



About share ownership



Information for share owners

Share owners' register

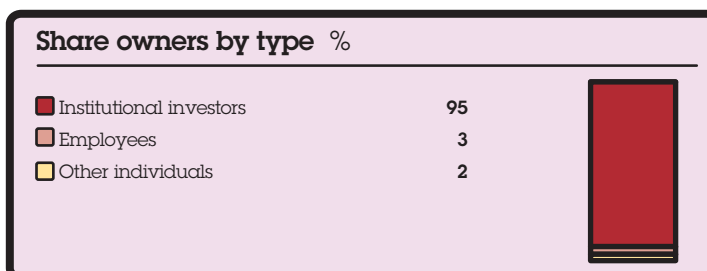
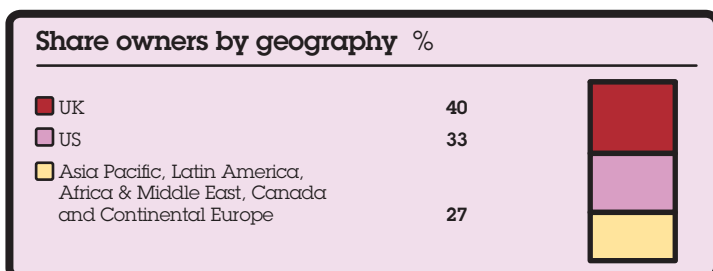
A register of share owners' interests is kept at the Company's registrar's office in Jersey and is available for inspection on request. The register includes information on nominee accounts and their beneficial owners.

Analysis of shareholdings at 31 December 2009

Issued share capital as at 31 December 2009: 1,256,491,314 ordinary shares.

Number of shares held	Number of holders	% owners	Shareholdings	% Outstanding
1-100	2,656	21.09%	95,207	0.01%
101-250	1,449	11.51%	260,939	0.02%
251-500	1,593	12.65%	602,985	0.05%
501-1,000	1,617	12.84%	1,228,935	0.10%
1,001-5,000	1,903	15.11%	4,305,886	0.34%
5,001-10,000	374	2.97%	2,684,047	0.21%
10,001-25,000	517	4.11%	8,679,937	0.69%
25,001-50,000	483	3.84%	18,388,964	1.46%
50,001-100,000	495	3.93%	36,124,769	2.88%
100,001-500,000	1,028	8.16%	245,701,267	19.55%
500,001-1,000,000	256	2.03%	178,869,139	14.24%
1,000,001-2,000,000	116	0.92%	160,208,545	12.75%
2,000,001-3,000,000	41	0.33%	97,711,709	7.78%
3,000,001-4,000,000	20	0.16%	69,203,333	5.51%
4,000,001 and above	45	0.35%	432,425,652	34.41%
Total	12,593	100.00%	1,256,491,314	100.00%

Share owners by geography	%	Share owners by type	%
UK	40	Institutional investors	95
US	33	Employees	3
Asia Pacific, Latin America, Africa & Middle East, Canada and Continental Europe	27	Other individuals	2
Total	100	Total	100



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Dividends

Ordinary share owners have received the following dividends in respect of each financial year:

	2009	2008	2007	2006	2005
First interim dividend per ordinary share	5.19p	5.19p	4.32p	3.60p	3.00p
Second interim dividend per ordinary share	10.28p	10.28p	9.13p	7.61p	6.34p
Total	15.47p	15.47p	13.45p	11.21p	9.34p

Income access share arrangements have been put in place by the Company. The mechanics of the income access share arrangements mean that the Company will declare a second interim rather than a final dividend. The Board has no plans to announce any additional dividend in respect of the year ended 31 December 2009. Share owners who hold more than 100,000 shares and who wish to receive their dividend from a UK source must make an election and should contact Computershare Investor Services for the relevant forms. Share owners who held 100,000 or fewer WPP ordinary shares on the date of admission of the Company's shares to the London Stock Exchange or (if later) on the first dividend record date after they became share owners in the Company, will be automatically deemed to have elected to receive a UK-sourced dividend. All elections remain in force indefinitely unless revoked. Unless share owners have made, or are deemed to have made, an election under the Dividend Access Plan, their dividend will be paid from an Irish source and will be taxed accordingly.

American Depositary Receipts (ADRs)

Each ADR represents five ordinary shares.

ADR holders receive the annual and interim reports issued by WPP plc.

WPP plc is subject to the informational requirements of the US securities laws applicable to foreign companies and files an annual report on Form 20-F and other information with the US Securities and Exchange Commission. These documents are available at the Commission's website, www.sec.gov. Our reports on Form 20-F are also available from our Investor Relations department in New York.

