



**WPP plc**  
**Sustainability Committee**  
**Terms of Reference**

Approved by the WPP plc Board on 17 March 2021.

The Board has established a Committee of the Board known as the Sustainability Committee (the "Committee").

The Committee's purpose is to assist the Board in its oversight of corporate responsibility, sustainability and reputation matters taking into account the Group's purpose, strategy and culture.

**Membership**

1. The Committee shall consist of a minimum of 3 members. A majority of the members of the Committee should be independent non-executive directors. The members of the Committee shall be appointed by the Board in consultation with the Chair of the Committee. The Chairman of the Board may be a committee member.
2. The Chair of the Committee shall be appointed by the Board and should be an independent non-executive director.
3. The Company Secretary or his/her nominee shall be the Secretary to the Committee.

**Attendance**

4. The Chair 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.
5. Only members of the Committee have the right to attend committee meetings. However, other individuals such as the Chief Executive Officer, Chief Financial Officer, Director of Sustainability and other executives and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

**Authority**

6. 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.
7. 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.

**Meetings and Quorum**

8. The Committee shall meet at least four times a year and otherwise as frequently as is required in the performance of its duties.
9. The timing and agenda of meetings is the responsibility of the Committee chairman, subject whenever practicable to the expressed wishes of Committee members.

10. 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.
11. A quorum shall be two members, which must include at least one independent non-executive member.

### **Duties**

12. Review and recommend changes as appropriate to the Company's Sustainability strategy and policy taking into account the Company's strategy, purpose and culture, and ensuring standards of business behaviour are up to date and reflect the best practices of business in this area.
13. Ensure the required actions to effect this strategy are appropriately resourced by management.
14. 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.
15. Monitor and review changes in the Company's reputation and its stakeholders' expectations on sustainability, and ensure the Board is kept appropriately informed.
16. Bring best practice thinking and ongoing awareness of global developments in sustainability.

### **Reporting**

17. The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
18. Review and approve statements and reports to be published by the Company on sustainability, including policy statements on environmental and social matters, the Committee report on its activities and sustainability content in the Annual Report and the annual Sustainability Report.

### **Operation of the Committee**

19. Consider any other matters referred to the Committee by the Board.
20. Review annually these Terms, requesting Board approval for any proposed changes, and at appropriate intervals evaluate its own performance against these Terms and best practice. These Terms of Reference shall be made available on the Company's website.
21. Where there is a perceived overlap in the responsibilities between the Committee, and the Board or another Committee of the Board, the respective chairs shall have the discretion to agree the most appropriate meeting to fulfil any obligation. Any obligation under the terms of reference of any committee will be deemed by the Board to have been fulfilled, provided it is dealt with by any other committee.