



**NOTICE OF 2024  
ANNUAL GENERAL MEETING**

# INNOVATING TO LEAD

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Rose Court  
2 Southwark Bridge Road  
London SE1 9HS at 11.00am  
on Wednesday 8 May 2024

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**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.



## OUR VISION

To be the most creative  
company in the world

## OUR PURPOSE

We use the power of creativity to  
build better futures for our people,  
planet, clients and communities

## OUR STRATEGY



Lead  
through AI,  
data and  
technology



Accelerate  
growth through  
the power  
of creative  
transformation



Build  
world-class,  
market-leading  
brands



Execute  
efficiently to  
drive strong  
financial returns

Underpinned by a disciplined approach to capital allocation

# LETTER FROM THE CHAIRMAN



## DEAR FELLOW SHAREHOLDER

The 2024 Annual General Meeting (AGM or Meeting) of WPP plc (WPP or the Company) will be held at 11.00am on Wednesday 8 May 2024 at Rose Court, 2 Southwark Bridge Road, London SE1 9HS with facilities to follow the business of the AGM virtually.

## BUSINESS OF THE MEETING

The formal notice (the Notice) convening the AGM, which follows this letter on pages 3 to 5 of this document, sets out the business to be conducted at the Meeting.

As detailed in the Annual Report, I have reached my nine-year tenure on the Board. The Board intends to appoint a Chair-designate to the Board in due course and in order to ensure a smooth transition, I have agreed to remain as Chairman until my successor is appointed and transitioned into the role. On this basis, I am putting myself forward for re-election at the AGM.

In accordance with the 2018 UK Corporate Governance Code (the Code), all of the other directors of the Company (Directors) will stand for re-election to the Board at the AGM, with the exception of Andrew Scott who is standing for election for the first time.



**HOWEVER YOU CHOOSE TO PARTICIPATE, THE AGM IS A VALUABLE OPPORTUNITY FOR THE BOARD TO COMMUNICATE DIRECTLY WITH SHAREHOLDERS"**

**Roberto Quarta**  
Chairman

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 6 to 14 of this document.

## AGM ARRANGEMENTS

However you choose to participate, the AGM is a valuable opportunity for the Board to communicate directly with shareholders. As in previous years, in addition to in person attendance, we will also be 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 19 of this document.

In person admission is from 10.15am and light refreshments will be served after the Meeting. 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](http://wpp.com), and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

**FAREWELL**

As I approach the end of my time as Chairman of WPP, I would like to thank our shareholders, colleagues and Board members, past and present, for their continued support. It has been an honour to serve as your Chairman during my tenure.

I would like to assure shareholders that I remain committed to the Company and to delivering strong leadership on behalf of all of our stakeholders through the appointment of a new Non-Executive Chair.

**RECOMMENDATION**

Your Board considers that the resolutions set out on pages 3 to 5 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

21 March 2024

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

Rose Court  
2 Southwark Bridge Road  
London SE1 9HS



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# NOTICE OF MEETING

## 8 MAY 2024

Notice is hereby given that the 2024 Annual General Meeting of the shareholders of the Company will be held at 11.00am on Wednesday 8 May 2024 at Rose Court, 2 Southwark Bridge Road, London SE1 9HS to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 19 to 21, 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 2023.
- 2.**  
To declare a final dividend of 24.4 pence per ordinary share in respect of the year ended 31 December 2023 payable to shareholders on the register of the Company at the close of business on 7 June 2024.
- 3.**  
To receive and approve the Compensation Committee report contained within the Annual Report and Accounts for the financial year ended 31 December 2023.
- 4.**  
To elect Andrew Scott as a Director.
- 5.**  
To re-elect Angela Ahrendts DBE as a Director.
- 6.**  
To re-elect Simon Dingemans as a Director.
- 7.**  
To re-elect Sandrine Dufour 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 CBE as a Director.
- 11.**  
To re-elect Cindy Rose OBE as a Director.
- 12.**  
To re-elect Keith Weed CBE as a Director.
- 13.**  
To re-elect Jasmine Whitbread as a Director.
- 14.**  
To re-elect Joanne Wilson as a Director.
- 15.**  
To re-elect Dr. Ya-Qin Zhang as a Director.
- 16.**  
To appoint PricewaterhouseCoopers LLP as the auditor of the Company to hold office from the conclusion of the 2024 Annual General Meeting to the conclusion of the next general meeting at which financial statements are laid before the Company.
- 17.**  
To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.

