

The background is a solid purple color. It is decorated with numerous spheres of various sizes and colors, including shades of blue, purple, orange, red, and green. Some spheres have a gradient, while others are solid. In the top right corner, the letters 'WPP' are displayed in a white, pixelated font.

WPP

Sea Containers House,
18 Upper Ground, London SE1 9GL
at 2.00pm on Tuesday 24 May 2022

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, please consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser who is duly authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all of your WPP plc ordinary shares, please forward this document, together with any accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



WHO WE ARE

WPP IS THE CREATIVE TRANSFORMATION COMPANY

**WE USE THE POWER OF
CREATIVITY TO BUILD BETTER
FUTURES FOR OUR PEOPLE,
PLANET, CLIENTS AND
COMMUNITIES.**

CHAIRMAN'S INTRODUCTION



DEAR SHAREHOLDER

I am pleased to enclose the Notice of Meeting for the 2022 Annual General Meeting (AGM or Meeting) of WPP plc (WPP or the Company) which will be held at 2.00pm on Tuesday 24 May 2022 at Sea Containers House, 18 Upper Ground, London SE1 9GL with facilities to follow the business of the AGM virtually.

BUSINESS OF THE AGM

The formal notice convening the AGM, which follows this letter on pages 4 to 6 of this document, sets out the business to be conducted at the Meeting.

Simon Dingemans was appointed to the Board as a Non-Executive Director and joined the Audit Committee on 31 January 2022. We are recommending that Simon Dingemans be elected by shareholders as a Director and a resolution proposing his election is set out on page 4 of this AGM notice. Simon brings significant relevant experience to the Board.

As confirmed in the Annual Report, Jacques Aigrain and Sally Susman will not be standing for re-election at the AGM as they come to the end of their tenure, after nine years on the Board. We thank Jacques and Sally for their significant and invaluable contribution to WPP, and service to the Board. I am delighted that Sandrine Dufour will succeed Jacques Aigrain as Audit Committee Chair, effective from 1 April 2022.

In accordance with the UK Corporate Governance Code, all of the other directors of the Company (Directors) will stand for re-election to the Board at the AGM.

The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Company and the Board recommends the election or re-election of all Directors. Biographies for each Director can be found in the explanatory notes to the resolutions on pages 7 to 16 of this document.

AGM ARRANGEMENTS

The AGM is an important event in the calendar for the Company and our shareholders. If you are unable to join us in person or prefer not to attend in person due to the ongoing Covid-19 pandemic, we are offering shareholders the opportunity to follow the business of the AGM via a live webcast. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Further details on how you can join us virtually and ask questions are set out on page 24 of this Notice.

The safety and security of all attendees at the Meeting continues to be of paramount importance. As such, please do not attend in person if you know you have been in contact with a confirmed Covid-19 case in the last five days, have symptoms of, or have tested positive for Covid-19 yourself. Only light refreshments will be served before or after the Meeting. Attendees are encouraged to maintain a safe distance wherever possible.

The Company will continue to monitor public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website, wpp.com, and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

RECOMMENDATION

Your Board considers that the resolutions set out on pages 4 to 6 of this document are in the best interests of the Company and its shareholders as a whole and recommends that shareholders vote 'FOR' each of the resolutions as the Directors intend to do in respect of their own beneficial shareholdings (other than in respect of those matters in which they are interested) in the Company.

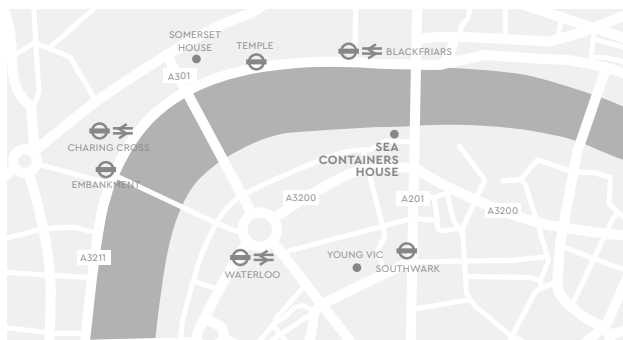
Your Board appreciates your continuing support.



Roberto Quarta
Chairman

THE WPP PLC ANNUAL GENERAL MEETING 2022 WILL BE HELD AT:

Sea Containers House
18 Upper Ground
London SE1 9GL



NOTICE OF MEETING

24 MAY 2022

Notice is hereby given that the 2022 Annual General Meeting of the shareholders of the Company will be held at 2.00pm on Tuesday 24 May 2022 at Sea Containers House, 18 Upper Ground, London SE1 9GL to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 21 to 23, which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 1.**
To receive the Annual Report and Accounts for the financial year ended 31 December 2021.
- 2.**
To declare a final dividend of 18.7 pence per ordinary share in respect of the year ended 31 December 2021 payable to shareholders on the register of the Company at the close of business on 10 June 2022.
- 3.**
To receive and approve the Compensation Committee report contained within the Annual Report and Accounts for the financial year ended 31 December 2021.
- 4.**
To elect Simon Dingemans as a Director.
- 5.**
To re-elect Angela Ahrendts DBE as a Director.
- 6.**
To re-elect Sandrine Dufour as a Director.
- 7.**
To re-elect Tarek Farahat as a Director.
- 8.**
To re-elect Tom Ilube CBE as a Director.
- 9.**
To re-elect Roberto Quarta as a Director.
- 10.**
To re-elect Mark Read as a Director.
- 11.**
To re-elect John Rogers as a Director.
- 12.**
To re-elect Cindy Rose OBE as a Director.
- 13.**
To re-elect Nicole Seligman as a Director.
- 14.**
To re-elect Keith Weed CBE as a Director.
- 15.**
To re-elect Jasmine Whitbread as a Director.
- 16.**
To re-elect Dr. Ya-Qin Zhang as a Director.
- 17.**
To re-appoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of the 2022 Annual General Meeting to the conclusion of the next general meeting at which financial statements are laid before the Company.
- 18.**
To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.

