ADDITIONAL INFORMATION

TASKFORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES STATEMENT

We support the Taskforce on Climate-related Financial Disclosures and aim to develop our disclosures in line with its recommendations. This voluntary framework seeks to encourage businesses to disclose climate-related risks and opportunities and is structured around four themes: governance, strategy, risk management, and metrics and targets. Our disclosure, across these four themes, is set out below.

WPP's overall approach to risk management and a summary of our principal risks can be found on pages 80-91 of our Annual Report. Our CDP response provides further disclosures on our approach to climate change and is available at https://www.cdp.net/en.

GOVERNANCE

Our CEO has overall responsibility for climate-related risks and opportunities. At Board level, we established a Sustainability Committee in 2019. The Committee includes three Non-Executive Directors and is attended as requested by our Chief Executive, Group Chief Counsel and Head of Sustainability, Global Sustainability Director and other executives. The Committee meets at least four times a year and its remit includes reviewing our sustainability strategy and evaluating our performance against targets and commitments. As our 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.

In 2019, we also established an Executive Committee working group on sustainability to guide our strategy and oversee our approach across agencies. This group includes WPP's Chief Financial Officer, Chief Marketing and Growth Officer, Group Chief Counsel and Head of Sustainability, and two agency CEOs. The wider Executive Committee includes the leaders of WPP's largest agencies and Group Functional leaders. To support the broadening of their remit, senior leaders will receive climate crisis training. This will outline the risks and opportunities that climate change poses to WPP and its largest clients, while enabling our leaders to take progressive measures to mitigate climate risk in their operations and maximise commercial opportunities.

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. Assessment of risk is informed by feedback from investors, clients and our people. Our overall risk management process is outlined on pages 80-91. Following a review of risk management in 2018, Risk Committees were established in our operating companies in 2019 with the aim of ensuring accountability at the network level to monitor risk and compliance. In 2020, the Risk Committees will conduct a review of network-level climate risk and opportunity.

The Sustainability Committee reviews WPP's climate-related risks and opportunities on an annual basis. This analysis of risk 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 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. In 2020, we will conduct a qualitative scenario analysis against a pathway limiting warming to 2° Celsius to inform future assessment.

CLIMATE CHANGE AND OUR STRATEGY

The nature of the risks and opportunities that we face depends not just on the physical aspects of climate change, but on the trajectory our clients take in adapting their business models, regulations in the markets we operate in, and our ability to understand and shape a culture of climate action. Our response to our principal climate risks and opportunities involves a range of WPP Group functions and responses by our companies.

KEY

● Risk

○ Opportunity

PRINCIPAL 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 9% of our headcount are 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 further explore the exposure of our assets to the physical impacts of climate change using the IPCC's RCPs utilising a 2° Celsius scenario analysis. Further details on our Campus strategy are outlined on page 40.
TRANSITION RISKS AND OPPORTUNITIES		
Increased demand for sustainable products and services from consumers and clients ○	One in five of our top 50 clients has made a carbon neutral commitment. Consumers increasingly seek sustainable brands. Climate strikes, other mass movements and devastating climate-related natural disasters are fuelling demands for immediate and ambitious action from businesses and governments.	WPP's agencies continue to develop products and services which enable our clients to adopt leadership positions on climate change and exceed the expectations of consumers. To ensure our leaders are confident in communicating on climate change we will be running climate crisis training in 2020. Sustainability will also be integrated into our global How We Behave training in 2020 and will be delivered to all new employees. Further details of our climate-related client work can be found in our Sustainability Report.
Increased reputational risk associated with working on environmentally detrimental client briefs ●	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. Additionally, WPP serves some clients whose business models are under increased scrutiny. 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.	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. 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
Achieving resource efficiencies through cutting our carbon footprint and improving energy efficiency ○	We continue in our long-standing commitment to tackling our own carbon footprint. This has created a significant resource and cost efficiency opportunity for WPP as we achieve greater energy efficiency across our offices.	Through our Campus strategy, all buildings with a floor space exceeding 50,000 square feet will be certified to advanced sustainability standards including LEED and BREEAM. We estimate that this reduces energy consumption by 21% per location. By the end of 2020 over 25% of our floorspace should be certified.