## 18.

In accordance with Article 6 of the Company's Articles of Association, in substitution for all subsisting authorities, 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 £35,827,923 (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 £71,655,846 less £35,827,923); and
  - (b) comprising relevant securities (as defined in the Company's Articles of Association) up to a maximum nominal amount of £71,655,846 (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 2025 or on 8 August 2025, whichever is earlier but in each case, during this period the Company may make offers and enter into agreements which would or might require relevant securities (as defined in the Company's Articles of Association) to be allotted after the authority expires and the Board may allot relevant securities (as defined in the Company's Articles of Association) under any such offer or agreements as if the authority had not expired.
- (i) the maximum number of ordinary shares hereby authorised to be purchased is 107,483,769;
  - (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 2025 and 8 August 2025, 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

## SPECIAL RESOLUTIONS

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

## 19.

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:
  - (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 19 (a).

## 20.

In accordance with Article 8 of the Company's Articles of Association that if resolution 18 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 18, up to a maximum nominal amount of £5,374,188, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2025 or 8 August 2025, 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.

## 21.

In accordance with Article 8 of the Company's Articles of Association that if resolution 18 is passed and in addition to any power granted under resolution 20, 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 £5,374,188; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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 2025 or 8 August 2025, 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

21 March 2024

Registered Office  
22 Grenville Street  
St Helier  
Jersey  
JE4 8PX  
(Incorporated and registered in Jersey  
with number 111714)

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# EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 18 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 19 to 21 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](http://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 2023. 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 2023 Annual Report and Accounts.

## **RESOLUTION 2: DECLARATION OF FINAL DIVIDEND**

The amount of the final dividend recommended by the Directors is 24.4 pence per ordinary share to be paid on 5 July 2024 to the shareholders on the register at the close of business on 7 June 2024. 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 2023, 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 15: ELECTION AND RE-ELECTION OF DIRECTORS**

In accordance with the Company's Articles of Association and Code, all Directors who held office on the date seven days before the date of the notice of Annual General Meeting 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, fast-moving consumer goods, pharma, mergers and acquisitions, corporate governance, transformation, marketing, technology, and environmental, social and governance matters. 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. Resolution 4 relates to the election of Andrew Scott who joined the Board with effect from 7 September 2023.

As per the UK Corporate Governance Code, from 1 January 2024 Roberto Quarta exceeded the recommended maximum tenure of nine years as a Non-Executive Director. As detailed in the Annual Report, the Board intends to appoint a Chair-designate to the Board in due course. The Board and Roberto have agreed for him to remain as Chairman until his successor is appointed and transitioned into the role. It was further considered to be in the best interests of the Company that Roberto continue in this role until the Board appoints a new Chair-designate and an orderly transition is completed. The Board has considered the matter of Roberto's independence in light of this extension and has concluded, notwithstanding his serving for more than nine years, he continues to make high quality contributions to Board and committee meetings and following this assessment, the Board has determined that Roberto Quarta remains independent.

Following the 2023 annual evaluation exercise, the Board considers that each of the Directors standing for election or 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 the Director standing for election be confirmed to post.

**BIOGRAPHIES OF THE DIRECTORS STANDING FOR ELECTION**



**ANDREW SCOTT**  
**CHIEF OPERATING OFFICER**

**Appointed:** 7 September 2023 **Nationality:** British

**Skills and experience:**

Andrew joined WPP in 1999, holding a number of leadership roles in the UK and US before being appointed Chief Operating Officer in 2018. He is responsible for operational performance and implementing the ongoing simplification of the Company's portfolio. Andrew is also responsible for the Company's mergers and acquisitions activity and, through acquisitions such as Essence, VML, AKQA, Satalia and 24/7, he has played a critical role in building WPP's capabilities in technology and AI. He oversees WPP's network of Country Leaders who connect and strengthen the talent and resources of the Company's agencies in their local markets to deliver growth for clients. Prior to WPP, Andrew was a management consultant at LEK, the global strategy consulting firm.

