

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 9 June 2021, 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:

20. Directors' Authority to Allot Shares (Ordinary Resolution)

In accordance with Article 6 of the Company's Articles of Association, to authorise the Board to allot relevant securities (as defined in the Company's Articles of Association):

- (a) up to a maximum nominal amount of £40,419,624 (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 £80,839,248 less £40,419,624; and
- (b) comprising relevant securities (as defined in the Company's Articles of Association) up to a maximum nominal amount of £80,839,248 (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 2022 or on 1 September 2022, whichever is earlier.

21. 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 121,258,871;
 - (ii) the minimum price which may be paid for an ordinary share is 10.0 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 2022 and 1 September 2022, 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 21 (a).

22. Allotment of equity securities for cash (Special Resolution)

In accordance with Article 8 of the Company's Articles of Association that if resolution 20 is passed, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment:

- (a) in connection with a rights issue; and
- (b) in the case of authority granted under paragraph (a) of resolution 20, up to a maximum nominal amount of £6,062,943, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2022 or 1 September 2022, 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.

23. Disapplication of Pre-Emption Rights (Special Resolution)

In accordance with Article 8 of the Company's Articles of Association that if resolution 20 is passed and in addition to any power granted under resolution 22, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment in each case such authority to be:

- (a) up to an aggregate nominal amount not exceeding £6,062,943; and
- (b) 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 specified 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 this Notice, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2022 or 1 September 2022, 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.

24. Adoption of new Articles of Association (Special Resolution)

That the articles of association produced to the Annual General Meeting and initialled by the Chair of the Annual General Meeting (for the purpose of identification) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



Balbir Kelly-Bisla
Company Secretary, WPP plc