



FORM OF PROXY



CONTROL NUMBER: 918959

PIN:

SRN:

Resolutions	For	Against	Withheld	Resolutions	For	Against	Withheld
1 Ordinary Resolution to receive the Annual Report and Accounts for the financial year ended 31 December 2023	☐	☐	☐	12 Ordinary Resolution to re-elect Keith Weed CBE as a Director	☐	☐	☐
2 Ordinary Resolution to declare a final dividend of 24.4 pence per ordinary share in respect of the year ended 31 December 2023	☐	☐	☐	13 Ordinary Resolution to re-elect Jasmine Whitbread as a Director	☐	☐	☐
3 Ordinary Resolution to receive and approve the Compensation Committee report	☐	☐	☐	14 Ordinary Resolution to re-elect Joanne Wilson as a Director	☐	☐	☐
4 Ordinary Resolution to elect Andrew Scott as a Director	☐	☐	☐	15 Ordinary Resolution to re-elect Dr. Ya-Qin Zhang as a Director	☐	☐	☐
5 Ordinary Resolution to re-elect Angela Ahrendts DBE as a Director	☐	☐	☐	16 Ordinary Resolution to appoint PricewaterhouseCoopers LLP as the auditor of the Company	☐	☐	☐
6 Ordinary Resolution to re-elect Simon Dingemans as a Director	☐	☐	☐	17 Ordinary Resolution to authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration	☐	☐	☐
7 Ordinary Resolution to re-elect Sandrine Dufour as a Director	☐	☐	☐	18 Ordinary Resolution to authorise the Directors to allot relevant securities	☐	☐	☐
8 Ordinary Resolution to re-elect Tom Ilube CBE as a Director	☐	☐	☐	19 Special Resolution to authorise the Company to purchase its own shares	☐	☐	☐
9 Ordinary Resolution to re-elect Roberto Quarta as a Director	☐	☐	☐	20 Special Resolution to authorise the Directors to allot equity securities wholly for cash	☐	☐	☐
10 Ordinary Resolution to re-elect Mark Read CBE as a Director	☐	☐	☐	21 Special Resolution to authorise the disapplication of pre-emption rights	☐	☐	☐
11 Ordinary Resolution to re-elect Cindy Rose OBE as a Director	☐	☐	☐				

Before completing this form, please read the explanatory notes overleaf.

I/We want the Chair 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 at 11.00am on 8 May 2024 and at any adjournment of the Meeting. **If you are unable to join us in person or prefer to follow the business of the AGM via a live webcast, shareholders are encouraged to appoint the Chair of the Meeting as their proxy (by leaving the below box blank). Information on how to follow the business of the AGM and ask questions via the live webcast can be found on page 19 of the Notice.**

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Please leave this box blank if you have selected the Chair of the Meeting. 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.

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

/2024

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WPPJ

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WPP PLC ADMITTANCE CARD

Attendance at the WPP plc Annual General Meeting on 8 May 2024 at 11.00am at Rose Court, 2 Southwark Bridge Road, London, SE1 9HS.

If you intend to be at the Annual General Meeting, please present this admittance card at the registration point on arrival in order to assist admittance procedures. This card will be exchanged for a voting card. If you appoint a proxy it is not necessary to hand this card to your proxy. Please see overleaf for directions to the venue.

PIN:

SRN:

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. If you are unable to join us in person or prefer to follow the business of the AGM via a live webcast, shareholders are encouraged to appoint the Chair of the Meeting as their proxy (by leaving the box overleaf blank).
- 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, by 11.00am on Friday 3 May 2024 or not less than 48 hours before any adjourned meeting (excluding any day that is not a working day).
- 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 Chair, 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 +44 (0)370 707 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/shareholder-centre/shareholder-meetings. 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 11.00am on Friday 3 May 2024 or not less than 48 hours before any adjourned meeting (excluding any day that is not a working day); or
- (b) alternatively, CREST members can submit their vote through the CREST electronic proxy appointment service. Please refer to note 7 on page 16 of the accompanying Notice of Annual General Meeting.

- 10 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.

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 2024 Notice of Annual General Meeting, please email these to WPPAGM@wpp.com by 11.00am on Monday 6 May 2024.

Shareholder enquiries

- 12 For any enquiries, please contact Computershare on +44 (0)370 707 1411 (lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales)) or by post: Computershare Investor Services (Jersey) Limited, 13 Castle Street, St. Helier, Jersey JE1 1ES.

Dividend payment

- 13 Subject to shareholder approval at the AGM, the Board is proposing a final dividend for 2023 of 24.4 pence per share as set out in Ordinary Resolution 2. We will only pay cash dividends by direct credit. Shareholders are encouraged to check that they have elected to receive their dividend by direct payment to a nominated bank account. 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.

Notice of the WPP plc 2024 Annual General Meeting and the Annual Report and Accounts for the year ended 31 December 2023 are available on the Company's website at wpp.com/investors

THE WPP PLC 2024 ANNUAL GENERAL MEETING WILL BE HELD AT:

ROSE COURT
2 SOUTHWARK BRIDGE ROAD
LONDON SE1 9HS