Andrew is an engineering graduate and has an MBA with distinction from INSEAD.

**External appointments:**

None.

**BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION**



**ANGELA AHRENDTS DBE**  
**SENIOR INDEPENDENT DIRECTOR,**  
**NON-EXECUTIVE DIRECTOR**

**Appointed:** 1 July 2020 **S N Nationality:** British and American

**Skills and experience:**

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, Member of CEO Circle, Imagine; Director, The HOW Institute for Society; Member of the Global Leadership Council of the Oxford University Saïd Business School and British American Business International Advisory Board; Senior Operating Adviser, SKKY Partners.

The biographies summarise each Director's skills and experience.

**COMMITTEE MEMBERSHIP KEY**

- A** Audit
- C** Compensation
- N** Nomination and Governance
- S** Sustainability
- Committee Chair

## BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



**SIMON DINGEMANS**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 31 January 2022 **A** **Nationality:** British

**Skills and experience:**

Simon has extensive business, capital markets, technology, corporate finance and governance experience, and is currently Chairman of Genomics plc and a Senior Advisor at global investment firm The Carlyle Group. He was previously CFO of GlaxoSmithKline plc from 2011 to 2019. Prior to GSK, Simon worked in investment banking for 25 years, firstly at SG Warburg and then Goldman Sachs, where he was Managing Director and Partner as a leader of its European M&A business and Head of UK Investment Banking. Simon also previously served as Chairman of both the Financial Reporting Council and the 100 Group of FTSE CFOs.

**External appointments:**

Chairman, Genomics plc; Senior Advisor, The Carlyle Group; Trustee, The Prince's Trust.



**SANDRINE DUFOUR**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 3 February 2020 **A** **C** **N** **Nationality:** French

**Skills and experience:**

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



**TOM ILUBE CBE**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 5 October 2020 **A** **C** **N** **Nationality:** British

**Skills and experience:**

Tom brings a wealth of expertise as a technology entrepreneur and has extensive experience of the UK technology sector. He is Chair of the Rugby Football Union (RFU) and CEO of Crossword Cybersecurity plc. Tom was previously Managing Director of Consumer Markets at Callcredit Information Group. Prior to Callcredit, Tom founded and was CEO of Garlik, an identity protection company. Tom has honorary doctorates from City, University of London, Coventry University, Portsmouth University and the University of Wolverhampton, and is an Honorary Fellow of both Jesus College and St Anne's College, Oxford. 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 (previously known as Deathio Ltd); Founder and Chair, African Gifted Foundation; Chair, The Rugby Football Union (RFU).

## BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



**ROBERTO QUARTA**  
CHAIRMAN

**Appointed:** 1 January 2015 (Chairman 9 June 2015)<sup>1</sup> **C** **N**

**Nationality:** Italian and American

**Skills and experience:**

Roberto has extensive 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. Roberto is a Partner of Clayton, Dubilier & Rice, and Chairman of Clayton, Dubilier & Rice Europe. He is an Independent Non-Executive Director of Gulf Capital. Previously he was Chairman of Smith and Nephew plc, 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:**

Partner, Clayton, Dubilier & Rice; Chairman, Clayton, Dubilier & Rice Europe; Independent Non-Executive Director, Gulf Capital.

<sup>1</sup> Roberto will step down as Chairman once his successor is appointed and transitioned into the role (for more information see page 7)



**MARK READ CBE**  
CHIEF EXECUTIVE OFFICER

**Appointed:** 3 September 2018 **Nationality:** British

**Skills and experience:**

Mark has held multiple leadership positions at WPP since joining in 1989. As 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 agencies. Mark received a Fellowship in 2021 for outstanding services to the industry in the IPA's New Year's Honours. In 2023 he joined Involve's Hall of Fame following multiple listings as an Empower Advocate (including #1) which recognises leaders who create diverse and inclusive business environments, alongside his five consecutive years as a Heroes champion of women in business. Mark was awarded a CBE (Commander of the Order of the British Empire) in the King's New Year Honours 2024 list, for services to the creative industries.

