

M&C SAATCHI

**M&C Saatchi plc
(the “Company”)**

Notice of Annual General Meeting

**7 June 2006, at 11 a.m.
36 Golden Square, London W1F 9EE**

NOTICE OF

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of the Company will be held at 36 Golden Square, London W1F 9EE, on 7 June 2006, at 11 a.m. for the following purposes:

ORDINARY BUSINESS

Report and accounts 2005

1. To receive, approve and adopt the Company's annual accounts for the financial year ended 31 December 2005, together with the directors' report and the auditors' report on those accounts.

Directors' remuneration report 2005

2. To approve the directors' remuneration report for the financial year ended 31 December 2005.

Re-appointment and remuneration of auditors

3. To re-appoint 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.

Re-election of Directors retiring by rotation

4. To re-elect Jeremy Sinclair as a director of the Company.
5. To re-elect Jerry Wales as a director of the Company.

Declaration of dividend

6. To declare a final dividend for the financial year ended 31 December 2005 of 1.78 pence per ordinary share payable to shareholders on the register at the close of business on 12 May 2006.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which resolution 7 will be proposed as an ordinary resolution, and resolutions 8 and 9 will be proposed as special resolutions:

Authority to allot shares

7. **That:**
 - 7.1 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;
 - 7.2 this authority shall expire (unless previously revoked by the Company) at the conclusion of the next annual general meeting of the Company;
 - 7.3 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
 - 7.4 all previous authorities to allot relevant securities, to the extent unused, be revoked.

MEETING

Disapplication of pre-emption rights

8. That:


- 8.1 subject to the passing of resolution 7, 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 7 as if section 89(1) of the Act did not apply to that allotment or those allotments;
- 8.2 this power shall be limited to:
 - 8.2.1 the allotment of equity securities in connection with an offer or issue of such securities to holders of ordinary shares of 1 pence each in the capital of the Company ("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 of Ordinary Shares 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
 - 8.2.2 the allotment (other than under paragraph 8.2.1 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 £27,100;
- 8.3 this power shall expire with the authority given by resolution 7 at the conclusion of the next annual general meeting of the Company; and
- 8.4 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.

Authority to purchase own shares

9. That:

- 9.1 The Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares, provided that:
 - 9.1.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 5,420,679 (being 10 percent of the Company's issued share capital as at 21 March 2006);
 - 9.1.2 the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1 pence;
 - 9.1.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than an amount equal to 105 per cent. of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
 - 9.1.4 unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and
 - 9.1.5 the Company may make a contract or contracts to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of the authority hereby conferred and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

By order of the Board
Andy Blackstone
Company Secretary
Dated: 21 March 2006



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 stop 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 2006 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 Computershare Investor Services plc (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 2006 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 this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.