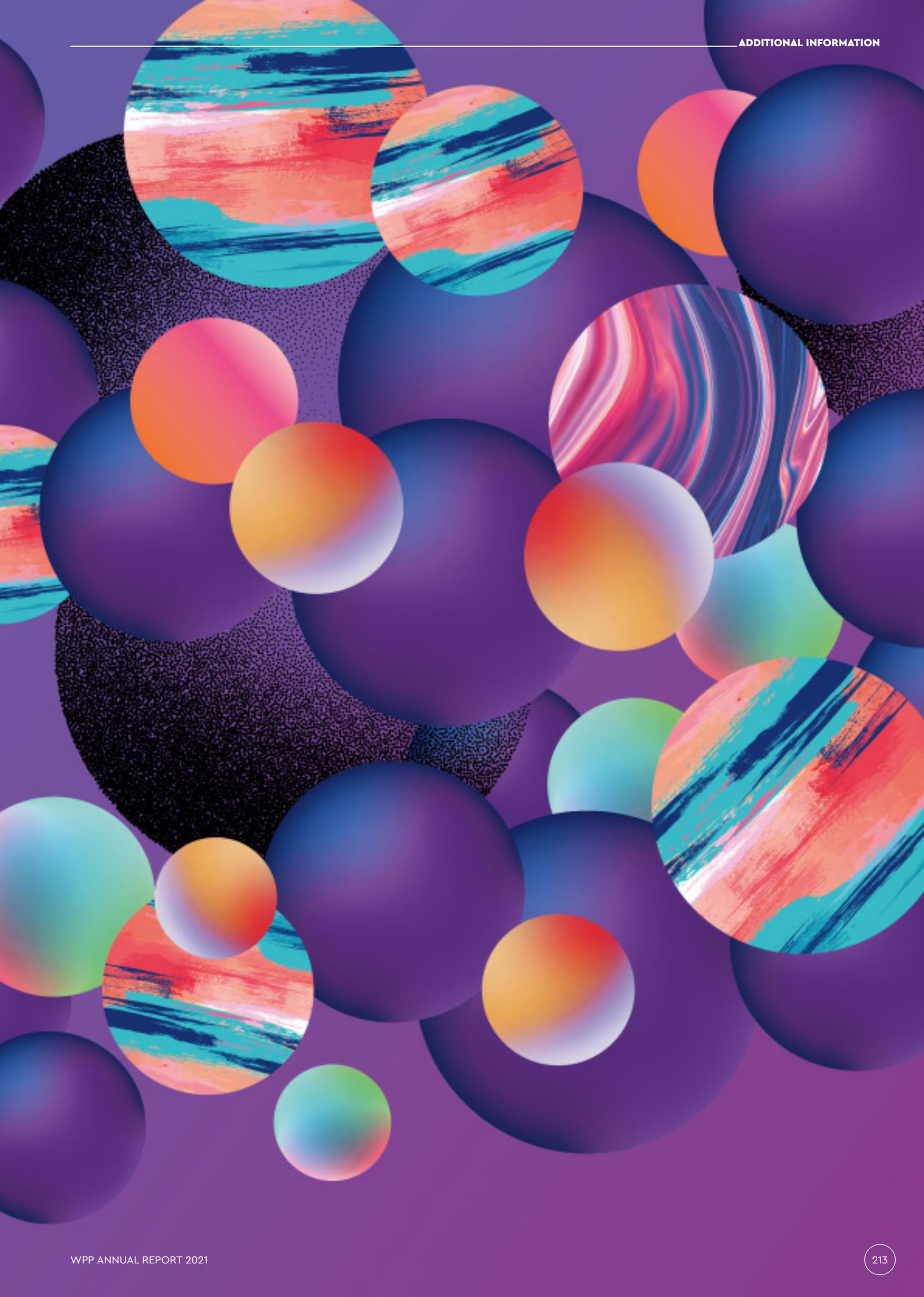
The background features a vibrant purple-to-blue gradient. Scattered throughout are numerous spheres of various sizes and colors, including shades of orange, red, yellow, green, and teal. One sphere on the right side contains a circular inset image of a sunset over a body of water. The title 'ADDITIONAL INFORMATION' is prominently displayed in the center-left area.

# ADDITIONAL INFORMATION

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# TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES STATEMENT

WPP was an early adopter of the Task Force on Climate-related Financial Disclosures. WPP's fourth disclosure, set out below, is structured around the four TCFD themes of governance, strategy, risk management, and metrics and targets. We aim to develop our disclosures in line with TCFD's 11 recommended disclosures. Some of these recommendations, published in October 2021, will take more time for us to fully consider. These relate to: detailed time horizon, financial impacts, and scenario analysis of climate related risks and opportunities. We will be working to implement the rest of the 2021 TCFD Annex<sup>1</sup> recommendations over the course of 2022 and intend to apply these more fully in our next TCFD Report.

WPP's overall approach to risk management and a summary of our principal risks can be found on pages 93-99 of this Annual Report. The climate-related risks set out below are included under 'emergent' risks in our summary of principal risks and for consistency with our wider risk disclosures we have not identified climate-related risk as short, medium or long-term. Opportunities identified below are already being realised. There is no material impact from climate change on our current year financial reporting.

## GOVERNANCE

- Our Executive Directors have overall responsibility for climate-related risks and opportunities and our performance on carbon reduction is integrated into their incentive plans. The WPP Executive Committee sets the sustainability strategy and oversees the approach across agencies in its implementation. The Sustainability Director has operational responsibility for sustainability.
- The Board is responsible for the overall long-term success of WPP and for setting the Company's strategic direction, including on climate change. The Sustainability Committee of the Board is attended by both the CEO and CFO, as well as experienced Non-Executive Directors (see 'Our Board' from page 108) with extensive sustainability expertise, and supports the Board in its oversight of the Company's net zero strategy. The Sustainability Committee met four times in 2021 and selected a sustainability-related topic to be presented to the Board after each Committee meeting. The Committee's remit includes reviewing and monitoring implementation of the Company's sustainability strategy and evaluating performance against targets and commitments.
- In 2021, climate strategy was discussed at all Sustainability Committee meetings as the Committee monitored the development and launch of WPP's science-based carbon reduction targets and net zero strategy. During the year, the Committee supported management in its engagement strategy on sustainability. This included consultation with investors and clients while developing the Company's new commitments. WPP also held its first ESG investor presentation in which we communicated the Company's strengthened carbon reduction commitments and integrated ESG strategy, and how we believe living up to our purpose will unlock greater sustainable returns for our shareholders.