MONITORING OUR PROGRESS

We have been reporting on a range of climate change indicators since 2006 and have an ambitious Scope 1 and 2 carbon reduction target, in line with climate science. We have set a new goal to be carbon neutral across our Campuses by 2025. A summary is provided on page 72 with further information in our Sustainability Report. We have also set a new target to source 100% of our electricity from renewable sources by 2025, and to improve energy efficiency. We met our 2020 target to certify 25% of our floorspace to advanced sustainability standards by the end of 2020 a year early, in 2019. Our most material climate-related opportunities relate to our client work. Examples of work relating to climate change are included in our downloadable Sustainability Report 2019: wpp.com/sustainability.

OTHER STATUTORY INFORMATION

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020, the Company is aware of the following interests of 3% or more in the issued ordinary share capital:

MFS	3.96%
Harris Associates LP	5.88%
BlackRock Inc	7.60%

The disclosed interests refer to the respective combined holdings of the entity and to interests associated with it.

The Company has not been notified of any other holdings of ordinary share capital of 3% or more.

PROFITS AND DIVIDENDS

The profit before tax of continuing operations for the year was £982.1 million (2018: £1,257.6 million). Given the significant uncertainty over the coming months, we are taking prudent action now to maintain our liquidity and ensure that we emerge from this global crisis strong, secure, and ready to meet the continuing needs of our clients, shareholders and other stakeholders. Therefore, the Board is suspending the 2019 final dividend of 37.30p per share, which was due to be proposed at the 2020 AGM. The interim ordinary dividend of 22.70p per share was paid on 4 November 2019.

In 2018, the Directors declared a final dividend of 37.30p per share which, together with the interim ordinary dividend of 22.70p makes a total of 60.00p for the year.

CHANGE OF CONTROL

All of our bonds contain provisions which are triggered on a change of control of the Company. The holders of such bonds have the right to repayment at par except for holders of our US$ bonds. The holders of our US$ bonds have the right to redeem the bonds at 101% of par, if the Company is non-investment grade at the time of the change of control or becomes non-investment grade within 120 days of the announcement of the change of control.

In addition, the Group has a Revolving Credit Facility in the amount of $2,500 million due March 2024, the terms of which require the consent of the majority of the lenders if a proposed merger or consolidation of the Company would alter its legal personality or identity. On 14 February 2020, the lending banks approved an extension of the term of the Revolving Credit Facility to 15 March 2025.

In general terms, awards granted under WPP's incentive plans will usually vest on a change of control, albeit on a prorated basis. Where awards are subject to performance conditions, those conditions will still need to be met, also on a prorated basis. Certain incentive plans allow the Compensation Committee to require outstanding awards to be exchanged for equivalent awards in the acquiring company.

ARTICLES OF ASSOCIATION

There are no restrictions on amending the Articles of Association of the Company other than the requirement to pass a special resolution of the shareholders.

SHARE CAPITAL

The Company's authorised share capital consists solely of 1,750,000,000 ordinary 10 pence shares. The Company operates an American Depositary Receipt programme. 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 12 June 2019, shareholders passed resolutions authorising the Company, in accordance with its Articles of Association, to allot shares up to a maximum nominal amount of £42,020,728 of which £6,309,418 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 28 of the financial statements on pages 177-179.

AUTHORITY FOR PURCHASE OF OWN SHARES

At the AGM on 12 June 2019, shareholders passed a special resolution authorising the Company, in accordance with its Articles of Association, to purchase up to 126,188,373 of its own shares in the market. In the year under review, 4,586,039 ordinary shares were purchased.

LISTING RULES – COMPLIANCE WITH LR 9.8.4R

Section	Applicable sub-paragraph within LR 9.8.4R	Location
2	Publication of unaudited financial information	Immediately below
4	Details of long-term incentive schemes	Directors' Remuneration report, pages 129 and 130

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.

