLETE COPY OF THE ORIGINAL

Edge & Ellison
2-10-95