As the Company's clients integrate climate adaptation and mitigation into their business strategies, the Committee will review the growth of services which maximise their success. It will also review climate adaptation and transition plans, including steps to ensure that our campuses and offices are resilient to extreme weather and that we are meeting growing regulatory requirements that face both WPP and its clients.

**Further information on sustainability governance is provided on page 87 of this Annual Report.**

## CLIMATE CHANGE AND OUR STRATEGY

Climate action is central to WPP's purpose and strategy. WPP is a proud signatory to the UN Global Compact's Business Ambition for 1.5°C, the purpose of which is to galvanise business support for strong climate action, and to the UNFCCC's Race to Zero campaign.

In April 2021 we committed to reach net zero emissions in our operations (Scope 1 and 2) by 2025 and our value chain (Scope 3) by 2030. This includes emissions from media buying (more than half of our total footprint) – and an industry first. To deliver this we have set science-based reduction targets (see 'metrics and targets' on page 216), to reduce emissions as far and as quickly as possible from a 2019 baseline.

Of our 50 largest clients, 62% have set or committed to set targets in line with an ambition to limit climate change to 1.5°C through the Science Based Targets initiative (SBTi). These clients look to us to help them find and scale solutions (for an example, see page 80). We also know that collaboration with clients and suppliers will be critical in delivering against our own targets. We are very focused on the role our companies can now play in promoting low-impact and regenerative living.

## IDENTIFYING CLIMATE RISK AND OPPORTUNITY

Sustainability risks are integrated into our overall risk management processes.

Performance and updated risk implications are reviewed by the Audit Committee on a regular basis.

Our overall risk management process is outlined on pages 88-99 and climate change risk is included as an emerging risk within the principal risks and uncertainties disclosure on page 99.

WPP has implemented Risk Committees at Group level and in our operating companies with the aim of ensuring accountability at both levels to identify, monitor and proactively manage risk and compliance issues and we are embedding climate risks in their agendas.

Our business integrity programme is integral to ensuring that the policies, procedures and control environment set by the Board and commitments made on topics such as climate risk are understood and adhered to across all geographies and markets.

In 2021, the business continuity implications of physical climate change and the risk of not meeting WPP's sustainability commitments were integrated into the Business Integrity function's annual risk assessment.

The Board Sustainability Committee reviews WPP's climate-related risks and opportunities on an annual basis. This analysis is informed by interviews with sustainability and consumer experts from within WPP's agencies and external data sources including Maplecroft's Climate Change Exposure Index and the Intergovernmental Panel on Climate Change (IPCC) Representative Concentration Pathways (RCPs).

Factors considered include regulatory requirements, reputational risk, physical risks and opportunities to advise our clients. Evaluation criteria include relevance to our industry, relevance to sustainability, regulatory and legal risks, financial implications and the operations affected.

<sup>1</sup> Annex: Implementing the Recommendations of the Task Force on Climate-related Financial Disclosures (October 2021).

## KEY

- The selected paragraphs in the governance section of this TCFD statement highlighted with the symbol  were subject to independent limited assurance procedures by PricewaterhouseCoopers LLP ('PwC'). A copy of PwC's report and our methodology is available on our website [wpp.com/sustainabilityreport2021](http://wpp.com/sustainabilityreport2021).

CLIMATE-RELATED  
RISK OR  
OPPORTUNITY

## POTENTIAL IMPACT

## HOW IT IS MANAGED

**PHYSICAL RISKS AND OPPORTUNITIES**

Increased frequency of extreme weather and climate-related natural disasters



This includes storms, flooding, wildfires and water and heat stress which can damage our buildings, jeopardise the safety of our people and significantly disrupt our operations. At present 10% of our headcount is located in countries at "extreme" risk from the physical impacts of climate change in the next 30 years.

Our strategy of co-locating our people in WPP campuses is enabling us to centralise emergency preparedness procedures. It will also enable us to more efficiently deploy climate mitigation measures. We intend to integrate climate-related risk assessment into the technical due diligence suite that we follow when we invest in a new campus building to help ensure that material, acute and chronic physical climate risks are considered in design and embedded into business continuity procedures.

**TRANSITION RISKS AND OPPORTUNITIES**

Changes in regulation and reporting standards



WPP could be subject to increased costs to comply with potential future changes in environmental laws and regulations and increasing carbon offset pricing to meet its net zero commitments.

WPP is developing a net zero roadmap to deliver against its net zero commitments and aims to disclose more details of that roadmap in 2023.

As part of this plan and through our work to decarbonise media and media supply chains, we are exploring opportunities to improve accounting for emissions from media.

Carbon emission accounting for marketing and media is in its infancy and methodologies continue to evolve.

As we seek to limit emissions we need to reduce the total footprint of any product or service as far as possible. To manage the cost and quality of carbon credits purchased to offset remaining emissions, WPP developed a new offsetting policy and is further developing our offsetting strategy as part of our net zero roadmap.

This is particularly the case for emissions associated with digital media.

Increased demand for sustainable products and services



Our clients look to us to provide the insight, expertise and creative solutions they need to transition their business models away from fossil fuels. For example, 62% of our top 50 clients have committed to setting science-based carbon reduction targets.

To realise this opportunity, we will need to invest in the innovation and growth of sustainability-focused services.

Our sustainability strategy (see page 70) outlines our commitment to developing products and services which enable our clients to adopt leadership positions on climate change and exceed the expectations of consumers.

There is an opportunity for WPP to grow revenues from products and services which support clients as they seek to decarbonise their businesses.

In 2021 we continued to invest in our virtual advertising production capability, which reduces the emissions and environmental impact of production shoots (see page 5).