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

**External appointments:**

Trustee, Natural History Museum.

## BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



**CINDY ROSE OBE**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 1 April 2019 **A** **N** **Nationality:** British and American

**Skills and experience:**

Cindy has extensive experience as a leader in the technology and media sectors, and brings exceptional knowledge of the role technology plays in business transformation. She was appointed Chief Operating Officer for Microsoft Global Enterprise in March 2023. Prior to this, Cindy was President of Microsoft Western Europe, and also CEO of Microsoft UK. She has also held the roles of Managing Director of the UK consumer division at Vodafone and Executive Director of Digital Entertainment at Virgin Media. She 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:**

Chief Operating Officer, Microsoft Global Enterprise; Advisory Board Member, Imperial College Business School in London and McLaren.



**KEITH WEED CBE**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 1 November 2019 **S** **Nationality:** British

**Skills and experience:**

Keith has a wealth of experience as a marketing and digital leader, and a deep understanding of the ways in which technology is transforming businesses. Keith was previously 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, Business in the Community; Board Trustee, Grange Park Opera; President, Royal Horticultural Society; Board Trustee, Leverhulme Trust; Senior Advisor, Alix Partners; Advisory Board Member, i-Genie and McLaren.

## BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



**JASMINE WHITBREAD**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 1 September 2019 **S C** **Nationality:** British and Swiss

**Skills and experience:**

Jasmine's experience spans marketing, technology, finance, media, telecommunications, and not-for-profit organisations. Alongside this breadth of perspective she brings knowledge of many of WPP's client sectors to the Board. 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, including as the first Chief Executive of Save the Children International from 2010 to 2015. She was CEO of London First from 2016 to 2021, and was previously a Non-Executive Director of BT Group plc and Standard Chartered plc.

**External appointments:**

Chair of the Board, Travis Perkins plc; Non-Executive Director, Compagnie Financière Richemont SA; Visiting Fellow, Oxford University; Vice-President of the International Advisory Council, Institute of Business Ethics.



**JOANNE WILSON**  
CHIEF FINANCIAL OFFICER

**Appointed:** 19 April 2023, Chief Financial Officer from 27 April 2023  
**Nationality:** Irish

**Skills and experience:**

Joanne has extensive experience both in the UK and internationally in a variety of financial and commercial roles. She joined WPP from Britvic where she was Chief Financial Officer and Chair of the ESG Committee. Prior to this, Joanne had a successful career at Tesco where, at the time of leaving, she held the position of Chief Financial Officer of dunnhumby, a global leader in customer data science.

Joanne began her career at KPMG, where she qualified as a Chartered Accountant.

**External appointments:**

Non-Executive Director, Informa plc.



**DR. YA-QIN ZHANG**  
NON-EXECUTIVE DIRECTOR

**Appointed:** 1 January 2021 **S** **Nationality:** American

**Skills and experience:**

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, 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 AsiaInfo Technologies Limited, ChinaSoft International Limited and HiSense Group. He is also Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research.

**External appointments:**

Non-Executive Director, AsiaInfo Technologies Limited, ChinaSoft International Limited, and HiSense Group; Chair Professor, AI Science and Founding Dean, Institute for AI Industry Research, Tsinghua University; Board Member, Philanthropy Asia Alliance.

## **RESOLUTIONS 16 AND 17: APPOINTMENT OF AUDITORS**

The auditors of the Company must be appointed at each Annual General Meeting. As referenced on page 134 of the Annual Report, the Company conducted a competitive audit contract tender during 2021 and the Audit Committee recommended to the Board the appointment of PricewaterhouseCoopers LLP as the Company's new independent auditor. The Board endorsed the recommendation and accordingly Resolution 16 proposes the appointment of PricewaterhouseCoopers LLP, to hold office until the conclusion of the next Annual General Meeting to be held in 2025.

Deloitte LLP delivered their notice of resignation on 21 March 2024, which takes effect from the conclusion of the 2024 AGM. Their statutory statement of reasons in connection with this is attached to this Notice on page 21.