ADR dividends

ADR holders are eligible for all stock dividends or other entitlements accruing on the underlying WPP plc shares and receive all cash dividends in US dollars. These are normally paid twice a year.

Dividend cheques are mailed directly to the ADR holder on the payment date if ADRs are registered with WPP's US depository. Dividends on ADRs that are registered with brokers are sent to the brokers, who forward them to ADR holders. WPP's US depository is Citibank N.A. (address on page 187).

Dividends per ADR in respect of each financial year are set out below.

	2009	2008	2007	2006	2005
In £ sterling					
First interim	25.95p	25.95p	21.60p	18.00p	15.00p
Second interim ¹	51.40p	51.40p	45.65p	38.05p	31.70p
Total	77.35p	77.35p	67.25p	56.05p	46.70p
In US dollars ²					
First Interim	40.66¢	48.07¢	43.24¢	33.18¢	27.28¢
Second interim ¹	80.53¢	95.21¢	91.39¢	70.13¢	57.66¢
Total	121.18¢	143.28¢	134.63¢	103.31¢	84.94¢

Notes

¹ Prior to 2008, final dividend.

² These figures have been translated for convenience purposes only, using the approximate average rate for the year shown on page 152. This conversion should not be construed as a representation that the pound sterling amounts actually represent, or could be converted into, US dollars at the rates indicated.

Dollar amounts paid to ADR holders depend on the sterling/dollar exchange rate at the time of payment.

No withholding tax is imposed on dividends paid to ADR holders and there will be no entitlement to offset any part of the notional UK taxation credit against any US taxation liability. The dividend received will be subject to US taxation.

Following the Jobs and Growth Tax Relief Reconciliation Act of 2003, certain dividends subject to US taxation may be taxed at a reduced rate of 15% if various conditions are met; share owners are advised to consult their professional advisors accordingly.

Financial calendar

- The 2009 second interim dividend was paid on 1 April 2010 to share owners on the register at 19 March 2010.
- Interim statements for the half-year ending 30 June are issued in August.
- Quarterly trading announcements are issued in April and October.
- First interim dividends are paid in November.
- Preliminary announcements of results for the financial year ending 31 December are issued in the first quarter.
- Annual Reports are posted to share owners in April.
- Annual General Meetings are held in Dublin in June.

Share price

The closing price of the shares at 31 December was as follows:

	At 14 April 2010	2009	2008	2007	2006	2005
Ordinary 10p shares	705.5p	609.5p	402.5p	647.0p	690.5p	629.0p

Within the UK, the latest ordinary share price information is available on the Cityline service operated by the *Financial Times* (telephone 0905 817 1690; calls charged at 75p per minute at all times).

Share price information is also available online at www.wpp.com/investor.



Access numbers/Ticker symbols

	NASDAQ	Reuters	Bloomberg
Ordinary shares	–	WPP.L	WPP LN
American Depositary Shares	WPPGY	WPPGY.O	WPPGY US

Online information

WPP's public website, www.wpp.com, provides current and historical financial information, news releases, trading reports and share price information. Go to www.wpp.com/investor.

Registrar and transfer office

Computershare Investor Services (Channel Islands) Limited
 PO Box 83
 Ordnance House
 31 Pier Road
 St Helier
 Jersey JE4 8PW
 Enquiry number: 0870 707 1411

American Depositary Receipts (ADRs) office

Citibank N.A.
 PO Box 43077
 Providence
 RI 02940-3077

Telephone enquiries: within the US +1 877 248 4237
 Telephone enquiries: outside the US +1 781 575 4555
 E-mail enquiries: citibank@shareholders-online.com

WPP registered office

22 Grenville Street
 St Helier
 Jersey JE4 8PX

The Company's registered number is 101749.

Tax information

UK taxation

Income tax credits on dividends

For dividends received direct from WPP plc or from WPP DAS Limited via the Dividend Access Plan, the tax credit available to individual share owners resident in the UK is one-ninth of the dividend; tax credits are not repayable to UK holders with no tax liability. Individuals whose income is within the lower or basic tax rate bands are liable to tax at 10% on the dividend income and the tax credit will satisfy their income tax liability on UK dividends. The higher rate of tax on dividend income is 32.5% (increasing to 42.5% for individuals with income of £150,000 or more for dividends received on or after 6 April 2010) with relief available for the tax credit referred to above. The gross amount of the dividend will be regarded as the top slice of the WPP share owner's income and will be subject to UK income tax as set out above.

Dividends paid by WPP plc will generally be subject to Irish dividend withholding tax (DWT) at the standard rate of income tax (currently 20%) unless the share owner is within one of the categories of exempt share holders as provided in Irish law or by virtue of a relevant tax treaty. DWT is not payable where an exemption applies provided that WPP plc has received all necessary documentation required by the relevant legislation from a WPP share owner prior to the payment of the dividend. Share owners are advised to consult their professional advisors on this point. Where a non-Irish resident share owner is entitled to exemption from DWT but DWT has to be deducted from the dividend by WPP, a claim may be made for a refund of the DWT to the Irish tax authorities.