This may include developing low or net zero marketing, media and ecommerce services, developing sustainability-focused brand strategies, and promoting sustainable consumption to consumers.

Increasingly, our agencies are hiring for sustainability-focused leadership roles. We expect this community to continue to grow. Additionally, we are evaluating whether to increase our sustainability resources for clients organically or by acquisition.

In 2021, we continued to train our people to deliver net zero products and services through programmes such as AdGreen and to innovate on behalf of our clients through initiatives like Change the Brief, now open-sourced across our industry through the Change the Brief Alliance.

**KEY**

Risk



Opportunity

CLIMATE-RELATED RISK OR OPPORTUNITY

POTENTIAL IMPACT

HOW IT IS MANAGED

TRANSITION RISKS AND OPPORTUNITIES

Achieving resource efficiencies through cutting our carbon footprint and improving energy efficiency



Through carbon reduction initiatives we have the opportunity to decrease the costs associated with energy use and limit increased costs associated with carbon taxation. This relates both to our buildings, and to energy-intense activities such as data storage.

Our industry is increasingly reliant on data, digital content and centralised cloud computing. We expect to see an increase in externality taxes designed to curb the carbon emissions associated with data storage, which may lead to companies embedding data minimisation strategies. This creates an opportunity for companies such as WPP, which are following a policy of using data well rather than focusing on collection, to emerge as practice leaders and drive innovation.

Through our campus strategy we have been driving energy efficiency gains by ensuring that all buildings with a floor space exceeding 50,000 square feet will be certified to advanced sustainability standards including LEED and BREEAM. By 2025, 85,000 of our people will be based in net zero campuses using electricity from 100% renewable sources.

As part of our net zero strategy we are working to identify the potential cost savings of embedding best practice solutions in our buildings. For more details see our Sustainability Report.

We are working to embed our net zero ambitions in our data and AI strategy to maximise carbon reduction opportunities. This includes through traditional methods such as embedding the use of efficient hardware and renewable energy into purchasing decisions, and by pursuing data minimisation, federation and virtualisation solutions which reduce energy consumption by keeping data in its place of origin.

Increased reputational risk associated with misrepresenting environmental claims in marketing and advertising content



As consumer consciousness around climate change rises, our sector is seeing increased scrutiny of our role in driving unsustainable consumption. Our clients seek expert partners who can give recommendations that take into account stakeholder concerns around climate change.

All the advice we provide to our clients and the content we produce for them must meet rigorous standards and we will not undertake work which is intended or designed to mislead or deceive. This is covered in our Code of Conduct and in our How We Behave online training, which all employees (including freelancers working for more than four weeks) are required to complete annually.

Our climate crisis training will ensure that our people recognise the importance of our sector's role in addressing the climate crisis. It will be part of a broader sustainability training programme which we will run in multiple markets with localised content in key regions.

Increased reputational risk associated with working on client briefs perceived to be environmentally detrimental



WPP serves some clients whose business models are under increased scrutiny, for example energy companies or associated industry groups who are at different stages of the decarbonisation process.

This creates both a reputational and related financial risk for WPP if we are not rigorous in our content standards as we grow our sustainability-related services.

We are also developing internal tools to help our people identify environmentally harmful briefs. These tools will embed climate-related issues within existing content review procedures across the organisation. The misrepresentation of environmental issues is governed by our Code of Conduct. We are also reviewing our policies to reduce the risk that any client brief undermines the implementation of the Paris Agreement.

Our sustainability strategy outlines our commitment to supporting our clients on their sustainability journeys (see page 70).

<sup>1</sup> WPP, Data 2030: what does the future of data look like?

METRICS AND TARGETS

We have been reporting on our performance on carbon emissions reduction since 2006.

In 2020 we worked with the consultancy Carbon Intelligence to map our carbon emissions (Scope 1, 2 and 3) using 2019 data. We use Greenhouse Gas Protocol standards to calculate our emissions, which categorise a company's emissions into three scopes. Scope 3 is then divided into 15 sub-categories, 11 of which are relevant for WPP. For a full explanation of our approach to calculating our carbon footprint, see 'Understanding our emissions' in the 'Planet' chapter of our Sustainability Report 2021.

Our carbon emissions statement is included on page 217 of this report. Additional information relating to our carbon reduction targets, workstreams and performance data is set out on pages 76 and 77 and in the Planet chapter of our Sustainability Report 2021.

In June 2021, WPP's emissions reduction targets were verified by the Science Based Targets initiative (SBTi) aligned to 1.5°C requirements. From a 2019 baseline, WPP aims to reduce Scope 1 and 2 emissions by 84% by 2025, and halve Scope 3 emissions by 2030. We are also committed to source 100% of our electricity from renewable sources by 2025.

To meet our targets, we are focusing our efforts on reducing emissions hotspots, including working towards net zero campuses by 2025,

reducing emissions from production and media, and reducing emissions by using smarter technology. More information can be found in the 'Planet' section of our Sustainability Report 2021. In 2022 we will also focus on climate-related training for our people, and on continuing to improve the quality of our carbon emissions data.

A common challenge for reducing carbon emissions is being able to measure them with confidence. We are working to improve the quality and coverage of our emissions data.

During the year WPP appointed PriceWaterhouseCoopers LLP ('PwC') to support the expansion of WPP's assurance programme for the carbon data disclosed in this report. Throughout this report, selected carbon metrics highlighted with the symbol  were subject to independent limited assurance by PwC. For the details and results of the limited assurance see [wpp.com/sustainabilityreport2021](http://wpp.com/sustainabilityreport2021). For the first time, PwC have also assured the governance section of this TCFD statement ([wpp.com/sustainabilityreport2021](http://wpp.com/sustainabilityreport2021)).

Beyond our science-based targets, our most material climate-related opportunities relate to our client work. As part of our sustainability strategy we will develop metrics which track the growth of sustainable products and services. Examples of work relating to climate change are included in our downloadable Sustainability Report 2021: [wpp.com/sustainabilityreport2021](http://wpp.com/sustainabilityreport2021).

