

## **WPP plc**

### **Nomination and Governance Committee: Terms of Reference**

The terms of reference that follow are adopted as being the terms of reference (the “Terms”) of the Nomination and Governance Committee (the “Committee”) of WPP plc (the “Company”) as of July 2017.

A summary of these Terms may be disclosed in the filings of the Company, along with particulars of the membership of the Committee.

### **Membership**

The members of the Committee shall be appointed by the board of the Company (the “Board”) by formal resolution.

Appointments to the committee shall be for a period of up to 3 years, which may be extended for two further 3 year periods.

The Committee shall consist of a minimum of 3 members. A majority of the members of the Committee must be independent non-executive directors. A quorum shall be two members, which must include at least one non-executive member. The Chairman of the Board may be a committee member.

The chairman of the Committee shall be an independent non-executive director, appointed by the Board by formal resolution, and the Board will determine the period for which the Committee chairman shall hold office. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession of the chairmanship.

The Company Secretary or his/her nominee shall be the Secretary to the Committee.

### **Attendance at and Conduct of Meetings**

The chairman of the Committee may co-opt other directors to join the Committee temporarily for particular specified purposes.

The Committee may require the Group’s Chief Executive and other executives (not already being members of the Committee) to attend its meetings for certain agenda items. Directors and senior executives in attendance (not being members of the Committee) may be required by the chairman of the Committee to leave the meetings of the Committee when open discussion might be inhibited by their presence. No executive, not being a member of the Committee shall have a right to attend a meeting of the Committee without the invitation of the chairman of the Committee, nor shall he have the right to vote.

At the discretion of the chairman of the Committee, outside professional advisors may be in attendance for certain agenda items.

Members of the Committee (and any other director or officer who is present) must declare any personal interest in any matter under discussion. Authority

The Committee is authorised to require the provision of such information, and access to such representatives from management, as it requires to discharge its responsibilities.

The Committee is authorised to take outside professional advice, at the Company's expense, as it considers necessary for the fulfilment of its duties.

The Committee is authorised to consider and, if appropriate, permitted to pass any resolutions necessary in accordance with their duties, including those in the form of a unanimous written resolution.

### **Frequency of meetings**

The Committee shall meet at least four times a year and otherwise as frequently as is required in the performance of its duties.

The timing and agenda of meetings is the responsibility of the Committee chairman, subject whenever practicable to the expressed wishes of Committee members.

Notice of each meeting confirming the date, venue and time, together with an agenda of items and relevant papers to be discussed shall be formally provided, in writing, to each member of the Committee, other than in special circumstances, at least three working days prior to the meeting.

### **Duties**

The Committee's purpose is primarily to consider the composition and successor planning of the Board and to lead the process of appointments to the Board.

The Committee shall:

1. Review the structure, size and composition of the Board (including the balance of skills, knowledge and experience) with regard to the balance of executive and non-executive directors and the requirements for non-executive independence, making recommendations to the Board for any adjustments.
2. Give full consideration to succession planning at Board level and for assisting in the implementation of succession of the Chairman of the Board, the executive directors and non-executive directors.
3. Identify and propose suitable candidates to the Board, whether for consideration as executive or non-executive directors, considering candidates from a wide range of backgrounds on the basis of merit and against objective criteria.
4. Before a recommendation is made, the Committee should evaluate the balance of skills, knowledge and experience of the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
5. Propose to the Board the responsibilities of non-executive directors, including membership and chairmanship of board committees.
6. Ensure that there is a satisfactory, formal process for the selection of non-executive directors using external search consultants as appropriate, which it is the responsibility of this Committee to follow.

7. Review annually the time required from a non-executive director. The review shall be used to assess whether a non-executive director is spending enough time to fulfil his/her duties.
8. Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitments, committee service and involvement outside Board meetings.
9. The Committee shall adhere to the Boards agreed policy in reviewing the composition of the Board such that:
  - a) New appointments to the Board so far as practicable should be made at least 30 days in advance of an Annual General Meeting (“AGM”) to ensure such new appointees can stand for election by share owners at such AGM;
  - b) Non-executive Directors should not stand for election and re-election at more than 9 consecutive AGMs in line with the independence criteria set out in the UK Corporate Governance Code (such number of AGMs to be updated from time to time to conform to any change in such code).
10. Ensure appropriate training and familiarisation is provided to non-executive directors when joining the Board and to ensure there is an on-going training programme for serving non-executive directors covering governance and other regulatory obligations.
11. Review annually the performance of the Audit and Compensation Committees.
12. Review the effectiveness of non-executive directors, and the performance of all directors who are offering themselves for re-election.
13. Consider situational conflicts notified by individual directors to the CEO and Chairman and to raise such conflicts to the Board at the next meeting following notification and the proposed terms of any authorisation to be considered by the Board.
14. Consider any other matters referred to the Committee by the Board.
15. Periodically review these Terms, requesting Board approval for any proposed changes, and at appropriate intervals evaluate its own performance against these Terms and best practice.
16. Ensure that appropriate procedures are in place for dealing with all aspects of corporate social responsibility, other than those relating to employee welfare, which are the responsibility of the Compensation Committee.
17. Monitor and advise the Board on compliance with relevant corporate governance rules and guidelines such as the UK Corporate Governance Code and those issued by institutional investors.
18. Review annually the Group’s health and safety policy and arrangements, to ensure that key risks are being identified and that appropriate control measures are being implemented by management.
19. Review and discuss with management any proposed appointments to the Advisory Board.

## **Reporting**

The Committee or its chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. The Committee should also report the frequency and attendance record (by members) of Committee meetings and shall make these Terms publicly available.

The chairman of the Committee shall be available to answer any relevant shareowner's questions at any general meeting of the Company.