PUBLICATION OF UNAUDITED FINANCIAL INFORMATION

In the Circular to Shareholders for the Proposed Transaction in respect of the Kantar Business dated 7 October 2019, the Company reiterated the following guidance that it had previously provided in respect of the financial targets for the Company for the year ending 31 December 2019:

(a) "Like-for-like revenue less pass-through costs down 1.5% to 2.0%"; and

(b) "Headline operating margin to revenue less pass-through costs down around 1.0 margin point on a constant currency basis (excluding the impact of IFRS 16 Leases)", (together, the "Profit Forecast").

The above statements represented a profit forecast under the Listing Rules. The Profit Forecast was compiled based on the existing WPP Group at that time, and as such included both the year to date performance and projected performance of Kantar for the year ending 31 December 2019. On this basis, like-for-like revenue less pass-through costs were down 1.2% and headline operating margin to revenue less pass-through costs was down 0.9 margin points for the year-ended 31 December 2019. This results in the implied profit being within 10% of the profit forecast.

EMISSIONS

CO_2e EMISSIONS BREAKDOWN (TONNES OF CO_2e)

Emissions source		2019	2018	2017 (target base year)	2016	2015
Continuing operations						
Scope 1	Stationary fuel combustion	**6,841**	7,309	5,997	6,109	5,649
	Total scope 1	**6,841**	7,309	5,997	6,109	5,649
Scope 2	Scope 2 emissions from standard electricity (location based)	**51,434**	66,848	96,265	103,071	97,705
	Scope 2 emissions from green and renewable electricity (location based)	**27,324**	26,370	11,604	14,425	21,723
	Scope 2 emissions from heat and steam (location based)	**1,820**	1,925	1,596	1,499	n/a
	Total scope 2 (location-based)	**80,578**	95,143	109,465	118,995	119,428
	Scope 2 emissions from standard electricity (market based)	**55,763**	71,905	82,996	94,331	97,705
	Scope 2 emissions from green and renewable electricity (market based)	**0**	0	0	0	0
	Scope 2 emissions from heat and steam (market based)	**1,820**	1,925	1,596	1,499	n/a
	Total scope 2 (market-based)	**57,583**	73,830	84,592	95,830	97,705
Total scope 1 and 2	Total scope 1 and 2 CO_2e emissions (location-based)	**87,419**	102,452	115,462	125,104	125,077
	Total scope 1 and 2 CO_2e emissions (market-based)	**64,424**	81,139	90,589	101,939	103,354
Scope 3	Business air travel	**65,014**	69,425	74,151	75,157	79,328
	Total scope 3	**65,014**	69,425	74,151	75,157	79,328
Discontinued operations						
Total scope 1 and 2	Total scope 1 and 2 CO_2e emissions (location-based)	**19,154**	20,633	25,096	29,594	36,856
	Total scope 1 and 2 CO_2e emissions (market-based)	**17,769**	18,724	19,384	22,818	27,999
Scope 3	Business air travel	**14,635**	16,034	15,367	17,288	19,557
	Total scope 3	**14,635**	16,034	15,367	17,288	19,557
Overall total (Continuing and discontinued operations)						
Total scope 1 and 2	Total scope 1 and 2 CO_2e emissions (location-based)	**106,573**	123,065	140,558	154,698	161,933
	Total scope 1 and 2 CO_2e emissions (market-based)	**82,193**	99,863	109,973	124,757	131,353
Scope 3	Business air travel	**79,649**	85,459	89,518	92,445	98,885
	Total scope 3	**79,649**	85,459	89,518	92,445	98,885

WPP'S CARBON INTENSITY FROM CONTINUING OPERATIONS (TONNES OF CO_2e)

Intensity metric		2019	2018	2017 (target base year)	2016[1]	2015[1]
Total scope 1 and 2	Tonnes per full-time employee (market based)	**0.60**	0.76	0.85	0.94	1.05
	Tonnes per £million revenue (market based)	**4.87**	6.22	6.89	8.38	10.74
Scope 3	Tonnes per full time employee	**0.61**	0.65	0.70	0.70	0.79

Note

[1] Continuing and discontinued operations.

NOTES TO CARBON EMISSIONS STATEMENT 2019

Our carbon emissions statement has been prepared in accordance with the Greenhouse Gas Protocol and aligns with the scope 2 market-based emissions methodology guidance.