## OTHER STATUTORY INFORMATION

### EMISSIONS AND ENERGY

#### CO<sub>2</sub>e EMISSIONS BREAKDOWN (TONNES/ENERGY (MWh))

		2021					2020	2019	
Emissions source		UK		Non-UK		Total	Total	Total	
		Energy MWh	Tonnes of CO <sub>2</sub> e	Energy MWh	Tonnes of CO <sub>2</sub> e	Energy MWh	Tonnes of CO <sub>2</sub> e	Tonnes of CO <sub>2</sub> e	
<b>Continuing operations</b>									
Scope 1	Natural Gas	9,768	1,996	15,045	3,075	24,813	5,071	4,069	6,299
	Diesel and Heating Oil	0	0	2,325	638	2,325	638	692	541
	Company cars (Centrally Contracted)	N/A	20	N/A	4,409	N/A	4,429		
	<b>Sub-total Scope 1</b>	9,768	<b>2,016</b>	17,370	<b>8,122</b>	27,138	<b>10,138</b>	17,041	18,175
	Company cars (Local Contracts)	N/A	N/A	N/A	3,154	N/A	3,154		
	<b>Total Scope 1</b>	<b>9,768</b>	<b>2,016</b>	<b>17,370</b>	<b>11,276</b>	<b>27,138</b>	<b>13,292</b>	<b>21,802</b>	<b>25,015</b>
Scope 2	Standard electricity (location-based)	0	0	34,317	20,602	34,317	20,602	28,984	56,421
	Green and renewable electricity (location-based)	12,833	2,725	86,800	31,425	99,633	34,150	31,671	27,324
	Heat and steam	0	0	7,251	1,238	7,251	1,238	1,177	1,820
	<b>Total Scope 2 (location-based)</b>	<b>12,833</b>	<b>2,725</b>	<b>128,368</b>	<b>53,265</b>	<b>141,201</b>	<b>55,990</b>	<b>61,832</b>	<b>85,565</b>
	Standard electricity (market-based)	0	0	34,317	20,602	34,317	20,602	28,983	60,750
	Green and renewable electricity (market-based)	12,833	0	86,800	0	99,633	0	0	0
	Heat and steam	0	0	7,251	1,238	7,251	1,238	1,177	1,820
	<b>Total Scope 2 (market-based)</b>	<b>12,833</b>	<b>0</b>	<b>128,368</b>	<b>21,840</b>	<b>141,201</b>	<b>21,840</b>	<b>30,160</b>	<b>62,570</b>
Total Scope 1 and 2	Total Scope 1 and 2 (location-based)	<b>22,601</b>	<b>4,741</b>	<b>145,738</b>	<b>64,541</b>	<b>168,339</b>	<b>69,282</b>	<b>83,634</b>	<b>110,580</b>
	Total Scope 1 and 2 (market-based)	<b>22,601</b>	<b>2,016</b>	<b>145,738</b>	<b>33,116</b>	<b>168,339</b>	<b>35,132</b>	<b>51,962</b>	<b>87,585</b>
Scope 3	Business air travel	N/A	535	N/A	10,886	N/A	11,421	23,325	122,967
	<b>Business air travel travel emissions</b>	N/A	<b>535</b>	N/A	<b>10,886</b>	N/A	<b>11,421</b>	<b>23,325</b>	<b>122,967</b>

#### WPP'S CARBON INTENSITY (TONNES OF CO<sub>2</sub>e)

Intensity metric									
Total Scope 1 and 2	Tonnes per full-time employee (market-based)	N/A	<b>0.19</b>	N/A	<b>0.34</b>	N/A	<b>0.32</b>	0.52	0.82
	Tonnes per £m revenue (market-based)	N/A	N/A	N/A	N/A	N/A	<b>2.74</b>	4.33	6.62
Scope 3	Tonnes per full-time employee	N/A	<b>0.05</b>	N/A	<b>0.11</b>	N/A	<b>0.10</b>	0.23	1.15

#### Notes

- We align our organizational boundary for reporting to the accounting definition of a subsidiary, where WPP have control of the entity, either through majority ownership of the equity share capital or through other facts and circumstances that lead to the conclusion that WPP have power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of returns WPP is entitled to. For entities meeting this organizational boundary definition, we collect utility data for all buildings that WPP occupy, regardless of the control that we have over those buildings. This operational boundary includes shared leased premises and therefore best represents our actual consumption and the impact that our business has on the environment.
  - This year, in line with UK Streamlined Energy and Carbon Reporting (SECR) requirements, we have calculated our energy use and emissions for UK markets and is stated in a separate column.
  - Energy Efficiency Initiatives: our work to simplify our structure and consolidate our office space is driving a positive impact on our energy use and carbon footprint. We continue to move employees into campuses, closing multiple smaller sites and replacing them with fewer, larger, more environmentally friendly buildings that offer modern, world-class workspaces. By 2025, we expect 85,000 of our people will work in net zero campuses powered by renewable electricity. When we lease, purchase, fit out or renovate a building larger than 50,000 square feet, we require it to be certified to an internationally recognised standard such as the US LEED Standard or the UK BREEAM standard. We aim for all our new workspaces to achieve the highest accreditation considering the individual workspace. We recognise that achieving these certifications is only one step to reducing the footprint of our buildings and supporting our people's wellbeing. In 2021 we launched a programme to better assess and understand our building portfolio. This will help us identify opportunities to reduce energy use, optimise resource use, support our employees' wellbeing needs and create opportunities for circular business models in our materials use.
  - In 2021, subtotal Scope 1 emissions, which include centrally, but not locally, contracted cars were subject to independent limited assurance for the first time. Locally-managed car emissions were estimated and were not subject to assurance due to inconsistencies in capturing emissions data. In 2022, we will review and strengthen how we measure and calculate emissions from vehicles.
  - Additional information on our Energy, Air Travel and Waste methodologies is included in our 'WPP Sustainability Reporting Criteria 2021'.
- ◊ Indicates the selected metrics have been subject to independent limited assurance procedures by PricewaterhouseCoopers for the year ending 31 December 2021. For PwC's 2021 Limited Assurance report and the 'WPP Sustainability Reporting Criteria 2021', see our 2021 Sustainability Report at [www.wpp.com/sustainability](http://www.wpp.com/sustainability)
- Ⓢ Independent limited assurance will be sought by WPP over our percentage electricity purchased from renewable sources and Scope 2 market-based GHG emissions reporting. The assurance report will be made available on our website.

