

WPP PLC ("WPP")

Results of AGM

Following its Annual General Meeting (AGM) held at 2.00pm on Tuesday 24 May 2022, WPP plc (WPP) announces the results of the poll vote for each resolution set out in the Notice of AGM. The full text of the resolutions proposed at the AGM is included in WPP's Notice of AGM published on 31 March 2022, which is available on WPP's website at: www.wpp.com/investors.

Resolutions 1 to 20 were passed as ordinary resolutions and resolutions 21 to 23 were passed as special resolutions.

The following table shows the votes cast on each resolution:

| Resolution | Total Votes For | % | Total Votes Against | % | Total Votes Cast | Votes Withheld |
|---|-----------------|-------|---------------------|------|------------------|----------------|
| 1 Ordinary Resolution to receive the 2021 Annual Report and Accounts | 896,362,753 | 99.93 | 646,184 | 0.07 | 897,008,937 | 4,196,198 |
| 2 Ordinary Resolution to declare a final dividend | 900,742,472 | 99.95 | 433,013 | 0.05 | 901,175,485 | 29,650 |
| 3 Ordinary Resolution to approve the Compensation Committee report | 841,723,026 | 93.41 | 59,344,966 | 6.59 | 901,067,992 | 137,143 |
| 4 Ordinary Resolution to elect Simon Dingemans as a Director | 847,247,357 | 94.11 | 52,990,712 | 5.89 | 900,238,069 | 967,066 |
| 5 Ordinary Resolution to re-elect Angela Ahrendts DBE as a Director | 888,048,014 | 98.55 | 13,051,790 | 1.45 | 901,099,804 | 105,330 |
| 6 Ordinary Resolution to re-elect Sandrine Dufour as a Director | 899,998,242 | 99.88 | 1,095,207 | 0.12 | 901,093,449 | 111,686 |
| 7 Ordinary Resolution to re-elect Tarek Farahat as a Director | 898,638,952 | 99.73 | 2,454,784 | 0.27 | 901,093,736 | 111,398 |
| 8 Ordinary Resolution to re-elect Tom Ilube CBE as a Director | 887,335,147 | 98.47 | 13,759,466 | 1.53 | 901,094,613 | 110,521 |
| 9 Ordinary Resolution to re-elect Roberto Quarta as a Director | 875,457,434 | 97.16 | 25,634,598 | 2.84 | 901,092,032 | 113,102 |

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|---|-------------|-------|-------------|-------|-------------|------------|
| 10 Ordinary Resolution to re-elect Mark Read as a Director | 896,625,043 | 99.50 | 4,467,703 | 0.50 | 901,092,746 | 112,389 |
| 11 Ordinary Resolution to re-elect John Rogers as a Director | 899,423,247 | 99.82 | 1,657,666 | 0.18 | 901,080,913 | 124,222 |
| 12 Ordinary Resolution to re-elect Cindy Rose OBE as a Director | 900,196,564 | 99.90 | 902,596 | 0.10 | 901,099,160 | 105,975 |
| 13 Ordinary Resolution to re-elect Nicole Seligman as a Director | 842,069,893 | 93.45 | 59,025,651 | 6.55 | 901,095,544 | 109,590 |
| 14 Ordinary Resolution to re-elect Keith Weed CBE as a Director | 896,629,988 | 99.86 | 1,216,686 | 0.14 | 897,846,674 | 3,358,461 |
| 15 Ordinary Resolution to re-elect Jasmine Whitbread as a Director | 662,809,535 | 73.56 | 238,287,890 | 26.44 | 901,097,425 | 107,710 |
| 16 Ordinary Resolution to re-elect Dr. Ya-Qin Zhang as a Director | 855,504,210 | 94.94 | 45,596,353 | 5.06 | 901,100,563 | 104,572 |
| 17 Ordinary Resolution to re-appoint Deloitte LLP as the auditor of the Company | 882,755,520 | 97.96 | 18,385,799 | 2.04 | 901,141,319 | 59,242 |
| 18 Ordinary Resolution to authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration | 896,240,077 | 99.46 | 4,906,799 | 0.54 | 901,146,876 | 58,259 |
| 19 Ordinary Resolution to authorise the Directors to allot relevant securities | 829,661,839 | 92.08 | 71,374,157 | 7.92 | 901,035,996 | 169,139 |
| 20 Ordinary Resolution to approve the renewal of the WPP plc Executive Performance Share Plan (EPSP) as amended | 876,269,266 | 98.34 | 14,795,652 | 1.66 | 891,064,918 | 10,140,217 |
| 21 Special Resolution to authorise the Company to purchase its own shares | 896,877,812 | 99.58 | 3,806,878 | 0.42 | 900,684,690 | 520,445 |
| 22 Special Resolution to authorise the Directors to allot equity securities wholly for cash | 848,198,279 | 94.29 | 51,384,848 | 5.71 | 899,583,127 | 1,622,008 |

| | | | | | | |
|--|-------------|-------|------------|------|-------------|-----------|
| 23 Special Resolution to authorise the disapplication of pre-emption rights | 835,252,211 | 92.86 | 64,262,364 | 7.14 | 899,514,575 | 1,680,569 |
|--|-------------|-------|------------|------|-------------|-----------|

Resolution 15 – Re-election of Jasmine Whitbread

The Company was pleased that Resolution 15 relating to Jasmine Whitbread’s re-election to the Board was supported but notes that a significant minority were not able to support her re-election at this time due to concerns about the number of other directorships of listed companies held by Jasmine, and the potential impact on her time commitment to WPP. The Board believes that Jasmine continues to devote sufficient time to discharge her duties. However, the Board takes seriously the results of the AGM and will continue to engage with shareholders to understand and respond to their views on the matter.

Notes:

- (1) The “for” votes include those giving the Chairman discretion.
- (2) Total votes “for” and “against” are expressed as a percentage of the total votes cast.
- (3) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes “for” or “against” a resolution.
- (4) Issued Share Capital (excluding Treasury Shares): 1,098,813,213 ordinary shares.

The above poll results will shortly be available on WPP’s website at www.wpp.com/investors. In accordance with Listing Rule 9.6.2 a copy of the resolutions, other than those concerning ordinary business of the Company, will be submitted to the FCA and will in due course be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Balbir Kelly-Bisla
Company Secretary

Further information

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About WPP

WPP is the creative transformation company. We use the power of creativity to build better futures for our people, planet, clients and communities. For more information, visit www.wpp.com.

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