

Company number
010036532

The Companies Act 1985
Company Limited by Shares
Resolution
of
WPP 2005 PLC
(the Company)
(formerly called WPP Group plc)
(passed on 8 November 2005)

At an extraordinary general meeting of the Company duly convened and held at
on 8 November 2005, the following resolution was duly passed as a special resolution of the Company:

That:

1. the Company be re-registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985;
2. the memorandum of association of the Company be altered by:
 - 2.1 deleting the words "WPP 2005 plc" on the front cover and first page of the memorandum of association and substituting therefor "WPP 2005 Limited";
 - 2.2 deleting clause 1 and inserting in substitution therefor:

"1. The Company's name is WPP 2005 Limited."; and
 - 2.3 deleting clause 2 in its entirety and renumbering clause 3 and 4 as clause 2 and 3 respectively; and
3. the articles of association of the Company be altered by:
 - 3.1 deleting the words "a public company" on the front cover and first page of the articles of association and substituting therefor "a private company"; and
 - 3.2 deleting the words "WPP 2005 plc" on the front cover and first page of the articles of association and substituting therefor "WPP 2005 Limited".

.....*Mark Capel*

Chairman