19.

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 £37,416,459 (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 £74,832,918 less £37,416,459); and
- (b) comprising relevant securities (as defined in the Company's Articles of Association) up to a maximum nominal amount of £74,832,918 (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 2023 or on 1 September 2023, whichever is earlier.

20.

That the renewal of the WPP plc Executive Performance Share Plan (EPSP) as amended and as set out in the draft rules produced to the Meeting and for the purposes of identification signed by the Company Secretary, the principal terms of which are summarised in the Appendix to this Notice, be and is hereby approved.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following as special resolutions:

21.

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 112,249,376;
 - (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 2023 and 1 September 2023, 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.

In accordance with Article 8 of the Company's Articles of Association that if resolution 19 is passed, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash as if Article 7 of the Company's Articles of Association 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 19, up to a maximum nominal amount of £5,612,469, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2023 or 1 September 2023, 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.

In accordance with Article 8 of the Company's Articles of Association that if resolution 19 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 Article 7 of the Company's Articles of Association did not apply to any such allotment, in each case such authority to be:

- (a) up to an aggregate nominal amount not exceeding £5,612,469; 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 2023 or 1 September 2023, 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.

By Order of the Board

Balbir Kelly-Bisla
Company Secretary, WPP plc

31 March 2022

Registered Office
13 Castle Street
St Helier
Jersey
JE1 1ES

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 20 will be proposed as ordinary resolutions that will be passed if more than half of the votes are cast in favour of the particular resolution. Resolutions 21 to 23 will be proposed as special resolutions that will be passed if not less than two-thirds of the votes cast are in favour of the particular resolution.

Voting on all resolutions at the AGM will be by way of a poll rather than a show of hands. This reflects best practice and means that all the votes cast, and not just those of the shareholders present, are taken into account.

The poll results will be notified to the FCA and published on the Company's website wpp.com/ investors as soon as possible after the conclusion of the Meeting.

RESOLUTION 1: REPORT AND ACCOUNTS

The Directors must present to shareholders at the Annual General Meeting the report of the Directors and the accounts of the Company for the year ended 31 December 2021. The report of the Directors, the accounts, the report of the Compensation Committee and the report of the Company's auditors on the accounts, are contained within the 2021 Annual Report and Accounts.

RESOLUTION 2: DECLARATION OF FINAL DIVIDEND

The amount of the final dividend recommended by the Directors is 18.7 pence per ordinary share to be paid on 8 July 2022 to the shareholders on the register at the close of business on 10 June 2022. Final dividends must be approved by shareholders, but must not exceed the amount recommended by the Directors.

RESOLUTION 3: COMPENSATION COMMITTEE REPORT

Resolution 3 proposes the approval of the Compensation Committee report by shareholders.

The report, which is made on behalf of the full Board, explains the different elements which comprised executive compensation in 2021, including how base salaries and short-term and long-term incentive compensation were determined for Executive Directors of the Company and for Senior Executives of the Company and Group operating companies. Payments made to the Non-Executive Directors, as well as details of their shareholdings in the Company, are also set out in the Compensation Committee report. In addition, the Company's executive share ownership policy, the utilisation of the share incentive plans and the provision of other benefits are explained. The vote on this resolution is advisory in nature. Accordingly, payments made or promised to the Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

RESOLUTIONS 4 TO 16: ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the Articles and the recommendation of the 2018 UK Corporate Governance Code (the Code), all Directors in office as at the selection date (as defined in the Company's Articles of Association) will retire from office at the AGM and all will stand for election or re-election by the shareholders. Each of the Directors bring a wide range of skills, experience and knowledge to the Board which supports the Company's strategy. The core areas of expertise include financial services and finance, FMCG, pharma, M&A, corporate governance, transformation, marketing and technology. The individual and combined expertise and backgrounds of each Director makes a significant contribution to the functioning of the Board and its Committees and the long-term sustainable success of the Company.

Following the annual evaluation exercise conducted during 2021, the Board considers that each of the Directors standing for re-election continues to make an effective and valuable contribution to the Company and demonstrates commitment to their role. The Board is content that each Non-Executive Director offering himself or herself for re-election is independent in character and that there are no relationships or circumstances likely to affect his or her character or judgement. Accordingly, on the recommendation of the Nomination and Governance Committee, the Board unanimously recommends that all Directors standing for re-election continue to serve as Directors of the Company and that all Directors standing for election be confirmed to post.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR ELECTION



SIMON DINGEMANS
INDEPENDENT NON-EXECUTIVE
DIRECTOR 
Nationality: British

Simon has extensive business, capital markets, corporate finance and governance experience and is currently a Senior Advisor at global investment firm, The Carlyle Group.