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.

Resolution 17 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 2023 (including non-audit fees) are set out on page 135 of the Annual Report.

## **RESOLUTION 18: AUTHORITY TO ALLOT SHARES**

Resolution 18 proposes to seek renewal of the authority given to the Directors to allot ordinary shares. The £71,655,846 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 15 March 2024 (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 15 March

2024 will be applied (if at all) to pre-emptive rights issues only. The Directors are aware of the latest Share Capital Management Guidelines published by the Investment Association in February 2023, which update the previous guidance to allow this authority to incorporate all pre-emptive offers, not just pre-emptive rights issues. The Directors have decided that they will propose limiting the relevant limb of the allotment authority to rights issues in line with past practice and will continue to review market practice. As at the date of this Notice, the Company holds 66,675,497 treasury shares which represent approximately 6.2% of the total ordinary share capital in issue (excluding treasury shares) as at 15 March 2024. 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 18 and 19 to 21 will expire on the date of the Annual General Meeting in 2025 or 8 August 2025, whichever is earlier.

## **RESOLUTION 19: AUTHORITY TO PURCHASE OWN SHARES**

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and resolution 19 seeks authority from shareholders to authorise the Directors to make such purchases in the market.

While the Directors have no present intention of exercising the authority sought under resolution 19, 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 intend to implement the authority only 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 and its shareholders generally. Any ordinary shares purchased under this authority would ordinarily be cancelled and the number of ordinary 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 15 March 2024 is 25,662,275. The proportion of issued share capital that they represented at that time was 2.4% (excluding treasury shares) and the proportion of issued share capital that they will represent as at that date if the full authority to buy back ordinary shares (existing and being sought) is used and if the ordinary shares bought back are cancelled, will be 2.7% (excluding treasury shares).

Resolution 19 specifies the maximum number of ordinary shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 15 March 2024, excluding treasury shares) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the UK Listing Rules.

### **RESOLUTIONS 20 AND 21: DISAPPLICATION OF PRE-EMPTION RIGHTS**

The authority being sought in resolutions 20 and 21 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's revised Statement of Principles on Disapplying Pre-Emption Rights published in November 2022 (the Statement of Principles).

The authority granted in resolution 20 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the board otherwise considers necessary;
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £5,374,188 (representing approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 15 March 2024, the latest practicable date prior to publication of this Notice).

Resolution 21 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Statement of Principles. The power under resolution 21 is in addition to that proposed by resolution 20 and would be limited to allotments or sales of up to an aggregate nominal amount of £5,374,188 (representing an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 15 March 2024, the latest practicable date prior to publication of this Notice).

The Directors confirm that 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.

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 12-month period and is disclosed in the announcement of the issue.

Whilst, at this time, the Directors have not proposed the adoption of the increased limits of 10% set out in the Pre-Emption Group's most recent Statement of Principles for the purposes of each of resolutions 18 and 19, nor are they proposing to provide specifically for follow-on offers, they intend to continue to review market practice.

If the powers sought by resolutions 20 and 21 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to have regard to the shareholder protections in Part 2B of the Statement of Principles. While the resolutions do not specifically provide for follow-on offers, where relevant, the Directors confirm their intention to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Statement of Principles.



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# IMPORTANT NOTES

1. However you choose to participate, the AGM is a valuable opportunity for the Board to communicate directly with shareholders. The Company has determined to hold its AGM as a physical meeting and therefore shareholders (and their proxies) are welcome to attend in person, should they wish to do so. As in previous years, we will also be 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 19 of this Notice.

In person admission is from 10.15am and light refreshments will be served after the Meeting.

Please note, if you are unable to attend the AGM on the day to vote in person, you are strongly encouraged to lodge a vote by proxy ahead of the Meeting.