## SHAREHOLDER INFORMATION

### SHARE CAPITAL AND CONTROL

Details of our issued share capital and the number of shares held in Treasury as at 31 December 2021 can be found in note 27 to the financial statements.

Our ordinary shares are listed on the London Stock Exchange (LSE) and are also quoted on the New York Stock Exchange (NYSE) in the form of American Depositary Receipts (ADRs).

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 9 June 2021, shareholders passed resolutions authorising the Company, in accordance with its Articles, to allot shares up to a maximum nominal amount of £40,419,624 of which £6,062,943 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 27 to the financial statements on pages 193-194.

### AUTHORITY FOR PURCHASE OF OWN SHARES

At the AGM on 9 June 2021, shareholders passed a special resolution authorising the Company, in accordance with its Articles of Association, to purchase up to 121,258,871 of its own shares in the market. In the year under review, 72,155,492 ordinary shares were purchased.

Shareholders by geography	%	Shareholders by type	%
UK	29.3	Institutional investors	95.2
United States	37.9	Our people	0.7
Rest of World	32.8	Other individuals	4.1
<b>Total</b>	<b>100</b>	<b>Total</b>	<b>100</b>

### MAJOR SHAREHOLDERS

The table below shows the holdings of major shareholders in the Company's issued ordinary share capital in accordance with the Disclosure Guidance and Transparency Rules (DTRs) notified to the Company as at 31 December 2021 and 25 March 2022. Information provided to the Company under the DTRs is publicly available via the regulatory information services and on the Company's website.

	At 31 December 2021	At 25 March 2022
BlackRock Inc	6.99%	7.49%
Wellington Management Group LLP	–	5.04%

### SHAREHOLDERS AS AT 31 DECEMBER 2021

Holding of shares	Number of holders	% Owners	Shareholdings	% Outstanding
Up to 1,000	5,493	52	1,400,104	0.1
1,001 to 5,000	1,549	15	3,741,756	0.3
5,001 to 100,000	2,303	22	70,906,423	5.8
100,001 to 1,000,000	1,001	9	317,822,874	26.0
Over 1,000,000	239	2	830,588,393	67.8

## SHARE PRICE

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

	At 25 March 2022	2021	2020	2019	2018	2017
Ordinary 10p shares	1,039.5p	1,119.5p	800.0p	1,066.5p	846.6p	1,341.0p

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

## SHARE BUYBACK PROGRAMME

The Board has been authorised to issue and allot ordinary shares under Article 12 of the Company's Articles of Association. The power under Article 12 and the authority for the Company to make purchases of its own shares are subject to shareholder authorities which are sought on an annual basis at our Annual General Meeting (AGM). Any shares purchased by the Company may be cancelled, held as Treasury shares or used for satisfying share options and grants under the Company's employee share plans.

On 11 March 2021 the Company announced the recommencement of the share buyback programme, with a plan to purchase up to £300 million by 18 June 2021. On 5 August 2021 the Company announced a further share buyback programme of up to £250 million which would take place during the period commencing 5 August 2021 and ending no later than 22 October 2021. On 28 October 2021 the Company announced a share buyback programme of up to £200 million beginning 28 October 2021, and on 8 December 2021 announced an extension of up to £50 million to this programme. The Company announced a share buyback programme of up to £250 million on

16 December 2021, which would take place during the period commencing 16 December 2021 and ending no later than 18 February 2022. As a result of these programmes, the Company bought back £729,319,536 million of shares in 2021. On 4 March 2022 the Company announced a share buyback programme of up to £200 million beginning on 4 March 2022. On 24 March 2022 the Company announced a share buyback programme of up to £300 million, which would take place during the period commencing 24 March 2022 and ending no later than 24 June 2022.

## DIVIDENDS

Subject to shareholder approval at the 2022 AGM, the final dividend for 2021 will become due and payable on 8 July 2022 to all holders of ordinary shares on the Register of Members at the close of business on 10 June 2022.

The table below sets out the dividend per share ordinary shareholders have received for the last five years.

	2021	2020	2019	2018	2017
Interim dividend per ordinary share	<b>12.50p</b>	10.00p	22.70p	22.70p	22.70p
Final dividend per ordinary share	<b>18.70p</b>	14.00p	–	37.30p	37.30p
<b>Total</b>	<b>31.20p</b>	24.00p	22.70p	60.00p	60.00p

## AMERICAN DEPOSITARY RECEIPTS (ADRS)

Each ADR represents five ordinary shares.

WPP plc is subject to the informational requirements of the United States' 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](http://sec.gov).

## 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 220).

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

	2021	2020	2019	2018	2017
<b>In £ sterling</b>					
Interim	<b>62.50p</b>	50.00p	113.50p	113.50p	113.50p
Final	<b>93.50p</b>	70.00p	–	186.50p	186.50p
<b>Total</b>	<b>156.00p</b>	120.00p	113.50p	300.00p	300.00p
<b>In US dollars<sup>1</sup></b>					
Interim	<b>85.98¢</b>	64.18¢	144.88¢	151.53¢	146.27¢
Final	<b>128.63¢</b>	89.85¢	–	249.00¢	240.34¢
<b>Total</b>	<b>214.61¢</b>	154.03¢	144.88¢	400.53¢	386.61¢

<sup>1</sup> These figures have been translated for convenience purposes only, using the approximate average rate for the year of US\$1.3757 (2020: US\$1.2836, 2019: US\$1.2765, 2018: US\$1.3351, 2017: US\$1.2887). 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. The dividends received will be subject to United States' taxation.

## LISTING RULES

For the purposes of Listing Rule (LR) 9.8.4R, the information required to be disclosed by that section can be found in the following locations:

Section	Applicable sub-paragraph within LR 9.8.4R	Location
4	Details of long-term incentive schemes	Directors' compensation report page 133-154
5	Details of Directors' waiver of emoluments	Directors' compensation report page 133-154
6	Director waiver of future emoluments	Directors' compensation report page 133-154

The above table sets out only those sections of LR 9.8.4R which are relevant. The remaining sections of LR 9.8.4R are not applicable.