Prior to joining Carlyle, Simon was Chief Financial Officer of GlaxoSmithKline plc and a member of the main board from 2011 to 2019. Prior to GSK, Simon worked in investment banking for 25 years at SG Warburg and then Goldman Sachs, where he was Managing Director and Partner for ten years as a leader of their European M&A business and Head of UK Investment Banking. Simon served as Non-Executive Chair of the Financial Reporting Council in 2019/2020 and previously also served as Chairman of the 100 Group. Simon has a master's degree in Geography from Oxford University.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION



ANGELA AHRENDTS DBE
INDEPENDENT NON-EXECUTIVE
DIRECTOR   
Nationality: British and American

Angela brings expertise as a leader of creative and technology-driven global businesses. From 2014 until 2019, she was Senior Vice President, Retail at Apple, Inc., where she integrated and redesigned the physical and digital global consumer experience. Angela was CEO of Burberry from 2006 to 2014, where she repositioned the brand as a luxury high-growth company and created the Burberry Foundation. Prior to Burberry, Angela was Executive Vice President at Liz Claiborne, Inc. and President of Donna Karan International, Inc. Angela was a member of the UK Prime Minister's Business Advisory Council from 2010 to 2015.

External appointments:
Non-Executive Director, Ralph Lauren Corporation and Airbnb, Inc.; Chair of Save the Children International; Non-Executive Director, Charity: Water and The HOW Institute for Society; member of the Global Leadership Council of the Oxford University Saïd Business School and BritishAmerican Business International Advisory Board.

The biographies summarise each Director's skills and experience.

- COMMITTEE MEMBERSHIP KEY**
-  Audit
 -  Compensation
 -  Nomination and Governance
 -  Sustainability
 -  Committee Chair

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED

**SANDRINE DUFOUR**

INDEPENDENT NON-EXECUTIVE

DIRECTOR  

Nationality: French

Sandrine brings substantial financial expertise gained in global companies and strong strategic capability to the Board. She has executive leadership experience in the telecommunications, entertainment and media industries and an enthusiasm for cultural, technological and business transformation. Sandrine is currently Chief Financial Officer of UCB, a global pharmaceutical company. Previously she was CFO of Proximus. She held a number of leadership roles at Vivendi, in France and in the United States, across its entertainment and telecommunications business.

Sandrine began her career as a financial analyst at BNP and then Credit Agricole in the telecoms sector. She has held other non-executive director roles, most recently at Solocal Group.

External appointments:

Chief Financial Officer, UCB.

¹ Sandrine Dufour will succeed Jacques Aigrain as Audit Committee Chair on 1 April 2022.

**TAREK FARAHAT**

INDEPENDENT NON-EXECUTIVE

DIRECTOR 

Nationality: Brazilian and Egyptian

Tarek has extensive leadership and brand-building experience gained in leading businesses in the Americas, Europe, Middle East and Africa. He worked for Procter & Gamble for over 26 years, his last position as President of Procter & Gamble Latin America and member of the Global Leadership Council. Tarek was previously Chairman of the board of JBS S.A. and a board member of Pilgrim's Pride Corporation and Alpargatas. Tarek is currently a strategic advisor, consultant and partner for companies in the consumer goods, Fintech and healthcare sectors.

Tarek is a graduate of the American University in Cairo, Faculty of Commerce and Finance.

External appointments:

Chairman and Co-Founder, GoPublic and Ponto-e.

**TOM ILUBE CBE**

INDEPENDENT NON-EXECUTIVE

DIRECTOR   

Nationality: British

Tom brings a wealth of expertise as a technology entrepreneur. He is Chair of the Rugby Football Union (RFU) and CEO of Crossword Cybersecurity plc. From 2010 to 2014, Tom was Managing Director of Consumer Markets at Callcredit Information Group. Prior to Callcredit, Tom founded and was CEO of Garlik, a venture capital-backed identity protection company. His 30-year career in the UK technology sector includes roles at Egg Banking plc, PricewaterhouseCoopers, Goldman Sachs and the London Stock Exchange.

He was made a Doctor of Science (Honoris Causa) by City, University of London, an Honorary Doctor of Technology by the University of Wolverhampton, and an Honorary Fellow of Jesus College, Oxford and St Anne's College. In 2017 Tom topped the *Powerlist* ranking of the most influential people of African or African Caribbean heritage in the UK.

External appointments:

Founder and CEO, Crossword Cybersecurity plc; Chair, Iternal Limited; Founder and Chair, African Gifted Foundation; Chair, the Rugby Football Union (RFU).

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED

**ROBERTO QUARTA**CHAIRMAN  

Nationality: Italian and American

Roberto has extensive and diverse experience in corporate governance and global commerce having served on the boards of a number of UK and international companies. His career in private equity brings valuable experience to WPP, particularly when evaluating acquisitions and new business opportunities.

He is Chairman of Smith & Nephew plc, a Partner of Clayton, Dubilier & Rice and Chairman of Clayton, Dubilier & Rice Europe. Previously he was Chief Executive and then Chairman of BBA Group plc, Chairman of Rexel SA, Chairman of IMI plc and a Non-Executive Director at BAE Systems plc, Equant NV, Foster Wheeler AG and PowerGen plc.

External appointments:

Chairman, Smith & Nephew; Partner, Clayton, Dubilier & Rice; Chairman, Clayton, Dubilier & Rice Europe.

**MARK READ**

CHIEF EXECUTIVE OFFICER

Nationality: British

Mark has a deep understanding of the industry having held multiple leadership positions at WPP since he joined in 1989. As Head of Strategy and then CEO of WPP Digital he was responsible for WPP's first moves into technology. In 2015, he became Global CEO of Wunderman, which he transformed into one of the world's leading creative, data and technology agencies. Earlier in his career, he co-founded internet start-up WebRewards and specialised in media and marketing as a principal at consultancy Booz Allen Hamilton. Mark was voted the industry's Most Influential Person of 2019 in Econsultancy's Top 100 Digital Agencies report and in 2021 he was recognised as a HERoes Champion of Women in Business for the fourth consecutive year.

