

WPP GROUP PLC
(the "Company")

The following resolutions were passed at the Annual General Meeting of the share owners of WPP Group plc (the "Company") held at The Savoy Hotel, Strand, London WC2 on 28 June 2004 at 12.00 noon.

- 1 That, in accordance with Article 6 of the Company's Articles of Association, the directors be empowered to allot relevant securities up to a maximum nominal amount of £39,334,225 but so that this authority shall expire on 28 June 2009 and that all previous authorities under Section 80 of the Companies Act 1985 shall cease to have effect except that the authority conferred by the passing of Resolution 10 set out in the Notice of Annual General Meeting held on 26 June 2000 shall remain in full force and effect.

- 2 That, in accordance with Article 7 of the Company's Articles of Association, the directors be empowered to allot equity securities for cash and that for the purposes of paragraph (1)(b) of Article 7 the nominal amount to which this power is limited shall be £5,900,134 and this power shall expire on 28 June 2009 and all previous authorities under Section 95 of the Companies Act 1985 shall cease to have effect except that the authority conferred by the passing of Resolution 10 set out in the Notice of Annual General Meeting held on 26 June 2000 shall remain in full force and effect.

- 3 That, in accordance with Article 11 of the Company's Articles of Association and the Companies Act 1985, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each in the Company on such terms and in such manner as the directors of the Company may from time to time determine, provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased is 118,002,676;
 - (b) the minimum price which may be paid for an ordinary share is 10 pence (exclusive of expenses (if any) payable by the Company);
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased (exclusive of expenses (if any) payable by the Company); and
 - (d) this authority, unless previously revoked or varied, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2005, save that a contract of purchase may be concluded by the Company before such expiry which will or may be executed wholly or partly after such expiry, and the purchase of shares may be made in pursuance of any such contract.

Marie Capes

Marie Capes
Secretary
28 June 2004