## ARTICLES OF ASSOCIATION

There are no restrictions on amending the Articles of Association of the Company (Articles) other than the requirement to pass a special resolution of the shareholders at a general meeting. Subject to applicable law and the Company's Articles, the Directors may exercise all powers of the Company.

The Articles are available on the Company's website at [wpp.com/investors/corporate-governance](http://wpp.com/investors/corporate-governance)

## SHAREHOLDER INFORMATION 2022 FINANCIAL CALENDAR

Ordinary dividend timetable	Final	Interim
Ordinary ex-dividend date	9 June 2022	13 October 2022
Dividend record date	10 June 2022	14 October 2022
Dividend payment date	8 July 2022	1 November 2022

### Other key dates:

2021 preliminary results	24 February 2022
First quarter trading update	27 April 2022
Annual General Meeting	24 May 2022
2022 interim results	August 2022
Third quarter trading update	October 2022

## RESULTS ANNOUNCEMENTS

Results announcements are issued to the London Stock Exchange and are available on its news service. They are also sent to the US Securities and Exchange Commission and the NYSE, issued to the media and made available on our website.

## SHAREHOLDER COMMUNICATIONS

A growing number of our shareholders have opted to receive communications from us electronically. The use of electronic communications, rather than printed paper documents, means information about the Company can be accessed through emails or the Company's website, thus reducing our impact on the environment. Shareholders who have elected for electronic communication will be sent an email alert containing a link to the relevant documents. We encourage all our shareholders to sign up for this service. You can register for this service at [investorcentre.co.uk/je](http://investorcentre.co.uk/je) or by contacting Computershare by the telephone number provided below.

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/investors](http://wpp.com/investors)

## PAYMENT OF DIVIDENDS

From July 2022 we will only pay cash dividends in to your nominated bank account. To update your payment details please go to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) or contact Computershare at the details below.

## SHAREHOLDERS' REGISTER

A register of shareholders' 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.

## ACCESS NUMBERS/TICKER SYMBOLS

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

## SHAREHOLDER CONTACTS

### ORDINARY SHARES

For any queries regarding your shareholding, please contact Computershare:

By telephone: +44 (0)370 707 1411

Lines are open from Monday to Friday, 8.30am to 5.30pm UK time, excluding public holidays.

Using the contact form on the website: [investorcentre.co.uk/je/contactus](http://investorcentre.co.uk/je/contactus)

In writing: Computershare Investor Services (Jersey) Limited, 13 Castle Street, St Helier, Jersey, JE1 1ES

### AMERICAN DEPOSITARY RECEIPTS (ADRS) OFFICE

For any queries regarding WPP ADRs, please contact Citibank Shareholder Services (Citibank):

By telephone: +1 877 248 4237

Opening hours are Monday to Friday, 8.30am to 6pm US Eastern Standard Time. Please call +1 781 575 4555 if calling from outside of the US.

By email: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com)

In writing: Citibank N.A., PO Box 43077, Providence, RI 02940-3077, USA

### REGISTERED OFFICE

WPP plc  
13 Castle Street, St Helier  
Jersey, JE1 1ES

Telephone: +44 (0)20 7282 4600

Registered number: 111714

Website: [wpp.com](http://wpp.com)

## TAXATION INFORMATION

As this is a complex area investors should consult their own tax advisor regarding the US federal, state and local, the UK and other tax consequences of owning and disposing of shares and ADSs in their particular circumstances.

### DIVIDENDS RECEIVED

UK resident individuals receive a Dividend Allowance in the form of a 0% tax rate on the first £2,000 of dividend income received each tax year. Dividends received by UK resident individuals on or before 5 April 2022, and which are over the £2,000 Dividend Allowance, are taxed at a rate of 7.5% for individuals in the basic rate band, at 32.5% for higher rate tax payers and at 38.1% for individuals with income of £150,000 or more. For dividends received after 5 April 2022 these rates increase by 1.25% to 8.75% for individuals in the basic rate band, to 33.75% for higher rate tax payers and to 39.35% 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, shareholders 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, shareholders are advised to consult their professional advisors.

## FIVE-YEAR SUMMARY

### Continuing operations

	2021 £m	2020 <sup>1</sup> £m	2019 <sup>1</sup> £m	2018 £m	2017 £m
<b>Income statement</b>					
Billings <sup>2</sup>	50,656.8	46,917.8	53,059.0	53,219.7	52,915.4
Revenue	12,801.1	12,002.8	13,234.1	13,046.7	13,146.4
Revenue less pass-through costs <sup>2</sup>	10,397.2	9,762.0	10,846.5	10,875.7	11,143.9
Operating profit/(loss)	1,229.0	(2,278.1)	1,295.9	1,245.3	1,577.9
Headline EBITDA <sup>3</sup>	2,023.6	1,812.5	2,131.4	1,932.5	2,099.6
Headline operating profit <sup>3</sup>	1,493.5	1,260.5	1,560.6	1,651.2	1,793.1
Profit/(loss) before taxation	950.8	(2,790.6)	1,214.3	1,019.3	1,894.0
Headline PBT <sup>3</sup>	1,365.4	1,041.3	1,363.0	1,543.0	1,717.6
Profit/(loss) for the year	720.7	(2,917.7)	927.1	763.3	1,811.0
Headline operating profit margin <sup>3</sup>	14.4%	12.9%	14.4%	15.2%	16.1%
<b>Balance sheet</b>					
Non-current assets	12,535.2	12,185.4	15,826.7	17,854.1	18,427.7
Net current (liabilities)/assets	(1,149.8)	754.6	(298.4)	(649.5)	(356.1)
Net assets	4,069.0	5,050.1	8,297.3	9,784.3	9,960.5
Adjusted net debt	(901.1)	(695.6)	(1,539.6)	(4,016.7)	(4,483.1)
Average adjusted net debt	(1,565.1)	(2,331.0)	(4,282.0)	(4,965.6)	(5,142.7)
	2021	2020 <sup>1</sup>	2019 <sup>1</sup>	2018	2017
<b>Our people</b>					
Revenue per employee (£000)	122.1	116.7	124.3	123.0	123.5
Revenue less pass-through costs <sup>2</sup> per employee (£000)	99.2	94.9	101.8	102.5	104.7
Staff cost per employee (£000)	68.4	63.8	66.6	65.5	66.4
Average headcount	104,808	102,822	106,498	106,090	106,414
<b>Share information</b>					
Headline <sup>4</sup> – basic earnings per share from continuing operations	79.9p	60.7p	77.8p	92.4p	104.2p
– diluted earnings per share from continuing operations	78.5p	60.1p	77.1p	91.4p	103.0p
Reported – basic earnings per share from continuing operations	53.4p	(243.0p)	67.8p	56.0p	136.9p
– diluted earnings per share from continuing operations	52.5p	(243.0p)	67.3p	55.4p	135.3p
Dividends per share <sup>5</sup>	31.20p	24.00p	22.70p	60.00p	60.00p
Share price – high	1,129.5p	1,071.0p	1,077.5p	1,471.0p	1,921.0p
– low	765.8p	483.7p	800.4p	805.0p	1,253.0p
Market capitalisation at year-end (£m)	12,918.7	9,802.7	13,410.0	10,682.6	17,029.8