Mark has an MBA from INSEAD and an Economics degree from Trinity College, University of Cambridge, and was a Henry Fellow at Harvard University.

External appointments:

Chairman of the Natural History Museum Digital Council.

**JOHN ROGERS**

CHIEF FINANCIAL OFFICER

Nationality: British

John has extensive finance, strategy, digital, property and retail experience. He joined WPP from J Sainsbury plc where he was Chief Executive Officer of Sainsbury's Argos. John was previously the Chief Financial Officer of J Sainsbury plc, responsible for business strategy, new business development, Sainsbury's Online and Sainsbury's Bank, in addition to its core finance functions.

John is a member of The Prince's Advisory Council for Accounting for Sustainability. He also sits on the Retail Sector Council, which acts as a point of liaison between the UK Government and retail sector. John is also an Independent Non-Executive Director of Grab Holdings Limited, a technology company listed on NASDAQ.

External appointments:

Member, The Prince's Advisory Council for Accounting for Sustainability; Member, Retail Sector Council; Independent Non-Executive Director, Grab Holdings Limited.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED

**CINDY ROSE OBE**INDEPENDENT NON-EXECUTIVE
DIRECTOR  

Nationality: British and American

Cindy has extensive experience as a leader in the technology and media sectors and a deep understanding of the role of technology in business transformation. She was appointed President of Microsoft Western Europe in October 2020, prior to which she was Microsoft UK CEO from 2016. She previously held roles as Managing Director of the UK consumer division at Vodafone and as Executive Director of Digital Entertainment at Virgin Media. She also spent 15 years at The Walt Disney Company, ultimately as Senior Vice President and Managing Director of Disney Interactive Media Group.

Cindy is a graduate of Columbia University and New York Law School.

External appointments:

President, Microsoft Western Europe; Member of the advisory board of Imperial College Business School in London; Member of the advisory board of McLaren.

**NICOLE SELIGMAN**SENIOR INDEPENDENT DIRECTOR,
NON-EXECUTIVE DIRECTOR  

Nationality: American

Nicole is a global business leader and an internationally recognised lawyer. She brings to the Board analytical skills, in-depth knowledge of public company corporate governance and a comprehensive understanding of media and business issues. Nicole was previously President of Sony Entertainment, Inc. and global General Counsel for Sony Corporation. Prior to that, as a partner at law firm Williams & Connolly, Nicole represented key public figures and major media and other companies in complex litigation.

She is a Magna Cum Laude graduate of both Harvard College and Harvard Law School.

External appointments:

Non-Executive Director, ViacomCBS Inc.; Non-Executive Director, MeiraGTX Holdings plc; Non-Executive Director, Far Peak Acquisition Corporation.

**KEITH WEED CBE**INDEPENDENT NON-EXECUTIVE
DIRECTOR 

Nationality: British

Keith has a wealth of experience as a marketing and digital leader and an understanding of the ways in which technology is transforming businesses. From 2010 to 2019, Keith was Chief Marketing and Communications Officer at Unilever, a role that included creating and leading Unilever's sustainability programme. Keith was named the World's Most Influential Chief Marketing Officer by *Forbes* in 2017, 2018 and 2019, and Global Marketer of the Year 2017 by the World Federation of Advertisers.

He received *The Drum's* Lifetime Achievement Award in 2018 and was inducted into the Marketing Hall of Fame in 2019. Keith is a Non-Executive Director of J Sainsbury plc.

External appointments:

Non-Executive Director, J Sainsbury plc; Trustee Director of Business in the Community; Board Trustee, Grange Park Opera; President of the Royal Horticultural Society; Board Trustee, Leverhulme Trust.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED

**JASMINE WHITBREAD**

INDEPENDENT NON-EXECUTIVE

DIRECTOR  

Nationality: British and Swiss

Jasmine's experience spans marketing, technology, finance, media, telecommunications and not-for-profit organisations, and she brings this breadth of perspective and, knowledge of many of WPP's client sectors.

Jasmine began her career in marketing in the technology sector, including with Thomson Financial in the US. After completing the Stanford Executive Program, Jasmine went on to hold leadership roles with Oxfam and Save the Children, starting in 1999 in West Africa and, from 2010 to 2015, as the first Chief Executive of Save the Children International.

Jasmine was a Non-Executive Director of BT Group plc from 2011 to 2019 and Chief Executive Officer of London First from 2016 until March 2021.

External appointments:

Chair of the Board, Travis Perkins plc; Non-Executive Director, Standard Chartered plc; Non-Executive Director, Compagnie Financière Richemont SA; Visiting Fellow, Oxford University.

**DR. YA-QIN ZHANG**

INDEPENDENT NON-EXECUTIVE

DIRECTOR 

Nationality: American

Ya-Qin is a world-renowned technologist, scientist and entrepreneur with a particular understanding of the changing consumer technology landscape in China. He was President of Baidu Inc., the global internet services and AI company headquartered in Beijing, between 2014 and 2019. Prior to joining Baidu, he held several positions during his 16-year tenure at Microsoft, both in the United States and China, including Corporate Vice President and Chairman of Microsoft China. Ya-Qin is currently a Non-Executive Director of Fortescue Metals Group, AsialInfo Technologies Limited and ChinaSoft International Limited. He is also Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university.

External appointments:

Non-Executive Director of Fortescue Metals Group, AsialInfo Technologies Limited and ChinaSoft International Limited; Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university; Fellow, American Academy of Arts and Sciences.

