

## WPP Announces Pricing of Private Exchange Offer

November 14, 2011

WPP plc (NYSE: WPPGY) ("WPP") announces the pricing of its previously announced 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 certain of WPP plc's subsidiaries, for up to \$450 million aggregate principal amount of 4.75% senior notes due 2021 issued by WPP Finance 2010 ("New Notes"), which New Notes will be guaranteed by WPP plc and certain of its subsidiaries. The Private Exchange Offer is being made upon the terms and subject to the conditions set forth in the confidential offer memorandum dated November 2, 2011 (the "Offering Memorandum"), which is available exclusively to Eligible Investors (as defined in the Offering Memorandum).

Pursuant to the terms of the Private Exchange Offer, the Lead Dealer Managers (as defined in the Offering Memorandum) have determined the total exchange ratio, total consideration and exchange consideration, using a yield equal to the sum of: (i) the bid-side yield on the applicable Reference U.S. Treasury Securities listed below, plus (ii) the fixed spread listed below. The yield to maturity of the applicable U.S. Treasury Security is based on the bid-side price as indicated on the specified page of the Bloomberg Screen at 2:00 p.m., New York City time, November 14, 2011. On the basis of such determinations, the total consideration (the "Total Consideration") per \$1,000 principal amount of Old Notes tendered prior to 5:00 p.m., New York City time, on November 16, 2011 (the "Early Participation Date") accepted for exchange is \$1,110.46 principal amount of New Notes. Holders whose Old Notes are tendered after the Early Participation Date and prior to midnight, New York City time, on December 1, 2011 (the "Expiration Date") and whose Old Notes are accepted for exchange will receive the exchange consideration for each \$1,000 principal amount of Old Notes accepted for exchange equal to \$1,080.46 principal amount of New Notes, representing the Total Consideration less an early participation payment of \$30 principal amount of New Notes per each \$1,000 principal amount of Old Notes accepted for exchange. The table below sets forth certain information used in the determination of the total consideration and the exchange consideration.

| <b>Security</b> | <b>Maturity Date</b> | <b>Reference U.S. Treasury Security</b> | <b>Reference U.S. Treasury Security Yield as of 2:00 p.m. on November 14, 2011</b> | <b>Fixed Spread (in basis points)</b> | <b>Early Participation Payment (included in total exchange ratio)</b> |
|-----------------|----------------------|---|--|---------------------------------------|---|
| Old Notes       | June 15, 2014        | 0.500% due Oct. 15, 2014                | 0.373%   | 130                                   | \$30 principal amount of New Notes                                    |
| New Notes       | Nov. 21, 2021        | 2.125% due Aug. 15, 2021                | 2.025%   | 280                                   | N/A   |

|                             |            |
|-----------------------------|------------|
| Old Note yield: .....       | 1.673%     |
| Old Note price: .....       | \$1,103.91 |
| New Note yield: .....       | 4.825%     |
| New Note price: .....       | \$994.10   |
| Total exchange ratio: ..... | 1.110462   |

Holders whose Old Notes are accepted for exchange will also 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. Interest on the New Notes will accrue from November 21, 2011.

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 million aggregate principal amount of New Notes that WPP Finance 2010 agreed to sell on November 2, 2011 in a private cash offering (the "Private Cash Offering").

Consummation of the Private Exchange Offer is conditioned upon the satisfaction or, where permitted, waiver of the conditions described in the Offering Memorandum, 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 related guarantees) sold in the Private Cash Offering.

The New Notes and Guarantees offered 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 Offering Memorandum.

The complete terms and conditions of the Private Exchange Offer are set forth in the 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.