

## **WPP Announces Pricing of Private Cash Offering and Terms of Private Exchange Offer for Outstanding Debt Securities**

November 2, 2011

WPP plc (NYSE: WPPGY) ("WPP") announces the pricing of a private cash offering (the "Private Cash Offering") by its subsidiary WPP Finance 2010 of \$500 million of 4.750% senior notes due 2021 (the "New Notes") that are jointly and severally guaranteed (the "Guarantees") on a senior unsecured basis by WPP and its subsidiaries WPP Air 1 Limited, WPP 2008 Limited and WPP 2005 Limited (together, the "Guarantors"). The cash offering is scheduled to close on November 21, 2011.

WPP also announces the terms and conditions of a private offer to exchange (the "Private Exchange Offer") a portion of the existing 5.875% senior unsecured notes due 2014 (the "Old Notes"), issued by its subsidiary WPP Finance (UK), which Old Notes are guaranteed by WPP plc and/or certain of its subsidiaries, for up to \$450 million aggregate principal amount of the New Notes. It is expected that the New Notes (and Guarantees) will comprise part of the same series as, and will be fungible for U.S. federal income tax purposes with, the New Notes (and Guarantees) sold in the Private Cash Offering. The Private Exchange Offer is being made upon the terms and subject to the conditions set forth in the confidential offering memorandum dated November 2, 2011, which is available exclusively to Eligible Investors (as defined below).

The following is a brief summary of certain terms of the Private Exchange Offer:

- **Expiration date:** Midnight, New York City time, on December 1, 2011, unless extended.
- **Maximum exchange amount:** \$450,000,000.
- **Early participation date:** 5:00 p.m., New York City time, on November 16, 2011, unless extended.
- **Withdrawal deadline:** 5:00 p.m., New York City time, on November 16, 2011, unless extended.
- **Acceptance of Old Notes validly tendered and not withdrawn:** Old Notes must be tendered in integral multiples of \$1,000 of principal amount. Old Notes validly tendered and not validly withdrawn will be accepted such that the aggregate principal amount of Old Notes accepted in the exchange offer for New Notes does not exceed the maximum exchange amount, and if the Private Exchange Offer is oversubscribed, then upon the terms and subject to the conditions of the Private Exchange Offer, Old Notes will be exchanged on a pro rata basis. As of November 2, 2011, the aggregate principal amount of Old Notes outstanding was \$650,000,000.
- **Total consideration and early participation payment:** Holders whose Old Notes are tendered prior to the early participation date and are accepted for exchange will receive for each \$1,000 principal amount of their Old Notes tendered and accepted for exchange: a principal amount of New Notes equal to \$1,000 multiplied by the applicable total exchange ratio for such Old Notes (which equals the Old Note price divided by the New Note price as determined on the Price Determination Date (as defined below)). We refer to this principal amount of New Notes as offered for the Old Notes as the "total consideration". The total consideration for the Old Notes includes an early participation payment of \$30 principal amount of New Notes per \$1,000 principal amount of Old Notes.
- **Exchange consideration for tenders after the early participation date:** Holders whose Old Notes tendered after the early participation date but prior to the expiration date and are accepted for exchange, will receive for each \$1,000 principal amount of their Old Notes tendered and accepted for exchange: a principal amount of New Notes equal to the total consideration for such Old Notes less the early participation payment of \$30 principal amount of New Notes per \$1,000 principal amount of Old Notes.

- **Determination of the Total Exchange Ratio:**

- The total exchange ratio for the Old Notes will equal the Old Note price divided by the New Note price, as described below.
- The Old Note price for the Old Notes and the New Note price (each calculated at 2:00 p.m., New York City time, November 14, 2011 (such date and time, the "Price Determination Date")) is equal to the discounted value on the settlement date of the remaining payments of principal and interest per \$1,000 principal amount of such Old Notes or New Notes, as the case may be, through the maturity date of such notes, using a yield equal to the sum of: (i) the bid-side yield on the applicable Reference U.S. Treasury Security listed below, plus (ii) the fixed spread listed below. The yield to maturity on the applicable Reference U.S. Treasury Security (calculated by the lead dealer managers in accordance with standard market practice) will be based on the bid-side price, as indicated on the specified page of the Bloomberg Screen (or any recognized quotation source selected by the lead dealer managers in their sole discretion if the Bloomberg Government Pricing Monitor is not available or is manifestly erroneous) at 2:00 p.m., New York City time, on the Price Determination Date.

