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COMPANIES HOUSE

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THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

BELL POTTINGER SANS FRONTIERES

(THE "COMPANY")

The following written resolutions were passed by the Company on 30 June 2012

ORDINARY RESOLUTIONS

THAT:

1. In connection with the acquisition by BPP Communications Limited of all the shares in the Company, the terms of and the transactions contemplated by
 - (a) an accession deed to the facilities agreement dated 31 May 2012 between (1) BPP Communications Limited and (2) Barclays Bank PLC as Original Lender to be entered into by the Company as an Additional Guarantor, and
 - (b) an accession deed to an English law debenture dated 30 June 2012 by BPP Communications Limited in favour of Barclays Bank PLC (the "**Debenture**") to be entered into by the Company as a Chargor (as defined in the Debenture),

(together, the "**Finance Documents**")

be hereby approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the commercial benefit and advantage of its members.

2. Notwithstanding any provisions of the Company's Memorandum and Articles of Association, the Company's Directors and/or Secretary be and are hereby empowered and authorised to execute and deliver the Finance Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

SPECIAL RESOLUTIONS

THAT:

3. The Company's articles of association be amended by the insertion of the following paragraph as a new Article 7.1A

- (a) "Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer:
 - (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("a Secured Institution"); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

(iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "



Chairman

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