

## WPP plc (the *Company*)

### Disclosure Committee Terms of Reference

#### Constitution

1. The board of directors of the Company resolved on 23 October 2008 to approve the new terms of reference of the management committee known as the Disclosure Committee (the **Committee**) which was originally established in 2004.
2. The Company shall ensure that these Terms of Reference are made generally available by means of publication on the Company's website.
3. The Committee shall report to the Group Chief Financial Officer and to the Audit Committee.

#### Membership

4. The Committee shall be appointed by the Board from time to time and shall include the, Group Chief Accountant, Chief Accounting Officer, WPP Group USA, Director of Tax EMEA & Asia, Senior Tax Counsel USA, Director of Internal Audit, Group Chief Counsel, US Legal Adviser, Compensation & Benefits Director, Director, Investor Relations and Group Director of Treasury each for the time being. The Committee shall also include at least two members, one of whom shall be knowledgeable about Securities and Exchange Commission rules and regulations with respect to disclosure in the United States, and at least one of whom shall be knowledgeable about financial reporting in the United Kingdom, who can, acting together, approve disclosures containing material financial information (other than the Company's Form 20-F when time does not permit the full Disclosure Committee to meet).
5. No member of the Disclosure Committee shall receive, directly or indirectly, any compensation for serving on the Disclosure Committee.
6. Subject to clause 4 above, and where the information relates exclusively to the United Kingdom, the quorum necessary for the transaction of business shall be two members of whom one shall be either the Group Chief Accountant or the Group Chief Counsel. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
7. The Committee Chair shall be either the Group Chief Accountant or the Chief Accounting Officer, WPP Group USA. In the absence of the Committee Chair, and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
8. The Committee shall appoint a Secretary to the Committee.

## **Attendance at Meetings**

9. Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Chairman of the Board, Chief Executive Officer, other directors and representatives from the finance or internal audit function or external advisers such as the Company's auditors, may be invited to attend all or any part of any meeting as and when appropriate.
10. Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as soon as practicable before the time of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **Frequency of Meetings**

11. Meetings of the Committee shall be summoned by the Secretary of the Committee or at the request of any of its members.
12. The Committee shall meet as and when required in order to carry out its duties pursuant to these Terms of Reference.

## **Minutes**

13. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance. The reasons for any decisions the Committee make as to whether or not a disclosure obligation has been triggered shall also be minuted.
14. The Secretary shall promptly circulate the minutes of the meetings to all members of the Committee.

## **Duties**

15. The duties of the Committee shall be to assist the Board in:
  - a. defining, implementing, monitoring, maintaining and developing the Company's disclosure procedures and controls;
  - b. monitoring whether changes in circumstances may give rise to a disclosure obligation;
  - c. deciding whether particular information is inside information;
  - d. reviewing the Company's Annual Report, 20-F filing, preliminary and interim results, periodic trading updates, the Company's Chairman's Annual General Meeting statement and where appropriate other announcements and material disseminated to shareholders and the market. The Committee shall provide a report to the Audit Committee confirming that so far as the Committee is aware, the auditors have been provided with all relevant audit information in preparing the Annual Report and 20-F;
  - e. reviewing, advising and making recommendations about how and when the Company should disclose inside information, including the establishment, implementation and monitoring of a timetable for disclosures that provides

management with sufficient time to review and discuss such required disclosure and to supervise the verification process of any announcements made;

- f. considering and giving guidance as to whether any forward-looking or other statements in previous disclosures need to be updated in any respect by way of a further announcement; and
  - g. monitoring the report of the disclosures following publication and to recommend any necessary corrective action in the event of misreporting.
16. In carrying out its duties the Committee shall give due consideration to:
- a. All applicable laws and regulations, including the provisions of the Combined Code and the requirements of the Listing Rules and the Disclosure Rules of the UK Listing Authority; and
  - b. where additional requirements are identified by requirements of the Securities and Exchange Commission regulations of the United States of America and the NASDAQ Rules.

**Other**

- 17. The Committee is authorised by the Board to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Committee.
- 18. The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this to be necessary.
- 19. The Committee shall consider any other topics, as determined by the Board, including a regular review of its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and that it complies with all statutory requirements as may be updated from time to time.

23 October 2008