RESOLUTIONS 17 AND 18: RE-APPOINTMENT OF AUDITORS

The auditors of the Company must be appointed at each Annual General Meeting. Resolution 17 proposes the re-appointment of Deloitte LLP, to hold office until the conclusion of the next Annual General Meeting to be held in 2023.

On the recommendation of the Audit Committee, the Board proposes that Deloitte be reappointed as the Company's auditor.

The Audit Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. Deloitte have indicated their willingness to continue in office.

Resolution 18 gives authority to the Audit Committee to determine the auditor's remuneration. In line with the Code, the Audit Committee considers and approves audit fees. Details of the remuneration paid to the auditor for the year ended 31 December 2021 (including non-audit fees) are set out on page 129 of the Annual Report.

RESOLUTION 19: AUTHORITY TO ALLOT SHARES

Resolution 19 proposes to seek renewal of the authority given to the Directors to allot ordinary shares. The £74,832,918 nominal amount of relevant securities to which this authority will relate represents approximately 66.6% of the nominal amount of the issued ordinary share capital of the Company as at 25 March 2022 (excluding treasury shares). This amount complies with guidelines issued by the Investment Association. In accordance with the Investment Association guidelines, one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 25 March 2022 will be applied (if at all) to fully pre-emptive rights issues only. As at 25 March 2022, the Company holds 70,489,953 treasury shares which represent approximately 6.3% of the total ordinary share capital in issue as at 25 March 2022. Except pursuant to the employee share schemes and the satisfaction of deferred consideration under certain acquisition agreements to which the Company is a party, the Directors have no present intention of allotting ordinary shares. The authorities conferred pursuant to resolutions 19 and 21 to 23 will expire on the date of the Annual General Meeting in 2023 or 1 September 2023, whichever is earlier.

RESOLUTION 20: RENEWAL OF WPP PLC EXECUTIVE PERFORMANCE SHARE PLAN

The WPP plc Executive Performance Share Plan (EPSP) was approved by shareholders in 2013 and has since been the Company's primary executive equity interest scheme. The EPSP will expire in 2023 but the Compensation Committee considers the EPSP to have been a success and so is seeking approval for it to be renewed for a further 10 years (starting on the date of the AGM) with a number of amendments to reflect changes in WPP's approach to remuneration and market practice since 2013.

In particular, the changes to the EPSP permit the Compensation Committee to:

- (a) grant awards subject to a post-vesting holding period (noting that under the compensation policy, awards granted to executive directors are already subject to a two-year post-vesting holding period); and
- (b) adjust vesting outcomes if it considers that the formulaic outcome of any performance condition does not reflect overall corporate performance and the experience of shareholders as a whole in terms of value creation.

Details of how the EPSP currently operates for executive directors are set out in the compensation policy in the report and accounts.

A summary of the principal terms of the EPSP (as amended) is in the Appendix to this Notice.

Copies of the draft rules of the EPSP showing the proposed amendments are available for inspection at the place of the Meeting from 1.30pm until the close of the Meeting.

Documents will also be available for inspection electronically on the National Storage Mechanism at data.fca.org.uk/#/nsm/ nationalstoragemechanism from the date of the Notice.

RESOLUTION 21: AUTHORITY TO PURCHASE OWN SHARES

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and Resolution 21 seeks authority from shareholders to authorise the Directors to make such purchases in the market.

The Directors consider it desirable for this general authority to be available to provide additional flexibility in the management of the Company's capital resources. The Directors only implement the authority when, in light of market conditions prevailing at the time, they believe that the effect of any such purchases will enhance earnings per share in the medium to long-term and will be in the best interests of the Company generally. Any shares purchased under this authority would ordinarily be cancelled and the number of shares in issue will be reduced accordingly, though the Company has the option to hold them as treasury shares. The purchase price will be paid out of distributable profits.

The total number of warrants and options to subscribe for ordinary shares that are outstanding as at 25 March 2022 is 20,663,266. The proportion of issued share capital that they represented at that time was 1.8% (excluding treasury shares) and the proportion of issued share capital that they will represent if the full authority to buy back shares (existing and being sought) is used and if the shares bought back are cancelled, will be 2.0% (excluding treasury shares).

Resolution 21 specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 25 March 2022, excluding treasury shares) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the FCA.

RESOLUTIONS 22 AND 23: DISAPPLICATION OF PRE-EMPTION RIGHTS

The authority being sought in resolutions 22 and 23 to allot shares without first offering them to existing shareholders enables the Company to raise capital quickly and easily when needed. This is in line with institutional shareholder guidance, and in particular with the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles). The Statement of Principles allows the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company confirms it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. Resolution 19 would continue to provide the Directors with the power to allot shares for cash when they consider it is in the best interests of the Company to do so and so that:

- (a) the Company can follow normal practices in the event of a rights issue; and
- (b) ordinary shares may be issued wholly for cash other than proportionately to existing ordinary shareholders up to a maximum nominal amount of £5,612,469 (which includes the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash) representing approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) and 4.7% (including treasury shares) as at 25 March 2022.

