



Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

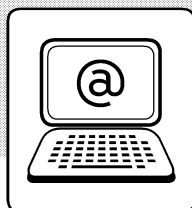
Additional Holders:

The Chairman of WPP plc invites you to attend the General Meeting of the Company to be held at **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **24 October 2019** at **11.00 am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - General Meeting to be held at 11.00 am on 24 October 2019



Cast your Proxy online...It's fast, easy and secure!

www.wpp.com/investors

Control Number: 916066 **SRN:**

PIN:

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Manage your shareholding online at www.investorcentre.co.uk/je

The Circular to Shareholders and Notice of General Meeting are available on the Company's website at www.wpp.com/investors

**To be effective, all proxy appointments must be lodged with
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 22 October 2019 at 11.00 am.**

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1411 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 pm on 22 October 2019 or in the event that the meeting is adjourned, 6.00 pm on the date that is two days before the date of any adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1411 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

--

Poll Card To be completed **only** at the GM if a Poll is called.

Ordinary Resolution
THAT:

For Against Vote Withheld

(a) the proposed sale by WPP plc (the **Company**) and its subsidiaries of 60 per cent. of their Kantar business, and the establishment of, and compliance by the Company and its subsidiaries with the terms and conditions of, the Joint Venture, each as described in the Circular (together, the **Transaction**), as a Class 1 transaction substantially on the terms and subject to the conditions of the sale agreement dated 12 July 2019 (as amended) between the Company, Summer (BC) UK Bidco Limited and Summer (BC) Topco S.à r.l. (the **Sale Agreement**) and the shareholders' agreement to be entered into between, among others, certain subsidiaries of the Company and Summer (BC) Topco S.à r.l. (the **Shareholders' Agreement**), and all other agreements and ancillary documents contemplated by the Sale Agreement and the Shareholders' Agreement, be and are approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority, with any changes as are permitted in accordance with (b) below; and

(b) the directors of the Company (the **Directors**) (or any duly authorised committee of the Directors) be and are authorised: (i) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Transaction; and (ii) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or desirable in connection with the Transaction, the Sale Agreement, the Shareholders' Agreement and/or the associated and ancillary agreements.

Signature

In the case of a corporation, this form must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
--	---



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of WPP plc to be held at **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **24 October 2019** at **11.00 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolution

For Against Vote Withheld

THAT:

(a) the proposed sale by WPP plc (the **Company**) and its subsidiaries of 60 per cent. of their Kantar business, and the establishment of, and compliance by the Company and its subsidiaries with the terms and conditions of, the Joint Venture, each as described in the Circular (together, the **Transaction**), as a Class 1 transaction substantially on the terms and subject to the conditions of the sale agreement dated 12 July 2019 (as amended) between the Company, Summer (BC) UK Bidco Limited and Summer (BC) Topco S.à r.l. (the **Sale Agreement**) and the shareholders' agreement to be entered into between, among others, certain subsidiaries of the Company and Summer (BC) Topco S.à r.l. (the **Shareholders' Agreement**), and all other agreements and ancillary documents contemplated by the Sale Agreement and the Shareholders' Agreement, be and are approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority, with any changes as are permitted in accordance with (b) below; and

(b) the directors of the Company (the **Directors**) (or any duly authorised committee of the Directors) be and are authorised: (i) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Transaction; and (ii) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or desirable in connection with the Transaction, the Sale Agreement, the Shareholders' Agreement and/or the associated and ancillary agreements.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