Our reporting incorporates carbon dioxide equivalent emissions from building energy use and business air travel. Emissions data is included for all operations for which WPP and its subsidiaries have operational control. Associate Companies are excluded. Due to the sale of the Kantar business our carbon emissions statement separates our results into totals from continuing and discontinued operations. Under discontinued operations we have accounted for full emissions until November 2019 and 10% until end of the year which is in line with our share in the outgoing business. Our continuing operations include all remaining WPP agencies. In line with the guidance on disposals in the Greenhouse Gas Protocol Corporate Accounting Guidelines we have recalculated our 2030 target baseline data to exclude Kantar's operations. This covers 106,000 FTE employees. Associate companies are excluded.

Our carbon data is reviewed by Bureau Veritas, an independent assurance provider. See its Independent Verification Statement on our website wpp.com/sustainability. Additional information on our carbon emissions methodology is included in our Sustainability Report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF FINANCIAL STATEMENTS

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations. The Directors have elected to prepare financial statements for the Group in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) and have also elected to prepare financial statements for the Company in accordance with UK accounting standards. Company law requires the Directors to prepare such financial statements in accordance with the Companies (Jersey) Law 1991.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's "Framework for the Preparation and Presentation of Financial Statements".

In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures, when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding the assets, for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a Directors' report and Directors' Compensation Report.

The Directors are responsible for the maintenance and integrity of the Company website. Jersey legislation and UK regulation governing the preparation and dissemination of financial statements differs from legislation in other jurisdictions.

The Directors confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that he or she ought to have taken, as a Director, in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

In accordance with the principles of the UK Corporate Governance Code, the Board has established arrangements to evaluate whether the information presented in the Annual Report is fair, balanced and understandable; these are described on page 109.

The Board considers the Annual Report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

The letters from the Chairmen of the Sustainability, Nomination and Governance, Audit and Compensation Committees, the statements regarding Directors' responsibilities and statement of going concern set out above and the Directors' remuneration and interests in the share capital of the Company set out on pages 116-136 are included in the Directors' report, which also includes the sections strategic report and corporate governance.

By Order of the Board

Balbir Kelly-Bisla
Company Secretary
29 April 2020

FIVE-YEAR SUMMARY

	Continuing operations			Continuing and discontinued operations	
	2019 £m	2018 £m	2017[1] £m	2016[1,2] £m	2015[2] £m
Income statement					
Continuing operations:					
Billings[3]	**53,059.0**	53,219.7	52,915.4	55,278.0	47,631.9
Revenue	**13,234.1**	13,046.7	13,146.4	14,887.3	12,235.2
Revenue less pass-through costs[3]	**10,846.5**	10,875.7	11,143.9	12,428.6	10,524.3
Operating profit	**1,295.9**	1,237.9	1,577.9	2,063.1	1,632.0
Headline EBITDA[4]	**2,131.4**	1,932.5	2,099.6	2,419.7	2,002.4
Headline operating profit[4]	**1,560.6**	1,651.2	1,793.1	2,095.3	1,705.2
Profit before taxation	**982.1**	1,257.6	1,746.9	1,890.5	1,492.6
Headline PBT[4]	**1,363.0**	1,543.0	1,717.6	1,986.2	1,622.3
Profit for the year	**707.1**	1,001.6	1,663.9	1,501.6	1,245.1

Headline operating profit margin[4]	**14.4%**	15.2%	16.1%	16.9%	16.2%

Balance sheet					
Non-current assets	**15,886.8**	17,924.3	18,506.0	19,125.3	15,373.8
Net current liabilities	**(178.6)**	(666.0)	(357.7)	(1,328.1)	(840.1)
Net assets	**8,443.5**	9,806.6	9,956.1	9,761.7	8,015.8
Net debt	**(1,539.6)**	(4,016.7)	(4,483.1)	(4,130.5)	(3,210.8)
Average net debt	**(4,282.0)**	(4,965.6)	(5,142.7)	(4,340.5)	(3,562.3)