There are presently no plans to allot ordinary shares wholly for cash other than pursuant to the employee share schemes and the satisfaction of deferred consideration under certain acquisition agreements. Shares allotted under an employee share scheme are not subject to the pre-emption rights. In accordance with the Statement of Principles, the Board confirms in relation to resolution 23 that:

- (a) it intends that any use of the additional authority of 5% of the Company's issued ordinary share capital would only be in connection with an acquisition or specified capital investment; and
- (b) it does not intend to issue shares for cash representing more than 7.5% of the Company's issued share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

For this purpose, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

APPENDIX

SUMMARY OF THE PRINCIPAL TERMS OF THE EPSP

1. Who can participate?

The Compensation Committee may grant awards under the WPP plc Executive Performance Share Plan (EPSP) to selected employees (including executive directors) within the WPP Group of companies. As the EPSP is intended to reward and incentivise senior leaders of the WPP Group, it is expected that awards will typically be granted each year to executive directors and our most senior leaders of the Company and the major operating companies.

2. What kinds of awards can be granted?

Awards under the EPSP can take the form of options or conditional rights to receive ordinary shares for free.

If the award is an option, the Compensation Committee will set the exercise price which may be nil or any other amount.

An award may be granted on the basis that the participant is entitled to receive, on vesting, additional ordinary shares (or a cash equivalent), calculated as if the participant had received dividends paid between grant and vesting (or for options, potentially exercise). The number of additional shares may be calculated on the basis that the dividend was reinvested in shares at the time of each dividend payment.

3. When can awards be granted?

Awards under the EPSP may be granted within the period of 42 days commencing on:

- (a) the day after the Company releases its results for any financial period;
- (b) the day after any general meeting;

- (c) any day on which changes to the legislation or regulations affecting the EPSP are announced, made or come into effect;
- (d) the lifting of dealing restrictions which prevented the granting of awards during any of the periods specified above; or
- (e) if the award is granted in lieu of cash bonus, the date on which the bonus is or would otherwise be payable.

In exceptional circumstances (such as in connection with recruitment), awards may also be granted at other times.

Awards may only be granted within the period of 10 years from the date of the AGM.

4. What personal and other limits apply?

Grants of awards to executive directors of the Company will be subject to the limit set out in the compensation policy approved by shareholders from time to time.

No award can be made that would cause either of the following limits to be exceeded:

- (a) the number of ordinary shares which have been issued or which the Company is committed to issue to satisfy awards or options granted in the previous 10 years under the EPSP and any other employee share plan operated by the Company must not exceed 10% of the ordinary share capital of the Company; or
- (b) the number of ordinary shares which have been issued or which the Company is committed to issue to satisfy awards or options granted in the previous 10 years under the EPSP and any other discretionary employee share plan adopted by the Company must not exceed 5% of the ordinary share capital of the Company.

Ordinary shares that have been (or may be) transferred out of treasury to satisfy awards or options will be counted for the purposes of these limits as if they were newly issued, but ordinary shares issued or issuable in respect of dividend equivalents or awards or options which have lapsed or been surrendered will not be counted.

5. What performance conditions apply?

An award may be granted on the basis that the number of ordinary shares in respect of which it vests will depend on the satisfaction of performance conditions set by the Compensation Committee when the award is granted. For executive directors of the Company, the performance conditions will follow the compensation policy approved by shareholders. Currently, these relate to TSR, Cumulative Free Cash Flow and Return on Invested Capital and are tested over three financial years, with a two-year holding period following vesting.

The Compensation Committee can adjust the number of shares vesting if it considers that the formulaic outcome of any performance condition does not reflect overall corporate performance and the experience of shareholders, as a whole, in terms of value creation.

6. What happens when awards vest?

On vesting of an award, the relevant number of shares will normally be issued or transferred or an equivalent amount of cash paid to the participant.

An option can only be exercised to the extent it has vested and will normally lapse, at the latest, on the 10th anniversary of the date of grant (unless an earlier date is set when the option is granted).

7. Holding period

An award may be granted on the basis that the participant must hold the net number of shares vesting for a period set at the time of grant. As noted above, the compensation policy currently requires

that awards to executive directors of the Company are subject to a two-year holding period after vesting.

If the participant leaves during the holding period, the shares will not normally be forfeited (but may be forfeited where the participant is dismissed for misconduct).

8. What happens if a participant is no longer employed by the WPP Group?

If a participant leaves employment, their unvested awards will normally lapse, unless they leave because of retirement, ill-health or injury, disability, sale of the business in which the participant works outside the WPP Group or, if the Compensation Committee allows in the specific circumstance, any other reason.

In these circumstances, the unvested award will not lapse but will continue in effect. The number of ordinary shares which are capable of vesting will, unless the Compensation Committee decides otherwise, be reduced proportionally to take account of the fact that the participant left early. The award will continue to be subject to the satisfaction of any performance conditions.

If a participant dies, the award will vest on the date of death. The Compensation Committee will determine the extent of vesting having regard to the extent to which any performance conditions have been satisfied to the date of death and the number of shares vesting will, unless the Compensation Committee decides otherwise, be reduced proportionally to take account of the early vesting.

To the extent an option does not lapse on leaving or death, it will be exercisable for six months from the date of vesting (or 24 months from the date of death), after which it will lapse. The Compensation Committee can extend the exercise period but not beyond the date on which the option would normally have lapsed.

9. Malus and clawback

Awards are subject to the malus and clawback policy which WPP has implemented which applies to all its incentive plans. The policy includes a broad list of events in which malus or clawback may be applied – such as fraud, misconduct/cause or misbehaviour of the participant, circumstances which would have entitled a member of the WPP Group to summarily dismiss the participant, failure of risk management for which the participant has significant responsibility, the participant bringing the WPP Group into material disrepute, misstatement of financial results for which the participant has significant responsibility and significant downturn in financial performance of any member of the WPP Group involving the participant – and allows for clawback to be operated within three years of settlement of an award.

