



**NOTICE OF ANNUAL
GENERAL MEETING 2020**



WHO WE ARE

**WPP IS A CREATIVE
TRANSFORMATION
COMPANY. WE
USE THE POWER
OF CREATIVITY
TO BUILD BETTER
FUTURES FOR
OUR PEOPLE,
CLIENTS AND
COMMUNITIES.**

CHAIRMAN'S INTRODUCTION



DEAR SHAREHOLDER

WPP will be holding its 2020 Annual General Meeting (AGM) at 12 noon on Wednesday 10 June 2020.

The Company is closely monitoring developments relating to the current outbreak of Covid-19, including the related public health guidance and legislation issued by the UK Government.

As at the date of this letter, the UK Government has prohibited public gatherings of more than two people and non-essential travel, save in certain limited circumstances.

In light of these measures, the 2020 AGM will be run as a closed meeting and shareholders will not be able to attend in person. The Company will ensure that the legal requirements to hold the AGM can be satisfied through the attendance of a minimum number of director shareholders and/or employee shareholders.

The situation surrounding the outbreak of Covid-19 is constantly evolving. Any changes to the AGM will be communicated to shareholders before the AGM through our website at wpp.com/investors and, where appropriate, by announcement by a Regulatory News Service.

Although shareholders are not able to attend the AGM in person this year, shareholder participation and engagement remains important to us.

We would strongly encourage shareholders to participate in the business of the AGM by alternative means, notably by:

- voting by proxy; and
- sending any questions they may have asked at the AGM, in advance of the meeting.

Your voting participation is important to us and I would encourage you to please vote by proxy on the Resolutions set out on pages 5-7. Details of how to do this can be found on pages 8-10. To ensure that all proxy votes can be counted and exercised at the AGM, please ensure that you appoint the chairman of the Meeting as your proxy rather than another individual. Due to the restrictions on physical attendance at the AGM, any other individual will not be able to vote on your behalf.

We are happy to receive questions from shareholders at any time. The simplest way to get in touch with us and find out information about the Company is via email and our website. Please do visit our investor pages at wpp.com/investors. If you have any questions on the specific business matters set out in the Notice of Meeting, please email these to wpp2020agm@wpp.com by 5 June 2020, or fill in the question slip on the Form of Proxy and return to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 5 June 2020. 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 Notice of AGM, which follows this letter, sets out the business to be conducted at the AGM. A detailed explanation of this business can be found on pages 11-13.

On 4 February 2020, we announced that John Rogers had joined WPP as CFO Designate and had been appointed as a Director on 3 February 2020. Following the retirement of Paul Richardson as Group Finance Director on 1 May 2020, John Rogers will become Group Chief Financial Officer. During 2019 we announced that Jasmine Whitbread would become

a Non-Executive Director on 1 September 2019 and that Keith Weed would become a Non-Executive Director on 1 November 2019. On 28 January 2020, we also announced that Sandrine Dufour would become a Non-Executive Director on 3 February 2020.

We are recommending that John Rogers be elected by shareholders as a Director and a resolution proposing his election is set out on page 5 of this AGM notice. We are also recommending the election of Sandrine Dufour, Keith Weed and Jasmine Whitbread who each bring significant relevant experience to the Board, as Non-Executive Directors. Biographical details of John, Sandrine, Keith and Jasmine can be found on page 97 of the Annual Report.

As confirmed in the Annual Report, Sir John Hood, Daniela Riccardi and Solomon (Sol) Trujillo will not be standing for re-election at the AGM. We thank Sir John, Daniela and Sol for their long and distinguished service to WPP.

A summary of the skills brought to the Board by the Directors can be found on pages 96 and 97 of the Annual Report. Following the outcome of the Board evaluation process, the Nomination and Governance Committee concluded that each Director makes an effective and valuable contribution to Board meetings and to the meetings of the Committees on which they sit.

Your Directors consider that the Resolutions set out on pages 5-7 are in the best interests of shareholders as a whole and they recommend that shareholders vote 'FOR' each of the Resolutions. The results of voting on all the Resolutions will be announced via the Regulatory News Service and published on our website as soon as possible after the end of the AGM.

Your Board appreciates your continuing support.



Roberto Quarta
Chairman

OUR BOARD

DIRECTORS STANDING FOR ELECTION



JOHN ROGERS
CHIEF FINANCIAL OFFICER
Resolution 4



SANDRINE DUFOUR
NON-EXECUTIVE DIRECTOR
Resolution 5



KEITH WEED
NON-EXECUTIVE DIRECTOR
Resolution 6



JASMINE WHITBREAD
NON-EXECUTIVE DIRECTOR
Resolution 7

DIRECTORS STANDING FOR RE-ELECTION



ROBERTO QUARTA
CHAIRMAN
Resolution 8



DR JACQUES AIGRAIN
NON-EXECUTIVE DIRECTOR
Resolution 9



TAREK FARAHAT
NON-EXECUTIVE DIRECTOR
Resolution 10



MARK READ
CHIEF EXECUTIVE OFFICER
Resolution 11



CINDY ROSE OBE
NON-EXECUTIVE DIRECTOR
Resolution 12



NICOLE SELIGMAN
**SENIOR INDEPENDENT DIRECTOR,
NON-EXECUTIVE DIRECTOR**
Resolution 13



SALLY SUSMAN
NON-EXECUTIVE DIRECTOR
Resolution 14



NOTICE OF ANNUAL GENERAL MEETING 2020

Sea Containers House,
18 Upper Ground, London
SE1 9GL at 12 noon on
Wednesday 10 June 2020