		2019	2018	2017	2016	2015
Our people						
Revenue per employee (£000)		**124.3**	123.0	123.5	112.2	97.9
Revenue less pass-through costs[3] per employee (£000)		**101.8**	102.5	104.7	93.7	84.2
Staff cost per employee (£000)		**66.6**	65.5	66.4	58.7	53.3
Average headcount[5]		**106,498**	106,090	106,414	132,657	124,930
Share information						
Headline[6]	– basic earnings per share from continuing operations	**78.7p**	92.4p	104.2p	114.8p	95.4p
	– diluted earnings per share from continuing operations	**78.1p**	91.4p	103.0p	113.2p	93.6p
Reported	– basic earnings per share from continuing operations	**50.2p**	75.1p	125.2p	109.6p	90.0p
	– diluted earnings per share from continuing operations	**49.8p**	74.3p	123.8p	108.0p	88.4p
Dividends per share[7]		**22.70p**	60.00p	60.00p	56.60p	44.69p
Share price	– high	**1,077.5p**	1,471.0p	1,921.0p	1,850.0p	1,611.0p
	– low	**800.4p**	805.0p	1,253.0p	1,338.0p	1,304.0p
Market capitalisation at year-end (£m)		**13,410.0**	10,682.6	17,029.8	23,260.3	20,236.9

Notes

1 2017 and 2016 figures were restated for the adoption of IFRS 15 Revenue from Contracts with Customers in the 2018 Annual Report & Accounts. No restatement has been made in 2015.

2 2016 and 2015 figures have not been re-presented in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations therefore represent total continuing and discontinued operations.

3 Billings and revenue less pass-through costs are defined on pages 204 and 205.

4 The calculation of 'headline' measures of performance (including headline EBITDA, headline operating profit, headline operating profit margin and headline PBT) is set out in note 32 of the financial statements.

5 2019, 2018 and 2017 average headcount excludes the Kantar disposal group.

6 Headline earnings per share is set out in note 9 of the financial statements.

7 Dividends per share represents the dividends declared in respect of each year. Given the significant uncertainty over the coming months, we are taking prudent action now to maintain our liquidity and ensure that we emerge from this global crisis strong, secure, and ready to meet the continuing needs of our clients, shareholders and other stakeholders. Therefore, the Board is suspending the 2019 final dividend of 37.30p pence per share, which was due to be proposed at the 2020 AGM.

The information on this page is unaudited.

INFORMATION FOR SHAREHOLDERS

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.

ANALYSIS OF SHAREHOLDINGS AT 31 DECEMBER 2019

Issued share capital as at 31 December 2019: 1,328,167,813 ordinary shares (following the buyback of 261,178 shares on 30 December 2019 and 96,280 shares on 31 December 2019).

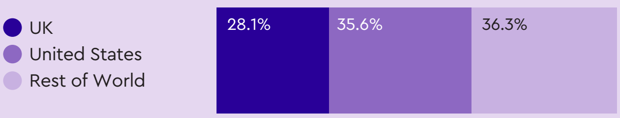
Number of shares held	Number of holders	% owners	Shareholdings	% outstanding[1]
1-100	2,281	19.8%	77,084	0.0%
101-250	1,301	11.3%	229,222	0.0%
251-500	1,291	11.2%	484,449	0.0%
501-1,000	1,121	9.7%	843,859	0.1%
1,001-5,000	1,746	15.1%	4,240,821	0.3%
5,001-10,000	628	5.4%	4,494,479	0.3%
10,001-25,000	766	6.6%	12,574,246	0.9%
25,001-50,000	566	4.9%	20,289,478	1.5%
50,001-100,000	566	4.9%	40,217,924	3.0%
100,001-500,000	845	7.3%	192,999,788	14.5%
500,001-1,000,000	217	1.9%	154,705,258	11.6%
1,000,001-2,000,000	107	0.9%	153,258,189	11.5%
2,000,001-3,000,000	45	0.4%	109,637,849	8.4%
3,000,001-4,000,000	26	0.2%	91,825,225	7.0%
4,000,001 and above	51	0.4%	542,647,400	40.9%
Total	**11,557**	**100.0%**	**1,328,525,271[2]**	**100.0%**

1 All calculations are based on the percentage outstanding on the share register as of 31 December 2019.
2 Total includes 261,178 shares bought back by WPP on 30 December 2019 and 96,280 shares bought back by WPP on 31 December 2019.

