

# **M&C SAATCHI**

**M&C Saatchi plc**

**Notice of Annual General Meeting**

**7 June 2005, at 3 p.m.**

**36 Golden Square, London W1F 9EE**

# NOTICE OF

Notice is given that the AGM of M&C Saatchi plc (the 'company') will be held at 36 Golden Square, London W1F 9EE, on 7 June 2005, at 3 p.m. for the following purposes:

1. To receive, approve and adopt the Company's annual accounts for the financial year ended 31 December 2004, together with the directors' report and the auditors' report on those accounts.
2. To approve the directors' remuneration report for the financial year ended 31 December 2004.
3. To reappoint BDO Stoy Hayward as the Company's auditors to hold office from the conclusion of the annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration.
4. To declare a final dividend for the financial year ended 31 December 2004 of 1.16 pence per ordinary share payable to shareholders on the register at the close of business on 13 May 2005.
5. To ratify the appointments of and, where those directors are required to submit themselves for re-election pursuant to the Company's articles of association, reappoint, the following directors who have been appointed directors since the incorporation of the Company: (a) Jeremy Sinclair; (b) David Kershaw; (c) Bill Muirhead; (d) Maurice Saatchi; (e) Jerry Wales; (f) Lloyd Dorfman and (g) Adrian Martin.

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution, and resolution 7 will be proposed as a special resolution.

6. **That:**

- 6.1 the directors be generally and unconditionally authorised under section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £180,000;
- 6.2 this authority shall expire (unless previously revoked by the Company) on the earlier of 6 September 2006 and the conclusion of the next annual general meeting of the Company;
- 6.3 the Company may make an offer or agreement before this authority expires which would or might require relevant securities to be allotted after it has expired and may allot relevant securities under any such offer or agreement notwithstanding that this authority has expired; and
- 6.4 all previous authorities to allot relevant securities, to the extent unused, be revoked.

# MEETING

**7. That:**

7.1 subject to the passing of resolution 6, the directors shall have power under section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash under the authority conferred by resolution 6 as if section 89(1) of the Act did not apply to that allotment or those allotments;

7.2 this power shall be limited to:

7.2.1 the allotment of equity securities in connection with an offer or issue of such securities to holders of ordinary shares on the register on a date fixed by the directors, whether by way of rights issue, open offer or otherwise, in proportion (as nearly as practicable) to their respective holdings on that date or in accordance with the rights attached to them but subject to such exclusions and other arrangements as the directors may consider appropriate in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

7.2.2 the allotment (other than under paragraph 7.2.1 above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 89), a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £27,000;

7.3 this power shall expire with the authority given by resolution 6 on the earlier of 6 September 2006 and the conclusion of the next annual general meeting of the Company;

7.4 the Company may make an offer or agreement before this authority expires which would or might require equity securities to be allotted after it expires and the directors may allot equity securities under that offer or agreement notwithstanding that the authority has expired.

By order of the board

Andy Blackstone  
7 April 2005

Registered office: 36 Golden Square, London W1F 9EE

## Notes to members

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the registrars' office not less than 48 hours before the time fixed for holding the meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude ordinary shareholders from attending and voting in person at the meeting.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 7 June 2005 and any adjournment(s) of the meeting by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID 3RA50) not less than 48 hours before the time fixed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the Company as at 7 a.m. on 6 June 2005 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 7 a.m. on 6 June 2005 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. The register of directors' interests kept by the Company under section 325 of the Companies Act 1985 will be produced at the commencement of the meeting and remain open and accessible during the continuance of the meeting to any person attending the meeting.