#### Notes

<sup>1</sup> Figures have been restated as described in the accounting policies.

<sup>2</sup> Billings and revenue less pass-through costs are defined on pages 222 and 223.

<sup>3</sup> The calculation of 'headline' measures of performance (including headline EBITDA, headline operating profit, headline operating profit margin and headline PBT) is set out on pages 210 and 211.

<sup>4</sup> Headline earnings per share is set out in note 9 of the financial statements.

<sup>5</sup> Dividends per share represents the dividends declared in respect of each year.

The information on this page is unaudited.

## GLOSSARY

Term used in Annual Report	United States' equivalent or brief description
ADRs/ADSs	American Depositary Receipts/American Depositary Shares. The Group uses the terms ADR and ADS interchangeably. One ADR/ADS represents five ordinary shares
Allotted	Issued
Average adjusted net debt and adjusted net debt	Average adjusted net debt is calculated as the average daily net borrowings of the Group. Adjusted net debt at a period end is calculated as the sum of the net borrowings of the Group, derived from the cash ledgers and accounts in the balance sheet. Net adjusted debt excludes lease liabilities
Billings and estimated net new billings	Billings comprise the gross amounts billed to clients in respect of commission-based/fee-based income together with the total of other fees earned. Net new billings represent the estimated annualised impact on billings of new business gained from both existing and new clients, net of existing client business lost. The estimated impact is based upon initial assessments of the clients' marketing budgets, which may not necessarily result in actual billings of the same amount
Brand awareness	The number of people or percentage of a group that are aware of a brand
Brand consideration	Those who would consider purchasing a brand are measured as a subset of those aware of a brand
Called-up share capital	Ordinary shares, issued and fully paid
Click-through rate (CTR)	The ratio of the number of users exposed to a specific link on a website page or in an email and those who click the link and view the advertised product or service
Company or Parent Company	WPP plc
Constant currency	The Group uses US dollar-based, constant currency models to measure performance. These are calculated by applying budgeted 2021 exchange rates to local currency reported results for the current and prior year. This gives a US dollar-denominated income statement which excludes any variances attributable to foreign exchange rate movements
Direct-to-consumer	Marketing from company to consumer without distributor or retailer involvement
ESOP	Employee share ownership plan
EURIBOR	The euro area inter-bank offered rate for euro deposits
Finance lease	Capital lease
Free cash flow	Free cash flow is calculated as cash generated by operations plus dividends received from associates, interest received, investment income received, and proceeds from the issue of shares, less corporation and overseas tax paid, interest and similar charges paid, dividends paid to non-controlling interests in subsidiary undertakings, repayment of lease liabilities (including interest), earnout payments and purchases of property, plant and equipment and purchases of other intangible assets
Freehold	Ownership with absolute rights in perpetuity
Full-Time Equivalent (FTE) employee	A permanent person or employee of WPP Group or any of its majority owned Operating Companies, as captured locally by each reporting unit and entered into the centralised Finance system. FTE employees do not include contractors
General and administrative costs	General and administrative costs include marketing costs, certain professional fees and an allocation of other costs, including staff and establishment costs, based on the function of employees within the Group
General Data Protection Regulation (GDPR)	A European Union law governing digital data collection, use and storage
Group	WPP plc and its subsidiaries
Headline earnings	Headline PBT less headline tax charge and non-controlling interests
Headline EBITDA	Profit before finance and investment income/costs and revaluation and retranslation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment and other impairment (reversals)/charges, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, amortisation of other intangibles, depreciation of property, plant and equipment, depreciation of right-of-use assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates and gains/losses on remeasurement of equity interests arising from a change in scope of ownership
Headline operating profit	Operating profit before gains/losses on disposal of investments and subsidiaries, investment and other impairment (reversals)/charges, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York and gains/losses on remeasurement of equity interests arising from a change in scope of ownership