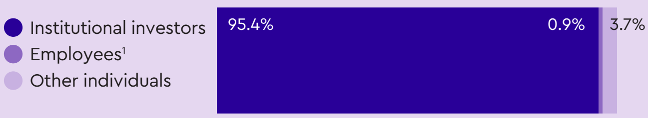
Shareholders by geography	%
UK	28.1
United States	35.6
Rest of World	36.3
Total	**100**

Shareholders by type	%
Institutional investors	95.4
Our people	0.9
Other individuals	3.7
Total	**100**

Shareholders by geography %



Shareholders by type %



1 In addition, as at 31 December 2019, 2.0% of the Company's share capital (excluding treasury shares) is under option to our people.

DIVIDENDS

Ordinary shareholders have received the following dividends in respect of each financial year:

	2019[1]	2018	2017	2016	2015
Interim dividend per ordinary share	**22.70p**	22.70p	22.70p	19.55p	15.91p
Final dividend per ordinary share	**–**	37.30p	37.30p	37.05p	28.78p
Total	**22.70p**	60.00p	60.00p	56.60p	44.69p

1 Given the significant uncertainty over the coming months, we are taking prudent action now to maintain our liquidity and ensure that we emerge from this global crisis strong, secure, and ready to meet the continuing needs of our clients, shareholders and other stakeholders. Therefore, the Board is suspending the 2019 final dividend of 37.30p pence per share, which was due to be proposed at the 2020 AGM.

FINANCIAL CALENDAR
Interim statements for the half-year ending 30 June are issued in August.

Quarterly trading announcements are issued in April and October.

Interim dividends are paid in November.

Preliminary announcements of results for the financial year ending 31 December are issued in the first quarter.

Annual Reports are published in April.

Annual General Meetings are held in London in June.

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

	At 24 April 2020	2019	2018	2017	2016	2015
Ordinary 10p shares	545.0p	1,066.5p	846.6p	1,341.0p	1,816.0p	1,563.0p

Share price information is also available online at **wpp.com/investors/share-price**

ONLINE INFORMATION
WPP's public website, wpp.com, provides current and historical financial information, news releases, trading reports and share price information. Go to **wpp.com/investors**

ACCESS NUMBERS/TICKER SYMBOLS

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

REGISTRAR AND TRANSFER OFFICE
Computershare Investor Services (Jersey) Limited
Queensway House
Hilgrove Street
St Helier
Jersey
JE1 1ES
Enquiry number: 0870 707 1411

AMERICAN DEPOSITARY RECEIPTS (ADRS) OFFICE
Citibank N.A.
PO Box 43077
Providence
RI 02940–3077

Telephone enquiries: within the United States +1 877 248 4237
Telephone enquiries: outside the United States +1 781 575 4555
Email enquiries: citibank@shareholders-online.com

WPP REGISTERED OFFICE
Queensway House
Hilgrove Street
St Helier
Jersey
JE1 1ES

The Company's registered number is 111714.

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. Our reports on Form 20-F are also available from our Investor Relations department in New York.

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 depositary. Dividends on ADRs that are registered with brokers are sent to the brokers, who forward them to ADR holders. WPP's US depositary is Citibank N.A. (address above).

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

	2019[1]	2018	2017	2016	2015
In £ sterling					
Interim	**113.50p**	113.50p	113.50p	97.75p	79.55p
Final	**–**	186.50p	186.50p	185.25p	143.90p
Total	**113.50p**	300.00p	300.00p	283.00p	223.45p
In US dollars[2]					
Interim	**144.88¢**	151.53¢	146.27¢	132.42¢	121.62¢
Final	**–**	249.00¢	240.34¢	250.96¢	219.99¢
Total	**144.88¢**	400.53¢	386.61¢	383.38¢	341.61¢

1 Given the significant uncertainty over the coming months, we are taking prudent action now to maintain our liquidity and ensure that we emerge from this global crisis strong, secure, and ready to meet the continuing needs of our clients, shareholders and other stakeholders. Therefore, the Board is suspending the 2019 final dividend of 37.30p pence per share, which was due to be proposed at the 2020 AGM.

