

**Company number: 111714**

**COMPANIES (JERSEY) LAW 1991**  
**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**WPP PLC**

(the “**Company**”)

At the annual general meeting of the Company held on Wednesday 10 June 2020, the following resolutions were duly passed by the requisite majority of the members of the Company in accordance with the Companies (Jersey) Law 1991 and the Company’s Articles of Association:

**17. Directors’ Authority to Allot Shares (Ordinary Resolution)**

In accordance with Article 6 of the Company’s Articles of Association, to authorise the Board of Directors to allot relevant securities (as defined in the Company’s Articles of Association): (A) up to a maximum nominal amount of £40,844,302 (such amount to be reduced by the nominal amount of any relevant securities (as defined in the Company’s Articles of Association) allotted under paragraph (B) in excess of £81,688,604 less £40,844,302); and (B) comprising relevant securities (as defined in the Company’s Articles of Association) up to a maximum nominal amount of £81,688,604 (such amount to be reduced by any relevant securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue, for a period expiring on the date of the Annual General Meeting of the Company in 2021 or on 1 September 2021, whichever is earlier.

**18. Purchase of Own Shares (Special Resolution)**

To authorise the Company generally and unconditionally:

(a) pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of ordinary shares in the Company on such terms and in such manner as the directors of the Company may from time to time determine, provided that:

(i) the maximum number of ordinary shares hereby authorised to be purchased is 122,532,907;

(ii) the minimum price which may be paid for an ordinary share is 10 pence exclusive of expenses (if any) payable by the Company;

(iii) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (A) 105% of the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (B) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out (exclusive of expenses (if any) payable by the Company); and

(iv) this authority, unless previously revoked or varied, shall expire on the earlier of the date of the Annual General Meeting of the Company to be held in 2021 and 1

September 2021, save that a contract of purchase may be concluded by the Company before such expiry which will or may be executed wholly or partly after such expiry, and the purchase of shares may be made in pursuance of any such contract; and

(b) pursuant to Article 58A of the Companies (Jersey) Law 1991, and if approved by the directors, to hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by resolution 18(a).

#### **19. Disapplication of Pre-emption Rights (Special Resolution)**

In accordance with Article 8 of the Company's Articles of Association that if resolution 17 is passed, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash:

(a) in connection with a rights issue;

(b) otherwise than in connection with a rights issue up to an aggregate nominal amount not exceeding £6,126,645; and

(c) up to a nominal amount of a further £6,126,645, provided that such allotment is used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of AGM,

such authority to expire on the date of the Annual General Meeting of the Company to be held in 2021 or 1 September 2021, whichever is earlier but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

Balbir Kelly-Bisla  
Company Secretary, WPP plc