Dividends received from WPP plc by individual share owners resident in the UK will generally be subject to UK income tax on the gross amount of any dividends paid by WPP before deduction of Irish withholding tax (if any). UK resident WPP share owners may be able to apply for an exemption from withholding taxes under Irish domestic law or the UK-Ireland double tax treaty. Her Majesty's Revenue & Customs will generally give credit (such credit being limited to the UK-Ireland double tax treaty rate) for any Irish dividend withholding tax withheld from the payment of a dividend (if any) and not recoverable from the Irish tax authorities against the UK income tax payable in respect of the gross amount of the dividend.

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Capital gains tax

The market value of an ordinary share at 31 March 1982 was 39p. Since that date rights issues have occurred in September 1986, August 1987 and April 1993. For capital gains tax purposes the acquisition cost of ordinary shares is adjusted to take account of such rights issues. Since any adjustments will depend on individual circumstances, share owners are advised to consult their professional advisors.

Republic of Ireland taxation

Income tax credits on dividends

An Irish resident or ordinarily resident individual WPP share owner who is an individual who does not make, or is not deemed to have made, an election to receive dividends via the Dividend Access Plan will be subject to Irish income tax on the gross dividend at their marginal rate of tax plus the health levy and, in certain circumstances, PRSI (pay related social insurance). The gross dividend is the dividend received plus DWT withheld. Irish resident individual WPP share owners are generally entitled to credit for the DWT deducted against their income tax liability and to have refunded to them any amount by which DWT exceeds such income tax liability.

If a WPP share owner makes, or is deemed to have made, an election in accordance with the terms of the Dividend Access Plan in respect of dividends to be paid by WPP, such WPP share owner will receive dividends direct from WPP DAS Limited. No DWT will be levied on dividends paid by WPP DAS Limited.

An Irish resident or ordinarily resident individual WPP share owner who receives dividends from WPP DAS Limited via the Dividend Access Plan will be taxed upon the cash dividend received at their marginal rate of tax plus the health levy and, in certain circumstances, PRSI. Irish resident taxpayers will not be entitled to claim credit for, or repayment of, the one-ninth UK tax credit attaching to such dividends for UK tax purposes.

Capital gains

As liability to capital gains tax on a disposal of WPP shares will depend on individual circumstances, share owners are advised to consult their professional advisors.

Recognition for recent WPP Annual Reports

2005

- *LACP Vision Awards*
Platinum Award.
Ranked 4 (out of 1,957 worldwide entries) in Top 100 Annual Reports.
- *International ARC Awards*
Four Golds.
- *Annual Report on Annual Reports*
Ranked 9 in Global Top 300 ("A+ World Class").
- *IR Magazine*
No. 1 Annual Report out of 40 top US/European companies.

2006

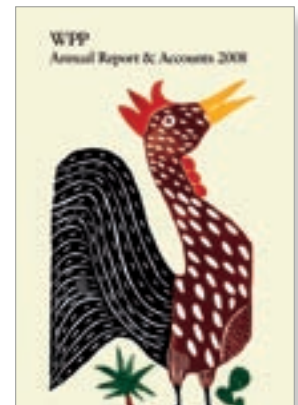
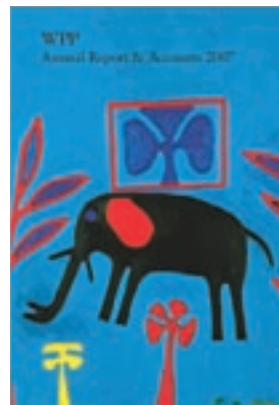
- *Accountancy Age*, Winner.
- *LACP Vision Awards*
Platinum Award. Ranked 6 (out of 2,500 worldwide entries) in Top 100 Annual Reports.
- *International ARC Awards*
Ranked 19 (out of 425 worldwide entries) with a Gold, Silver and Bronze.

2007

- *LACP Vision Awards*
Gold Award, in Top 100 Annual Reports.
- *International ARC Awards*
Winner, Best International (Western Hemisphere); Gold, Silver, Bronze and two Honors Awards.
- *Annual Report on Annual Reports*
("A rating First Rate").
- Ranked 15 out of 100 in Smiths Ratings of FTSE 100 Online Annual Reports.

