





# 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.

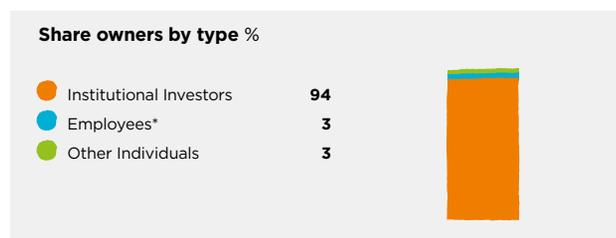
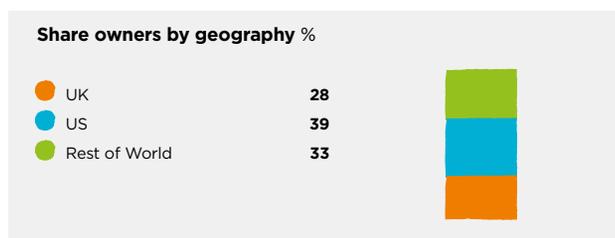
### Analysis of shareholdings at 31 December 2017

Issued share capital as at 31 December 2017: 1,332,511,552 ordinary shares.

Number of shares held	Number of holders	% owners	Shareholdings	% outstanding*
1-100	2,345	17.8%	78,680	0.0%
101-250	1,424	10.8%	253,381	0.0%
251-500	1,451	11.0%	542,482	0.0%
501-1,000	1,331	10.1%	995,190	0.1%
1,001-5,000	2,112	16.0%	4,965,219	0.4%
5,001-10,000	739	5.6%	5,346,468	0.4%
10,001-25,000	886	6.7%	14,523,027	1.1%
25,001-50,000	655	5.0%	23,414,411	1.8%
50,001-100,000	690	5.3%	50,135,696	3.8%
100,001-500,000	1,080	8.2%	245,541,723	18.4%
500,001-1,000,000	227	1.7%	160,754,805	12.1%
1,000,001-2,000,000	122	0.9%	167,167,681	12.5%
2,000,001-3,000,000	36	0.3%	89,874,186	6.7%
3,000,001-4,000,000	20	0.2%	68,194,948	5.1%
4,000,001 and above	44	0.4%	500,723,655	37.6%
<b>Total</b>	<b>13,162</b>	<b>100.0%</b>	<b>1,332,511,552</b>	<b>100.0%</b>

\* All calculations are based on the percentage outstanding on the share register as of 29 December 2017.

Share owners by geography	%	Share owners by type	%
UK	28	Institutional investors	94
US	39	Our people	3
Rest of World	33	Other individuals	3
<b>Total</b>	<b>100</b>	<b>Total</b>	<b>100</b>



\* In addition, 1.6% of the Company's share capital (excluding treasury shares) is under option to our people.

## Dividends

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

	2017	2016	2015	2014	2013
Interim or first interim dividend per ordinary share	<b>22.70p</b>	19.55p	15.91p	11.62p	10.56p
Final dividend per ordinary share	<b>37.30p</b>	37.05p	28.78p	26.58p	23.65p
<b>Total</b>	<b>60.00p</b>	56.60p	44.69p	38.20p	34.21p

## Financial calendar

- The 2017 final dividend will be paid on 9 July 2018 to share owners on the register at 15 June 2018.
- Interim statements for the half-year ending 30 June are issued in August.
- Quarterly trading announcements are issued in April and October.
- 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 London in June.

## Share price

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

	At 24 April 2018	2017	2016	2015	2014	2013
Ordinary 10p shares	1,116.5p	1,341.0p	1,816.0p	1,563.0p	1,345.0p	1,380.0p

Share price information is also available online at [wpp.com/investor](http://wpp.com/investor).

## Online information

WPP's public website, [wpp.com](http://wpp.com), provides current and historical financial information, news releases, trading reports and share price information. Go to [wpp.com/investor](http://wpp.com/investor).

## Access numbers/Ticker symbols

On 28 November 2017, WPP transferred the listing of its American Depositary Shares to the New York Stock Exchange from NASDAQ Global Market. WPP's primary listing of its ordinary shares on the London Stock Exchange did not change.

	NYSE	Reuters	Bloomberg
Ordinary shares	-	WPP.L	WPP LN
American Depositary Shares	WPP	WPP.N	WPP US

## Registrar and transfer office

Computershare Investor Services (Jersey) Limited  
Queensway House  
Hilgrove Street  
St Helier  
Jersey  
JE1 1ES  
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](mailto:citibank@shareholders-online.com)

## WPP registered office

Queensway House  
Hilgrove Street  
St Helier  
Jersey  
JE1 1ES

The Company's registered number is 111714.

## 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, 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 108).

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

	2017	2016	2015	2014	2013
In £ sterling					
Interim	<b>113.50p</b>	97.75p	79.55p	58.10p	52.80p
Final	<b>186.50p</b>	185.25p	143.90p	132.90p	118.25p
Total	<b>300.00p</b>	283.00p	223.45p	191.00p	171.05p

In US dollars<sup>1</sup>

Interim	<b>146.27¢</b>	132.42¢	121.62¢	95.72¢	82.61¢
Final	<b>240.34¢</b>	250.96¢	219.99¢	218.95¢	185.01¢
<b>Total</b>	<b>386.61¢</b>	383.38¢	341.61¢	314.67¢	267.62¢

<sup>1</sup> These figures have been translated for convenience purposes only, using the approximate average rate for the year shown on page 122. 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 dividends received will be subject to US taxation.