<u>Security</u>	<u>Outstanding Principal Amount</u>	<u>Maturity Date</u>	<u>Reference U.S. Treasury Security</u>	<u>Bloomberg Page</u>	<u>Fixed Spread (in basis points)</u>	<u>Early Participation Payment (Principal Amount of New Notes)</u>
<i>Old Notes:</i>						
5.875% Notes	\$650,000,000	June 15, 2014	0.500% due October 15, 2014	FIT	130	\$30
<i>New Notes:</i>						
4.750% notes	N/A	November 21, 2021	2.125% due August 15, 2021	FIT	280	N/A

- **Accrued and unpaid interest:** Holders whose Old Notes are accepted for exchange will receive a cash payment representing accrued and unpaid interest to, but not including, the settlement date, less the amount equal to accrued and unpaid interest on the New Notes issued to such holders on the settlement date (as the New Notes issued in the Private Exchange Offer will be issued with accrued interest from the date of the closing of the Private Cash Offering).
- **Minimum tender denominations and fractions:** Old Notes must be tendered in integral multiples of \$1,000 of principal amount. New Notes will be issued in minimum denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. We will not accept any Old Note that would result in the issuance of less than \$1,000 principal amount of New Notes to a tendering holder. If, under the terms of the Private Exchange Offer, a tendering holder would be entitled to receive New Notes in a principal amount that is not an integral multiple of \$1,000, we will round downward such principal amount of New Notes to the nearest integral multiple of \$1,000 in excess thereof. This rounded amount will be the principal amount of New Notes you will receive. We will pay to such tendering holder an amount in cash (rounded to the nearest \$0.01 with half a cent being rounded upwards) on the settlement date for any fractional portion of New Notes that such holder would otherwise be entitled to receive as a result of the application of the total exchange ratio that is not an integral multiple of \$1,000.
- **New Notes:** Any New Notes issued in the Private Exchange Offer will comprise part of the same series as, and will be fungible for U.S. federal income tax purposes with, the \$500,000,000 aggregate principal amount of New Notes that WPP Finance 2010 agreed today to sell in the Private Cash Offering. The New Notes will be senior, unsecured obligations of WPP Finance 2010, will mature on November 21, 2021 and will bear interest at a rate of 4.750% per annum, payable semiannually. Payments of principal, premium, if any, interest and additional amounts, if any, due under the New Notes will be jointly and severally guaranteed on a senior unsecured basis by the Guarantors.
- **Settlement date for Private Exchange Offer:** Upon the terms and subject to the conditions of the Private Exchange Offer, the settlement date will be promptly after the expiration date and is expected to be the first business day after the expiration date for the Private Exchange Offer.

- **Conditions to the Private Exchange Offer:** Consummation of the Private Exchange Offer is conditioned upon the satisfaction or, where permitted, waiver of the conditions described in the confidential offering memorandum for the Private Exchange Offer, including the condition, that may not be waived, that the Private Cash Offering, which is scheduled to close on November 21, 2011, has been completed and \$500 million aggregate principal amount of New Notes has been issued pursuant thereto and that the New Notes in the Private Exchange Offer will comprise part of the same series as, and will be fungible for U.S. federal income tax purposes with, the New Notes (and Guarantees) sold in the Private Cash Offering.

The New Notes and Guarantees offered in the Private Cash Offering and in the Private Exchange Offer have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any other applicable securities laws. Unless so registered, such New Notes and Guarantees may not be offered, sold, pledged or otherwise transferred within the United States or to or for the account or benefit of any U.S. person, except pursuant to an exemption from the registration requirements of the Securities Act. Accordingly, the New Notes and Guarantees are being offered in the Private Exchange Offer only (i) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) and (ii) outside the United States, to persons who are not U.S. persons (as defined in Regulation S under the Securities Act) and who are non-U.S. qualified offerees, as defined in the related offering memorandums.

The complete terms and conditions of the Private Exchange Offer are set forth in the confidential offering memorandum for the Private Exchange Offer. Documents relating to the Private Exchange Offer will only be distributed to noteholders who complete and return a letter of eligibility confirming that they are Eligible Investors for the purposes of the Private Exchange Offer. Noteholders who desire a copy of the eligibility letter should contact MacKenzie Partners, Inc., the information agent for the Private Exchange Offer, at +1 800 322-2885 (U.S. toll-free) or +1-212-929-5500 (outside the U.S.).

#### **Disclaimer**

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities in the United States or elsewhere. The New Notes and Guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. The Private Cash Offering and the Private Exchange Offer are made only by, and pursuant to, the terms set forth in the related offering memorandums. Neither the Private Cash Offering nor the Private Exchange Offer are being made to persons in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.