THIS IS AN IMPORTANT DOCUMENT

If, having read it, you are in any doubt as to the action you should take, you should consult an appropriate professional advisor. Separate notes on the Form of Proxy (also enclosed with this Notice) explain the arrangements for shareholders to exercise their voting rights.

If you have sold or transferred all of your WPP plc ordinary shares, please pass these documents to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

NOTICE OF MEETING

10 JUNE 2020

Notice is hereby given that the Annual General Meeting of the shareholders of WPP plc (the 'Company') will be held at 12 noon on Wednesday 10 June 2020 at Sea Containers House, 18 Upper Ground, London SE1 9GL to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 17 will be proposed as Ordinary Resolutions and Resolutions 18 and 19 as Special Resolutions. Voting on all resolutions will be by way of a poll.

Our 2020 AGM is a closed meeting, in light of the UK Government's prohibition on public gatherings of more than two people and non-essential travel, which is in place at the time of issuing the Notice. Shareholders will not be permitted entry to the AGM.

1.

To receive the Annual Report and Accounts for the financial year ended 31 December 2019.

2.

To receive and approve the Compensation Committee report contained within the Annual Report and Accounts for the financial year ended 31 December 2019.

3.

To receive and approve the Directors Compensation Policy contained within the Annual Report and Accounts for the financial year ended 31 December 2019.

4.

To elect John Rogers as a director.

5.

To elect Sandrine Dufour as a director.

6.

To elect Keith Weed as a director.

7.

To elect Jasmine Whitbread as a director.

8.

To re-elect Roberto Quarta as a director.

9.

To re-elect Dr Jacques Aigrain as a director.

10.

To re-elect Tarek Farahat as a director.

11.

To re-elect Mark Read 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 Sally Susman as a director.

15.

To re-appoint Deloitte LLP as auditors to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting.

16.

To authorise the Audit Committee for and on behalf of the Board of Directors to determine the auditors' remuneration.

DIRECTORS' AUTHORITY TO ALLOT SHARES**17.**

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.

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.

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 this Notice,

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.

By Order of the Board

Balbir Kelly-Bisla
Company Secretary, WPP plc
29 April 2020

Registered Office
Queensway House
Hilgrove Street
St Helier
Jersey JE1 1ES

IMPORTANT NOTES

1. Given the unprecedented current environment caused by the Covid-19 outbreak, whilst the AGM will have a physical presence at our offices at Sea Containers House, 18 Upper Ground, London SE1 9GL, in line with current UK Government guidance against non-essential travel and restrictions on public gatherings of more than two people, the 2020 AGM will be held as a closed meeting and shareholders will not be permitted entry.
2. Only shareholders whose names appear on the register of members of the Company at 6pm on 8 June 2020 shall be entitled to vote at the Annual General Meeting (the 'Meeting') 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.

This year, in light of the restricted physical attendance at the AGM, you must appoint the chairman of the Meeting as your proxy in order for your vote to be counted at the AGM. Other proxies appointed will not be permitted to attend the Meeting.
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 BS13 8AE, not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the Form of Proxy would not usually prevent you from attending and voting at the Meeting instead of your proxy, if you wish; however, in light of the restricted physical attendance at the 2020 AGM, shareholders (or their proxies) will not be permitted entry.
5. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy online not less than 48 hours before the time appointed for holding the Meeting, by accessing the Company's website, wpp.com/investors. 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 sent to them. For further information, see the instructions printed on the Form of Proxy.
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 Annual General Meeting. 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 48 hours before the time appointed for the Meeting. 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; however, in light of the restricted physical attendance at the 2020 AGM, shareholders are strongly encouraged to submit any questions relating to the business set out in the Notice of the Meeting by email to wpp2020agm@wpp.com by 5 June 2020. Alternatively, a question slip is enclosed as part of the Form of Proxy, which can be completed and returned by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 5 June 2020. 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 Chairman will ensure that any question relating to the business being dealt with at the AGM receives a written 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 Chairman 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 29 April 2020 (being the last practicable business day prior to publication of this Notice) the Company's issued share capital consists of 1,296,079,242 ordinary shares carrying one vote each of which 70,750,170 shares are held in treasury.
- Therefore, the total voting rights in the Company as at 29 April 2020 are 1,225,329,072.
10. Copies of the following documents are available on the Company's website and 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:
- (a) directors' service contracts and terms of appointment for the Chairman and for the Non-Executive Directors;
 - (b) terms of reference of the Audit, Compensation, Nomination and Governance and Sustainability Committees; and
 - (c) the Memorandum and Articles of Association of the Company.
11. The Company may process personal data of attendees at the Meeting. Any such personal data shall be processed by the Company in accordance with its privacy policy, which can be found at wpp.com.

DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

Please contact the Company's registrars, Computershare before 12pm on 8 June 2020 on 0370 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).

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Voting on all resolutions at the Meeting 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. As the 2020 AGM will be held as a closed meeting, in light of the UK Government's guidance restricting non-essential travel and public gatherings of more than two people, the directors urge you to appoint the chairman of the Meeting as your proxy in respect of all of your shares in order to vote on your behalf. Shareholders (or any other proxies appointed) will not be permitted entry to the 2020 AGM.

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

Resolutions 1 to 17 will be proposed as ordinary resolutions that will be passed if more than 50% of the votes are cast in favour of the particular resolution. Resolutions 18 and 19 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.

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 2019. 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 2019 Annual Report and Accounts.

Resolution 2: Compensation Committee report

Resolution 2 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 2019, including how base

salaries and short-term and long-term incentive compensation were determined for Executive Directors of the parent company and for Senior Executives of the parent 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.

Resolution 3: Directors Compensation Policy

Resolution 3 proposes the approval of the Directors Compensation Policy by shareholders.

The policy is included in the Compensation Committee report in the 2019 Annual Report and Accounts. The vote on the Directors Compensation Policy is a binding vote and if approved, will take effect from the date of the Meeting. A new Directors Compensation Policy will be put to shareholders again no later than the Company's AGM in 2023.

Resolutions 4 to 14: Election and re-election of directors

The appendix to this Notice gives details of the election and re-election of directors and reasons therefor. Each election and re-election shall be considered as a separate resolution at the Meeting.

Resolutions 15 and 16: Re-appointment of auditors

The auditors of the Company must be appointed at each Annual General Meeting. Resolution 15 proposes the re-appointment of Deloitte LLP, to hold office until the conclusion of the next Annual General Meeting to be held in 2021. Resolution 16 gives authority to the Audit Committee to determine the auditors' remuneration.

Resolution 17: Authority to allot shares

Resolution 17 proposes to seek renewal of the authority given to the directors to allot ordinary shares. The £81,688,604 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 29 April 2020 (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 29 April 2020 will be applied (if at all) to fully pre-emptive rights issues only. As at 29 April 2020, the Company holds 70,750,170 treasury shares which represent approximately 5.5% of the total ordinary share capital in issue as at 29 April 2020. 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 17, 18 and 19 will expire on the date of the Annual General Meeting in 2021 or 1 September 2021, whichever is earlier.

Resolution 18: Authority to purchase own shares

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and Resolution 18 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 29 April 2020 is 24,124,616. The proportion of issued share capital that they represented at that time was 2.0% (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 2.4% (excluding treasury shares).

Resolution 18 specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 29 April 2020, excluding treasury shares) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the FCA.

Resolution 19: Disapplication of pre-emption rights

The authority being sought in Resolution 19 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 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 £6,126,645 (which includes the sale on a non-preemptive 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 29 April 2020.

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 19 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

Re-election of directors

All of the directors of the Company, with the exception of Sir John Hood, Daniela Riccardi and Soloman Trujillo, are standing for election or re-election this year. John Rogers, Sandrine Dufour, Keith Weed and Jasmine Whitbread are offering themselves for election for the first time.

The report from Roberto Quarta in his capacity as Chairman of the Board and Chairman of the Nomination and Governance Committee contained in the 2019 Annual Report and Accounts sets out the process which has been followed relating to the assessment of the performance during 2019 of all of the then current members of the Board including himself as Chairman of the Company. The Chairman confirms that, following these detailed assessments, each of the directors standing for re-election continues to be effective and to demonstrate the commitment of time and energy to committee meetings and other duties for the Company. The Nomination and Governance Committee determined that each of the Non-Executive Directors standing for election or re-election remains independent.

Each of the directors therefore unanimously recommends (other than in respect of their own election or re-election) shareholders to vote in favour of Resolutions 4-14 inclusive.

Biographical details of each of the directors seeking election or re-election appears in the Corporate Governance section of the 2019 Annual Report and Accounts, set out on pages 96 and 97, and indicates the breadth of knowledge and experience which each of them brings to the Company. The contribution made by each of the directors seeking election or re-election is, and continues to be, important to the Company's long-term sustainable success for the reasons set out in the 2019 Annual Report and Accounts.

KEY DATES

10 JUNE 2020

Annual General Meeting

AUGUST 2020

Half-year interim statement

OCTOBER 2020

Third-quarter trading statement

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 0370 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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