

WPP GROUP PLC
Company Number 1003653

Resolution of the Board of Directors of
WPP Group plc passed on Thursday 21 November 1996

- 1 Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 ("the Regulations"), IT WAS RESOLVED that:
 - (a) title to the ordinary shares of 10 pence each in the capital of the Company (the "Shares), in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
 - (b) such relevant system shall include the relevant system of which CRESTCo Limited is the Operator (as defined in the Regulations);
 - (c) the Shares shall not include any shares referred to in Regulation 17; and
 - (d) this resolution ("the Resolution") shall become effective immediately.
- 2 It was noted that, upon the Resolution becoming effective in accordance with its terms, and for so long as it is in force, the Articles of Association of the Company in relation to the Shares will not apply to any uncertificated Shares to the extent that they are inconsistent with:-
 - (a) the holding of any Shares in uncertificated form;
 - (b) the transfer of title to any Shares by means of the CREST system; and
 - (c) any provision of the Regulations.
- 3 There was produced to the meeting a copy of the notice of the Company's intention to pass the Resolution which it was noted was incorporated into the Notice of Annual General Meeting, a copy of which had been sent to every member of the Company in accordance with the Company's Articles of Association and in satisfaction of the requirements of Regulation 16(4) on 31 May 1996.
- 4 IT WAS RESOLVED that a copy of this resolution be forwarded to the Registrar of Companies within 15 days of its passing, as required by



section 380 of the Companies Act 1985 (as amended by Regulation 40(3)).

certified a true copy *Marie W Capes*
Marie W Capes
Company Secretary