10. What happens on a change of control?

In the event of a change of control of the Company, awards will normally vest. The Compensation Committee will determine the number of ordinary shares in respect of which they vest, having regard to the extent to which any performance conditions have then been satisfied. Unless the Compensation Committee decides otherwise, the number of ordinary shares that vest will also be pro-rated to reflect the fact that awards are vesting early.

Any holding period will come to an end on a change of control and awards vesting or exchanged in connection with a change of control will not be subject to a holding period.

Instead of vesting, the Compensation Committee may determine that awards under the EPSP may or will be exchanged for broadly equivalent awards over ordinary shares in the acquiring company (or a related entity).

The Compensation Committee can also allow awards to vest or be exchanged as described above if there is a demerger, delisting, distribution (other than an ordinary dividend), special dividend or other transaction which they consider would affect the current or future value of any award.

11. Can the plan be amended?

The Compensation Committee may amend the provisions of the EPSP or the terms of all or any awards made under the EPSP. However, no alteration to the provisions of the EPSP regarding:

- (a) eligibility;
 - (b) overall limits on the issue of ordinary shares under the EPSP;
 - (c) individual participant's limits;
 - (d) the basis for determining a participant's entitlement to, and the terms of, ordinary shares under the EPSP; or
 - (e) the rights of the participants in the event of a variation in capital;
- may be made to the advantage of participants without the prior approval of the Company's shareholders in general meeting unless the alteration is a minor amendment to:
- (f) benefit the administration of the EPSP;
 - (g) comply with or take account of any proposed or existing legislation;
 - (h) obtain or maintain favourable tax, exchange control or regulatory treatments for participants or any member of the WPP Group of companies.

The Compensation Committee can also, without shareholder approval:

- (i) amend any performance condition if anything happens which causes it to consider that the condition is no longer appropriate, provided that the amended performance condition is not materially less difficult to satisfy; or
- (j) establish further plans based on the EPSP (by way of schedule or otherwise), but modified to take account of securities laws, exchange controls or tax legislation outside the UK, provided that shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the EPSP.

12. General

The Compensation Committee can adjust the number and/or type of shares subject to an award (and/or the exercise price, in the case of an option) if there is a rights issue, demerger, special dividend or similar transaction.

Awards are personal to each participant and will lapse if they are transferred (unless the Compensation Committee decides otherwise). Benefits under the EPSP are not pensionable.

Any shares issued following vesting or exercise will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

IMPORTANT NOTES

1. The AGM is an important event in the calendar for the Company and our shareholders. If you are unable to join us in person or prefer not to attend in person due to the ongoing Covid-19 pandemic, we are offering shareholders the opportunity to follow the business of the AGM via a live webcast. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Further details on how you can join us virtually and ask questions are set out on page 24 of this Notice.

The safety and security of all attendees at the Meeting continues to be of paramount importance. As such, please do not attend in person if you know you have been in contact with a confirmed Covid-19 case in the last 5 days, have symptoms of, or have tested positive for Covid-19 yourself. Only light refreshments will be served before or after the Meeting. Attendees are encouraged to maintain a safe distance wherever possible.

2. Only shareholders whose names appear on the register of members of the Company at 8.00pm on 20 May 2022 shall be entitled to vote at the AGM by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the Meeting.
3. A shareholder entitled to vote at the Meeting may appoint one or more proxies to vote instead of him or her. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her. A proxy need not be a shareholder of the Company. A proxy form (Form of Proxy) to appoint a proxy and give proxy instructions accompanies this Notice (if you received this Notice in the post) or see paragraph 5 below to submit your proxy online.

4. To be valid, the Form of Proxy for use at the Meeting and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority, must be received at the offices of Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 2.00pm on Friday 20 May 2022. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting instead of your proxy, if you wish to do so.

5. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy online by 2.00pm on Friday 20 May 2022, by accessing the Company's website, wpp.com/investors/shareholder-centre/shareholder-meetings.

For security purposes, shareholders will need to provide their shareholder reference number (SRN), control number and personal identification number (PIN) to validate the submission of their proxy online. Shareholders' individual SRNs and PINs are shown on the printed Form of Proxy or email sent to them.

6. A person to whom this Notice is sent who is a person nominated to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of shareholders in relation to the appointment of proxies in paragraphs 3, 4 and 5 above and paragraph 7 below do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual, which is available on the Euroclear website. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, whether it constitutes the appointment of the 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 agents, Computershare Investor Services plc (ID3RA50), by no later than 2.00pm on Friday 20 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application's 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 amendment to the instruction given to a proxy appointed through CREST should be communicated to the proxy through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timing 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(s) to procure that their CREST sponsor or voting service provider(s) take(s)) 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 timing.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

8. Any shareholder attending the AGM has the right to ask questions. There are three ways that shareholders can ask questions, either in advance, or at the Meeting:
 1. pre-submitted questions by emailing them to WPPAGM@wpp.com by 20 May 2022;
 2. during the Meeting via the live webcast. For instructions on how to submit a question via the live webcast please see page 24;
 3. in person at the Meeting.

To enable the Board to answer as many shareholder questions as possible, we encourage you to submit questions in advance and we will endeavour to respond to all questions emailed in advance at the Meeting.

Answers to common questions submitted in advance by email and a transcript of all the questions asked and answered during the AGM will be published on our website at wpp.com/investors following the conclusion of the AGM.