## Tax information

### UK taxation

#### Dividends received from 6 April 2016 – 5 April 2018

From 6 April 2016, UK resident individuals received a Dividend Allowance in the form of a 0% tax rate on the first £5,000 of dividend income received each tax year.

#### Dividends received from 6 April 2018

The Dividend Allowance for UK resident individuals decreased from 6 April 2018 such that the 0% tax rate applies to the first £2,000 of dividend income received each tax year.

Any dividends received over the Dividend Allowance are taxed at a rate of 7.5% on dividend income for individuals in the basic rate band, 32.5% for higher rate tax payers and at 38.1% for individuals with income of £150,000 or more.

### 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.

### 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.

## Other statutory information

### Substantial share ownership

As at 24 April 2018, the Company is aware of the following interests of 3% or more in the issued ordinary share capital:

MFS	8.03%
Harris Associates LP	7.35%
BlackRock Inc	5.49%

The disclosed interests refer to the respective combined holdings of the entity and to interests associated with it.

The Company has not been notified of any other holdings of ordinary share capital of 3% or more.

### Profits and dividends

The profit before tax for the year was £2,109.3 million (2016: £1,890.5 million). The directors declared a final dividend of 37.3p (2016: 37.05p) per share to be paid on 9 July 2018 to share owners on the register at 15 June 2018 which, together with the interim ordinary dividend of 22.7p (2016: 19.55p) per share paid on 6 November 2017, makes a total of 60.0p for the year (2016: 56.60p).

### Change of control

All of our bonds contain provisions which are triggered on a change of control of the Company. The holders of such bonds have the right to repayment at par except for holders of our US\$ bonds. The holders of our US\$ bonds have the right to redeem the bonds at 101% of par, if the Company is non-investment grade at the time of the change of control or becomes non-investment grade within 120 days of the announcement of the change of control.

In addition, the Group has a Revolving Credit Facility in the amount of \$2,500 million due July 2021, the terms of which require the consent of the majority of the lenders if a proposed merger or consolidation of the Company would alter its legal personality or identity.

In general terms, awards granted under WPP's incentive plans will usually vest on a change of control, albeit on a pro-rated basis. Where awards are subject to performance conditions, those conditions will still need to be met, also on a pro-rated basis. Certain incentive plans allow the Compensation Committee to require outstanding awards to be exchanged for equivalent awards in the acquiring company.

### Articles of Association

There are no restrictions on amending the Articles of Association of the Company other than the need to pass a special resolution of the share owners.

### Share capital

The Company's authorised share capital consists solely of 1,750,000,000 ordinary 10 pence shares. The Company operates an American Depositary Receipt program.

The rights and obligations relating to the ordinary share capital are outlined in the Articles of Association; there are no restrictions on transfer, no restrictions on voting rights and no securities carry special voting rights with regard to control of the Company.

At the AGM on 7 June 2017, share owners passed resolutions authorising the Company, in accordance with its Articles of Association, to allot shares up to a maximum nominal amount of £85,173,135 of which £12,788,760 could be allotted for cash free of statutory pre-emption rights. In the year under review no shares were issued for cash free from pre-emption rights. Details of share capital movements are given in note 26 of the financial statements on pages 153 to 155.

### Authority for purchase of own shares

At the AGM on 7 June 2017, share owners passed a special resolution authorising the Company, in accordance with its Articles of Association, to purchase up to 127,887,590 of its own shares in the market. In the year under review, 32,404,644 ordinary shares of 10 pence each were purchased at an average price of £15.56 per share.

### Statement of directors' responsibilities in respect of the preparation of financial statements

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations. The directors have elected to prepare financial statements for the Group in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) and have also elected to prepare financial statements for the Company in accordance with UK accounting standards. Company law requires the directors to prepare such financial statements in accordance with the Companies (Jersey) Law 1991.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the Preparation and Presentation of Financial Statements'.

In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures, when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding the assets, for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a Directors' report and Directors' Compensation Report.

The directors are responsible for the maintenance and integrity of the Company website. Jersey legislation and UK regulation governing the preparation and dissemination of financial statements differs from legislation in other jurisdictions.

The directors confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware. Each director has taken all the steps that he or she ought to have taken, as a director, in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

In accordance with the principles of the UK Corporate Governance Code, the Board has established arrangements to evaluate whether the information presented in the Annual Report is fair, balanced and understandable; these are described on page 86.

The Board considers the Annual Report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for share owners to assess the Company's position, performance, business model and strategy.

The letters from the Chairmen of the Nomination and Governance, Audit and Compensation Committees, the statements regarding directors' responsibilities and statement of going concern set out above and the directors' remuneration and interests in the share capital of the Company set out on pages 81 to 105, are included in the Directors' report, which also includes the sections 'Strategic report to share owners' and 'Who runs WPP'.

By Order of the Board

**Marie Capes**  
**Company Secretary**

24 April 2018