Term used in Annual Report	United States' equivalent or brief description
<b>Headline operating profit margin</b>	Headline operating profit margin is calculated as headline operating profit (defined above) as a percentage of revenue less pass-through costs
<b>Headline PBIT</b>	Profit before finance and investment income/costs and revaluation and retranslation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment and other impairment (reversals)/charges, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates and gains/losses on remeasurement of equity interests arising from a change in scope of ownership
<b>Headline PBT</b>	Profit before taxation, gains/losses on disposal of investments and subsidiaries, investment and other impairment (reversals)/charges, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates, gains/losses arising from the revaluation and retranslation of financial instruments and gains/losses on remeasurement of equity interests arising from a change in scope of ownership
<b>Headline tax charge</b>	Taxation excluding tax/deferred tax relating to gains/losses on disposal of investments and subsidiaries, investment and other impairment (reversals)/charges, goodwill impairment and other goodwill write-downs, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, and the deferred tax impact of the amortisation of acquired intangible assets and other goodwill items
<b>IFRS/IAS</b>	International Financial Reporting Standards/International Accounting Standards
<b>LIBOR</b>	The London inter-bank offered rate
<b>Net Promoter Score (NPS)</b>	A metric used to assess overall customer satisfaction and how likely customers are to recommend a company to a peer or colleague
<b>Net working capital</b>	The movement in net working capital consists of movements in trade working capital and movements in other working capital and provisions per the analysis of cash flows note
<b>OCI</b>	Consolidated statement of comprehensive income
<b>Pass-through costs</b>	Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media and data collection costs
<b>Pro forma ("like-for-like")</b>	Pro forma comparisons are calculated as follows: current year, constant currency actual results (which include acquisitions from the relevant date of completion) are compared with prior year, constant currency actual results, adjusted to include the results of acquisitions and disposals, the reclassification of certain business to associates in 2021 and the restatement of agency arrangements under IFRS 15 for the commensurate period in the prior year. The Group uses the terms "pro forma" and "like-for-like" interchangeably
<b>Profit</b>	Income
<b>Profit attributable to equity holders of the parent</b>	Net income
<b>Programmatic advertising</b>	Automated buying and selling ad inventory, using software to make data-driven decisions
<b>Revenue less pass-through costs</b>	Revenue less pass-through costs is revenue less media, data collection and other pass-through costs
<b>Sarbanes-Oxley Act or SOX</b>	An Act passed in the United States to protect investors by improving the accuracy and reliability of corporate disclosures made pursuant to the securities laws, and for other purposes
<b>Share capital</b>	Ordinary shares, capital stock or common stock issued and fully paid
<b>Shares in issue</b>	Shares outstanding
<b>Share premium account</b>	Additional paid-in capital or paid-in surplus (not distributable)
<b>UK Corporate Governance Code</b>	The UK Corporate Governance Code published by the Financial Reporting Council dated April 2018
<b>WPP</b>	WPP plc and its subsidiaries

## WHERE TO FIND US

### COMPANY CENTRES

#### WPP NEW YORK

3 World Trade Center  
175 Greenwich Street  
New York NY 10007  
Tel +1 (212) 632 2200

#### WPP LONDON

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18 Upper Ground  
London SE1 9GL  
Tel +44 (0)20 7282 4600

#### WPP ASIA PACIFIC

50 Scotts Road  
Singapore 228242  
Tel +65 6508 5219

### COMPANY INFORMATION

If you would like further general information about WPP, its companies or any of the programmes or initiatives mentioned in this Annual Report, please visit our website, [wpp.com](http://wpp.com), or email: [enquiries@wpp.com](mailto:enquiries@wpp.com)

### CONTACT POINTS

#### INVESTOR RELATIONS

John Rogers  
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Tel +44 (0)20 7282 4600  
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Peregrine Riviere  
Group Investor Relations Director  
Tel +44 (0)20 7282 4600  
[peregrine.riviere@wpp.com](mailto:peregrine.riviere@wpp.com)

#### INVESTOR INFORMATION

Investor relations material and our financial statements are available online at [wpp.com/investors](http://wpp.com/investors)

### CORPORATE COMMUNICATIONS AND MEDIA RELATIONS

Chris Wade  
Chief Communications Officer  
Tel +44 (0)20 7282 4600  
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#### EMEA

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#### SUSTAINABILITY

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### FORWARD-LOOKING STATEMENTS

In connection with the provisions of the U.S. Private Securities Litigation Reform Act of 1995 (the 'Reform Act'), the Company may include forward-looking statements (as defined in the Reform Act) in oral or written public statements issued by or on behalf of the Company. These forward-looking statements may include, among other things, plans, objectives, beliefs, intentions, strategies, projections and anticipated future economic performance based on assumptions and the like that are subject to risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as 'anticipate', 'estimate', 'expect', 'intend', 'will', 'project', 'plan', 'believe', 'target', and other words and similar references to future periods but are not the exclusive means of identifying such statements. As such, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances that are beyond the control of the Company. Actual results or outcomes may differ materially from those discussed or implied in the forward-looking statements. Therefore, you should not rely on such forward-looking statements, which speak only as of the date they are made, as a prediction of actual results or otherwise. Important factors which may cause actual results to differ include but are not limited to: the impact of outbreaks, epidemics or pandemics, such as the Covid-19 pandemic and ongoing challenges and uncertainties posed by the Covid-19 pandemic for businesses and governments around the world; the unanticipated loss of a material client or key personnel; delays or reductions in client advertising budgets; shifts in industry rates of compensation; regulatory compliance costs or litigation; changes in competitive factors in the industries in which we operate and demand for our products and services; our inability to realise the future anticipated benefits of acquisitions; failure to realise our assumptions regarding goodwill and indefinite lived intangible assets; natural disasters

or acts of terrorism; the Company's ability to attract new clients; the economic and geopolitical impact of the Russian invasion of Ukraine; the risk of global economic downturn; technological changes and risks to the security of IT and operational infrastructure, systems, data and information resulting from increased threat of cyber and other attacks; the Company's exposure to changes in the values of other major currencies (because a substantial portion of its revenues are derived and costs incurred outside of the UK); and the overall level of economic activity in the Company's major markets (which varies depending on, among other things, regional, national and international political and economic conditions and government regulations in the world's advertising markets). In addition, you should consider the risks described under the heading Principal risks on pages 93-99, which could also cause actual results to differ from forward-looking information. In light of these and other uncertainties, the forward-looking statements included in this document should not be regarded as a representation by the Company that the Company's plans and objectives will be achieved. Neither the Company, nor any of its directors, officers or employees, provides any representation, assurance or guarantee that the occurrence of any events anticipated, expressed or implied in any forward-looking statements will actually occur. The Company undertakes no obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

### WEBSITE

WPP's website [wpp.com](http://wpp.com) gives additional information on the Group. Notwithstanding the references we make in this Annual Report to WPP's website, none of the information made available on the website constitutes part of this Annual Report or shall be deemed to be incorporated by reference herein.