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FORM OF PROXY

WPP

CONTROL NUMBER: 916341

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Resolutions	For	Against	Withheld
1 <b>Ordinary Resolution</b> to receive the Annual Report and Accounts for the financial year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 <b>Ordinary Resolution</b> to approve the Compensation Committee report as set out in the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 <b>Ordinary Resolution</b> to approve the Directors Compensation Policy as set out in the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 <b>Ordinary Resolution</b> to elect John Rogers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 <b>Ordinary Resolution</b> to elect Sandrine Dufour as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 <b>Ordinary Resolution</b> to elect Keith Weed as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 <b>Ordinary Resolution</b> to elect Jasmine Whitbread as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 <b>Ordinary Resolution</b> to re-elect Roberto Quarta as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 <b>Ordinary Resolution</b> to re-elect Dr Jacques Aigrain as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions	For	Against	Withheld
10 <b>Ordinary Resolution</b> to re-elect Tarek Farahat as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 <b>Ordinary Resolution</b> to re-elect Mark Read as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 <b>Ordinary Resolution</b> to re-elect Cindy Rose OBE as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 <b>Ordinary Resolution</b> to re-elect Nicole Seligman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 <b>Ordinary Resolution</b> to re-elect Sally Susman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 <b>Ordinary Resolution</b> to re-appoint Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 <b>Ordinary Resolution</b> to authorise the Audit Committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 <b>Ordinary Resolution</b> to authorise the directors to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 <b>Special Resolution</b> to authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 <b>Special Resolution</b> to authorise the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing this form, please read the explanatory notes overleaf.  
I/We want the chairman of the Meeting OR the following person (called the 'proxy') to attend and vote on my/our behalf at the Annual General Meeting of WPP plc to be held on 10 June 2020 and at any adjournment of the Meeting. **Given the restrictions on attendance, shareholders are encouraged to appoint the chairman of the Meeting as their proxy (by leaving the below box blank), rather than another person(s) who will not be permitted to attend the AGM. Appointment of a third party will likely result in your vote not being counted.**

For the appointment of more than one proxy, please refer to Note 8. The proxy need not be a member of the Company. I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Any one joint holder may sign

Date

 /2020

Please leave this box blank if you have selected the chairman.  
Do not insert your own name(s). Otherwise write the full name of the individual or body corporate you are appointing as your proxy. See note above.

☐

Please tick here if this appointment is one of multiple appointments being made.

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WPPJ

**WPP plc will be holding its Annual General Meeting on 10 June 2020 at 12 noon at our offices at Sea Containers House, 18 Upper Ground, London SE1 9GL.**

At the time of publication of the Notice of Annual General Meeting 2020, the UK Government has prohibited public gatherings of more than two people and non-essential travel. In light of these measures, the AGM this year will be run as a closed meeting and shareholders will not be able to attend in person. Shareholder participation remains important to us and we would strongly encourage shareholders to participate in the AGM by voting by proxy and by submitting any questions in advance of the Meeting.

Further details on both of these options is provided overleaf.

If you have a question on business matters set out in the Notice of Annual General Meeting 2020, please write it here. We will provide responses to questions on our website following the meeting.

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**Note:** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.



## NOTES FOR COMPLETION OF FORM OF PROXY

## APPOINTING A PROXY

- 1 **A proxy need not be a member of the Company but must attend the AGM to represent you. Given that this year's AGM is a closed meeting, shareholders must appoint the chairman of the Meeting (by leaving the box provided blank) as their proxy over all shares held to ensure all votes are able to be exercised and counted at the AGM. If you appoint a third party, this will likely result in your vote not being counted as the third party will be unable to attend the meeting.**
- 2 Please indicate by placing 'X' under the column 'For' or the column 'Against' or the column 'Withheld' how you wish your votes to be cast. On receipt of this form duly signed, but without any specific direction how you wish your vote to be cast, your proxy may vote or abstain, at their discretion. On any other business (including a motion to adjourn the Meeting or to amend a resolution) the proxy will vote at their discretion.
- 3 The 'Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' the resolution.
- 4 In the case of joint shareholders, the vote of the first named in the Register of the Company who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other shareholder(s).
- 5 In the case of a shareholder which is a body corporate, this form must be executed either under its common seal, or under the hand of an officer or agent duly authorised in writing on its behalf.
- 6 To be valid this form (together with any power of attorney or other authority (if any) under which it is signed and dated) must be completed, signed and received at the office of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the Meeting.
- 7 Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the chairman (please see note 1 above in relation to the consequences of appointing a third party), please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).
- 8 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Computershare Registrars on 0370 707 1411 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 9 To submit your proxy instructions electronically:
  - (a) you may submit your proxy online by accessing the Company's website [wpp.com/investors](http://wpp.com/investors). You will need your unique shareholder reference number (SRN), Control Number and personal identification number (PIN) printed on this form in order to log in. The use by shareholders of the electronic proxy appointment service will be governed by the terms and conditions of use which will appear on the website. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 48 hours before the time appointed for the Meeting; or
  - (b) alternatively, CREST members can submit their vote through the CREST electronic proxy appointment service. Please refer to note 7 on page 9 of the accompanying Notice of Annual General Meeting.
- 10 Completion and return of the Form of Proxy or appointing your proxy electronically would not usually prevent you from attending and voting at the Meeting in person instead of your proxy; however, this year's Meeting will be a closed meeting in light of government guidelines and so shareholders (or their proxies) will not be permitted entry.

## Shareholder questions

- 11 We are happy to receive questions from shareholders at any time. If you have specific questions on business matters set out in the Notice of Annual General Meeting 2020, please email these to [wpp2020agm@wpp.com](mailto:wpp2020agm@wpp.com) by 5 June 2020. Alternatively, please fill out the question slip overleaf and return by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 5 June 2020.

## Shareholder enquiries

- 12 For any enquiries, please contact Computershare on 0370 707 1411 (lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales)) or by post: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.