2008

- *2009 Building Public Trust Awards*
Winner. FTSE 100 category for excellence in corporate reporting.
- *LACP Vision Awards*
Silver Award, in Top 100 Annual Reports.
- *International ARC Awards*
Gold and Honors Awards.
- *Annual Report on Annual Reports*
Ranked 11 out of 300 (A rating "Excellent").
- *IR Magazine*
No. 1 in online annual report study.



About the artist

Wayne Thiebaud, whose work is featured in this report, is one of America's most acclaimed modern artists. His iconic images of everyday objects, bakery and delicatessen goods and other consumer products in rich textured paint, are instantly recognisable and have been exhibited all over the world.

Thiebaud was born in 1920 to a Mormon family in Arizona. He studied in California, but with no formal training in drawing or painting, learned his trade commercially, working as a cartoonist, poster designer, commercial artist and even a stint as an animator at Disney. Before establishing himself as a painter, Thiebaud briefly worked as an art director for two Manhattan advertising agencies.

It was in 1962 at the relatively late age of 42, that he came to national prominence with his first New York one-man show. The event was a sellout drawing rave reviews from critics. His arrival on the New York art scene coincided with exhibitions by groundbreaking artists Jim Dine, Roy Lichtenstein and Claes Oldenburg, leading to him being linked with the Pop Art movement. Though they shared a focus on commonplace objects of American consumer culture, Thiebaud's thickly painted, strangely illuminated forms convey a sense of fun and a pathos seldom found in that genre. With his intense love of paint, he saw himself in the tradition of realist painting – his world was store counters, cakes, pies, desserts, deli counters, salamis and cheeses. "Food familiar to every American child", as he has said of his early works.

Like Andy Warhol, another contemporary new artist with a background in advertising, Thiebaud's commercial grounding informs his layout of American consumer imagery – fruit, sandwiches, yo-yos, ties, lipsticks, gumball machines. What Thiebaud has called the "tattletale signs" of our culture. Later in his career, he turned to figurative painting, and then to landscapes, albeit uniquely American ones, and cityscapes such as freeway curves and the giddy gradients of San Francisco. In parallel with his prolific artistic body of work, Thiebaud has a reputation as a fine educationalist. After more than 30 years as a faculty member at California State University, he retired from full time teaching of art and art history in 1990 at the age of 80. Recognition of his standing as an artist and teacher has come in the dozens of medals, awards and honorary degrees bestowed upon him. In 1994 he was presented with the National Medal of Arts by President Clinton.

WPP Annual Reports continue their tradition of taking their visual cues from world economies important to our company and to our clients. In recent years, we've looked to India, China, Africa and, last year, Latin America (via Brazil) for inspiration.

This year we've focused on the United States, the world's largest market, a nation whose significance and strength – despite the shift in global economic focus from west to east and south – remains supreme. In our own industry, as with so many others, the US still accounts for the lion's share of the world market. Twenty-six of our top 50 clients are headquartered there. It is a nation in which WPP has deep roots. All but two of the Group's major networks are based there.

So, in this spirit, and for this, our 25th anniversary Annual Report, WPP is honoured to have obtained permission to 'borrow' works from one of America's most distinguished modern painters, Wayne Thiebaud. His iconic everyday images have fired the public imagination for nearly 40 years.

None of this would have been possible without the helpful co-operation of his representatives at VAGA in New York, to whom we express our great gratitude.



1 front cover



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10 page 77



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6 pages 132 and 133



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7 page 14



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8 pages 144 and 145



12 page 101



4 pages 108 and 109

- 1 **California Cakes**, 1979, oil on canvas, 48 x 36 in.
- 2 **Cherries**, 1981, oil on canvas, 22 x 20 in.
- 3 **Bow Ties**, 1992, pastel over lithography, 11½ x 13¾ in.
- 4 **Seven Suckers**, 1970, oil on canvas, 19 x 23 in.
- 5 **Stack of Books**, n.d., oil on canvas, 30 x 24 in.
- 6 **Twin Jackpots**, 1962, oil on canvas, 30 x 46 in.
- 7 **Penny Machines**, 1961, oil on canvas, 23¾ x 29¾ in.
- 8 **Ties**, 1980, oil on canvas, 20 x 26 in.
- 9 **Cake Slices**, n.d., oil on canvas, 20 x 16 in.
- 10 **Display Rows**, 1990, colour lithography, 28¾ x 22¾ in.
- 11 **Four Ice Cream Cones**, 1964, oil on canvas, 14 x 20 in.
- 12 **Lemon Cake**, c. 1983, oil on paper mounted on wood, 11½ x 15½ in.
- 13 **Paint Cans**, 1990, colour lithography, 38¾ x 29½ in.
- 14 **Party Tray**, 1994, oil on wood, 20 x 22 in.
- 15 **Pastel Scatter**, c. 1972, pastel on paper, 26 x 20½ in.

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