

2670617

Certified as a true and
complete copy of the
original
Edge e Ellison
15-1-96

THIS AGREEMENT is made the 24 day of August 1995

BETWEEN:-

- (1) WPP GROUP PLC (Company No: 1003653) whose registered office is at Industrial Estate, Hythe, Kent CT21 6PE ("the Vendor")
- (2) WPP GROUP (UK) LIMITED (Company No: 2670617) whose registered office is at 27 Farm Street, London W1X 6RD ("the Purchaser")

PASSED FOR FILING

WHEREAS the Vendor is the beneficial owner of the following:-

- (a) the entire issued share capital, credited as fully paid up, of The Owl Group Limited ("the Owl Group") (a private company with limited liability registered in England and Wales under number: 02407912);
- (b) the entire issued share capital, credited as fully paid up, of Rasor Communications Limited ("Rasor") (a private company with limited liability registered in England and Wales under number: 1938941);
- (c) the entire issued share capital, credited as fully paid up, of Dawestyle Limited ("Dawestyle") (a private company with limited liability registered in England and Wales under number: 02124385);
- (d) the entire issued share capital, credited as fully paid up, of Precis (567) Limited ("Precis") (a private company with limited liability registered in England and Wales under number: 02068804)

hereinafter referred to as "the Shares".

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 following:-


- (a) in respect of the transfer of the entire issued share capital of the Owl Group in consideration for the allotment of 1 Ordinary Share of £1 in the capital of the Purchaser at a premium of £1;
- (b) in respect of the transfer of the entire issued share capital of Rasor in consideration for the allotment of 1 Ordinary Share of £1 in the capital of the Purchaser at a premium of £1;
- (c) in respect of the transfer of the entire issued share capital of Dawestyle in consideration for the allotment of 1 Ordinary Share of £1 in the capital of the Purchaser at a premium of £99;
- (d) in respect of the transfer of the entire issued share capital of Precis in consideration for the allotment of 1 Ordinary Share of £1 in the capital of the Purchaser at a premium of £99.

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.

SIGNED by Robert Heruill)
for and on behalf of)
WPP GROUP PLC)


Copy Secretary

SIGNED by *David Calaw*)
for and on behalf of)
WPP GROUP (UK) LIMITED)

D. Calaw