

WPP plc

Sustainability Committee: Terms of Reference

The terms of reference that follow are adopted as being the terms of reference (the “Terms”) of the Sustainability Committee (the “Committee”) of WPP plc (the “Company”) as of December 2019.

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

The Committee acknowledges that its performance is subject to an annual evaluation by the Nomination and Governance Committee of the Board of the Company.

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 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 require the Company’s Chairman (in the event that he/she is not a member of the Committee), and other directors to join the Committee temporarily for particular specified purposes.

The Committee may request the Company’s Chief Executive, Director of Sustainability 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.

The Committee is authorised to request 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 reasonable 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 to assist the Board in the discharge of its duties relating to the Company's corporate and societal obligations and its reputation as a responsible corporate citizen.

The Committee shall:

1. Review and recommend changes as appropriate to the Company's Sustainability strategy and Policy, to ensure the Company's standards of business behaviour are up to date and reflect the best practices of business in this area.
2. Ensure the required actions to effect this strategy are appropriately resourced by management.
3. Assess the Company's performance in implementing sustainability strategy and policy, by receiving and considering updates from the Company's businesses, and internal and external experts.
4. Monitor and review changes in the Company's reputation and its stakeholders' expectations on sustainability, and ensure the Board is kept appropriately informed.
5. Review statements and reports to be published by the Company on sustainability, including policy statements on environmental and social matters and the annual Sustainability Report.
6. Bring best practice thinking and ongoing awareness of global developments in sustainability.
7. 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.