2. Only shareholders whose names appear on the register of members of the Company at 11.00am on Monday 6 May 2024 or 48 hours before any adjourned meeting shall be entitled to vote at the AGM in person or 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. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote 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 to appoint your proxy and submit instructions 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 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). Completion and return of the Form of Proxy, other such instrument or Crest Proxy Instruction (as described in note 7) 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 appoint your proxy and submit instructions online 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), by accessing the Company's website, [wpp.com/investors/shareholder-centre/shareholder-meetings](http://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 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). 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. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged 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), in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

9. If you return more than one proxy appointment in respect of the same share, either by paper or electronic communication, the appointment received last by the Company's registrar before the latest time for the receipt of proxies will take precedence.
10. If more than one of the joint holders of a share tenders a vote on the same resolution, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the relevant share.
11. 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 11.00am on Monday 6 May 2024;
  2. during the Meeting via the live webcast. For instructions on how to submit a question via the live webcast, please see page 19; and
  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](http://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](http://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 business of the Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, [wpp.com](http://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. Please also be advised that unacceptable behaviour – including in relation to language, disruption to the Meeting and line of questioning adopted during Q&A sessions, will not be tolerated at the Meeting and will be dealt with accordingly by the Chair of the Meeting.

12. As at 15 March 2024 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consists of 1,141,513,196 ordinary shares carrying one vote each of which 66,675,497 shares are held in treasury.

Therefore, the total voting rights in the Company as at 15 March 2024 are 1,070,937,343.

13. 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 10.30am until the close of the Meeting:
  - (a) Directors' service contracts and/or terms of appointment for the Chairman and for the Non-Executive Directors; and
  - (b) copies of the deeds of indemnity of the Directors.

14. 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/privacy-policy](http://wpp.com/privacy-policy).
15. 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 only pay cash dividends by direct credit. To review and/or update your dividend payment method, please visit [www.investorcentre.co.uk/je](http://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](http://www.investorcentre.co.uk/je/contactus).
16. Any body corporate which is a member of the Company can authorise one or more persons to act as its representative at any general meeting of the Company. Where more than one person is authorised to represent a body corporate and more than one person purports to exercise a power on behalf of that body corporate, the power will not be treated as exercised if each such person does not purport to exercise the power in the same way.
17. You may not use any electronic address provided in either this document or any related documents to communicate with the Company for any purposes other than those expressly stated.



### 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/m7gt96zs/>, using most well-known internet browsers including Edge, 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](http://wpp.com/investors).



### DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

To participate at the AGM virtually, please contact the Company's registrars, Computershare, before 5.30pm on Friday 3 May 2024 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/m7gt96zs/> 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 18.



### 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 muted 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: <https://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. Check the firm on the FS register at [www.fca.org.uk/register](http://www.fca.org.uk/register). The Financial Services Register is a public record of all the firms and individuals in the financial services industry that are regulated by the Financial Conduct Authority (FCA).

If you suspect that you have been approached by fraudsters, please tell the FCA using the share fraud reporting form at [www.fca.org.uk/consumers/report-scam](http://www.fca.org.uk/consumers/report-scam), where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768 (freephone) or 0300 500 8082 (from the UK) or +44 207 066 1000 (from abroad). Callers using next generation text relay should call (18001) 0207 066 1000. Lines are open Monday to Friday, 8am to 6pm and Saturday 9am to 1pm.

Find out more at [www.fca.org.uk/scamsmart](http://www.fca.org.uk/scamsmart).

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 (from the UK) or +44 300 123 2040 (from abroad) or online at [www.actionfraud.police.uk](http://www.actionfraud.police.uk).

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](http://investorcentre.co.uk/je/contactus).

Statement of reasons relating to the Deloitte LLP ceasing to hold office as auditor of WPP plc (registered number 111714)

The reason for our ceasing to hold office is that as a matter of good governance, WPP plc has voluntarily applied the provisions of the UK Companies Act on auditor tendering and rotation. Accordingly, we have reached the end of what would have been our maximum tenure under those rules and, as previously advised, the company held a tender exercise in which we did not participate.

There has not been any disagreement with the company on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures which disagreement, if not resolved to our satisfaction, would have caused us to make reference to the subject matter of the disagreement in connection with our auditor's reports.

There are no reasons or matters connected with our ceasing to hold office as auditor of the company which we consider should be brought to the attention of the members or creditors of the company.

Deloitte LLP

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London, EC4A 3HQ, United Kingdom.

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