Following the Meeting, shareholders will be able to access details of the business conducted at the AGM (including responses to questions and any presentation materials) on our website: wpp.com/investors. The Chair of the Meeting will ensure that any question relating to the business being dealt with at the AGM receives a response, but no response shall be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, wpp.com, in the form of an answer to a question; or (iii) the Chair of the Meeting determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

9. As at 25 March 2022 (being the last practicable business day prior to publication of this Notice) the Company's issued share capital consists of 1,192,983,719 ordinary shares carrying one vote each of which 70,489,953 shares are held in treasury.

Therefore, the total voting rights in the Company as at 25 March 2022 are 1,122,493,766.

10. Copies of the following documents are available for inspection by prior appointment during normal business hours at the Registered Office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) from the date of the Notice. These documents will also be available for inspection at the place of the Meeting from 1.30pm until the close of the Meeting:

- (a) Directors' service contracts and/or terms of appointment for the Chairman and for the Non-Executive Directors;

- (b) copies of the deeds of indemnity of the Directors.

In addition, for this AGM the following will be available for inspection at the place of the Meeting from 1.30pm until the close of the Meeting:

- (c) copies of the draft rules of the EPSP showing the proposed amendments.

11. The Company may process personal data of attendees at the Meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. Any such personal data shall be processed by the Company in accordance with its privacy policy, which can be found on the Company's website, wpp.com.
12. Subject to shareholder approval at the AGM, the Board is proposing a final dividend for 2021 of 18.7 pence per share as set out in Ordinary Resolution 2. As communicated in the interim dividend mailing in November 2021, we will only pay cash dividends by direct credit and no longer send cheques. Shareholders are encouraged to check that they have elected to receive their dividend by direct payment to a nominated bank account rather than by cheque. To review and/or update your dividend payment method please visit www.investorcentre.co.uk/je or contact the Company's registrars, Computershare on +44 (0)370 707 1411 or at www.investorcentre.co.uk/je/contactus.

If we do not receive a mandate (payment) instruction we will hold your dividends for you. Once an instruction is received, any unpaid dividends will be paid in to your nominated account. A fee may be payable for re-issuing outstanding payments. Relevant fees may be found at www.investorcentre.co.uk/je/paymentfees or by contacting Computershare at the details above.



ACCESSING THE AGM WEBCAST

The live webcast of the Meeting including the question and answer session can be accessed using the following link <https://edge.media-server.com/mmc/p/34fposo2>, using most well-known internet browsers including Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. A recording will be available after the conclusion of the AGM for a period.

This information will be made available on our website: wpp.com/investors.



DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

To participate at the AGM virtually, please contact the Company's registrars, Computershare, before 2.00pm on 20 May 2022 on +44 (0)370 707 1411 for your unique shareholder reference number (SRN), control number and personal identification number (PIN).

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).



LOGGING IN

On accessing <https://edge.media-server.com/mmc/p/34fposo2> you will be prompted to register and enter your SRN and PIN. This can be found printed on your Form of Proxy or will have been sent to you by email if you have registered an email address to receive electronic communications.

For queries on your SRN please contact the Company's registrars using the details on page 23.



ASKING QUESTIONS VIA WEBCAST

Shareholders may ask questions via the live webcast by typing and submitting their question in writing. To ask a question, you should select the 'Ask a question' tab from within the navigation bar at the top right corner of the screen to open the message box and type your question. Once finished, press the 'Submit' button to the right of the message box to submit your question. Select 'Slides' tab within the navigation bar to return to the AGM presentation.

Questions sent via the 'Ask a question' box on the live webcast will not be visible to any other attendees and will be moderated before being sent to the Chair of the Meeting.



TECHNICAL SUPPORT

An active internet connection is required in order to allow you to submit questions via the live webcast. It is the user's own responsibility to ensure that they have a sufficient internet connection.

To listen to the presentation please make sure your speakers are unmuted on your computer or laptop. If you are using a mobile device please use your handset's volume controls. You can also adjust the volume using the controls in the bottom left-hand corner of the webcast page. For supported operating systems and browsers, please refer to the Help section of the webcast page or here: edge.media-server.com/mmc/player/help/faq.php?lan=en.



AMERICAN DEPOSITARY SHARES ('ADSS')

If you are a registered ADS holder you will need to register in advance to participate at the AGM virtually. For queries please contact the Company's US depositary Citibank on +1 877 248 4237.



SHAREHOLDER SECURITY

We are aware that some of our shareholders have received unsolicited and suspicious phone calls or mail from purported 'brokers' who offer to buy their shares at a price far in excess of their market value. It is unlikely that firms authorised by the Financial Conduct Authority (FCA) will contact you with offers like this. As such, we believe these calls are part of a scam, commonly referred to as a 'boiler room'. The callers obtain your details from publicly available sources of information, including the Company's share register. The callers can be very persistent and persuasive and it is not just the novice investor that has been tricked in this way.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount, sell shares at a premium, incentives to participate in 'green' or carbon reduction projects, offers of free company reports or requests to complete confidentiality agreements with the caller.

Further information and guidance is available from the Company's registrars, Computershare on +44 (0)370 707 1411 or via their website: investorcentre.co.uk/je/contactus.

If you are approached about a share scam, you should tell the FCA using the share fraud reporting form at fca.org.uk/consumers/protect-yourself-scams, where you can also read the FCA's guidance on how to avoid scams. You can also call the FCA's Consumer Helpline on 0800 111 6768 or email consumer.queries@fca.org.uk.

More information on this and similar activities can be found on the Action Fraud website: actionfraud.police.uk. If you are a victim of fraud, report it to Action Fraud and you will receive a police crime reference number.





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