2 These figures have been translated for convenience purposes only, using the approximate average rate for the year of 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 and there will be no entitlement to offset any part of the notional UK taxation credit against any United States' taxation liability. The dividends received will be subject to United States' taxation.

TAX INFORMATION
UK TAXATION
Dividends received from 6 April 2018
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.

Any dividends received over the Dividend Allowance are taxed at a rate of 7.5% on dividend income for individuals in the basic rate band, 32.5% for higher rate tax payers and at 38.1% 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.

FINANCIAL 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 net debt and net debt	Average net debt is calculated as the average daily net borrowings of the Group. 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 debt excludes lease liabilities
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
Called-up share capital	Ordinary shares, issued and fully paid
Constant currency	The Group uses US dollar-based, constant currency models to measure performance. These are calculated by applying budgeted 2019 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
ESOP	Employee share ownership plan
Estimated net new billings	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
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
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
Headline earnings	Headline PBT less headline tax charge and non-controlling interests
Headline EBITDA	Profit before finance income/costs and revaluation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment write-downs, 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, 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 write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, 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
Headline operating profit margin	Headline operating profit margin is calculated as headline operating profit (defined above) as a percentage of revenue less pass-through costs.
Headline PBIT	Profit before finance income/costs and revaluation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, 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 PBT	Profit before taxation, gains/losses on disposal of investments and subsidiaries, investment write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates, gains/losses arising from the revaluation of financial instruments 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
Headline tax charge	Taxation excluding tax/deferred tax relating to gains on disposal of investments and subsidiaries, tax credit relating to gain on sale of freehold property in New York, tax charge relating to litigation settlement, deferred tax impact of the amortisation of acquired intangible assets and other goodwill items, the tax impact of the 2017 United States' tax reform and tax credit relating to restructuring and transformation costs
IFRS/IAS	International Financial Reporting Standard/International Accounting Standard
LIBOR	The London inter-bank offered rate
Net working capital	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
OCI	Consolidated statement of comprehensive income
Pass-through costs	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
Pro forma ("like-for-like")	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 for the commensurate period in the prior year. The Group uses the terms "pro forma" and "like-for-like" interchangeably
Profit	Income
Profit attributable to equity holders of the parent	Net income
Revenue less pass-through costs	Revenue less pass-through costs is revenue less media, data collection and other pass-through costs
Sarbanes-Oxley Act or SOX	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
Share capital	Ordinary shares, capital stock or common stock issued and fully paid
Shares in issue	Shares outstanding
Share premium account	Additional paid-in capital or paid-in surplus (not distributable)
UK Corporate Governance Code	The UK Corporate Governance Code published by the Financial Reporting Council dated April 2016

FORWARD-LOOKING STATEMENT

In connection with the provisions of the 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, projections and anticipated future economic performance based on assumptions and the like that are subject to risks and uncertainties. As such, actual results or outcomes may differ materially from those discussed in the forward-looking statements. Important factors which may cause actual results to differ include but are not limited to: 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, natural disasters or acts of terrorism, 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 85-91, 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. 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.

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
Sea Containers
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, or email: enquiries@wpp.com

BUSINESS DEVELOPMENT
For more about WPP companies' professional services, please contact:
Jason Day
jason.day@wpp.com

CONTACT POINTS

INVESTOR RELATIONS
John Rogers
Chief Financial Officer Designate
Tel +44 (0)20 7282 4600
john.rogers@wpp.com

Peregrine Riviere
Group Investor Relations Director
London
Tel +44 (0)20 7282 4600
peregrine.riviere@wpp.com

Fran Butera
Investor Relations Director
New York
Tel +1 (212) 632 2235
fran.butera@wpp.com

INVESTOR INFORMATION
Investor relations material and our financial statements are available online at **wpp.com/investors**

CORPORATE COMMUNICATIONS AND MEDIA RELATIONS
Chris Wade
Chief Communications Officer
Tel +44 (0)20 7282 4600
chris.wade@wpp.com

EMEA
Niken Wresniwiro
Tel +44 (0)20 7282 4600
niken.wresniwiro@wpp.com

NORTH AMERICA
Kevin McCormack
Tel +1 (212) 632 2200
kevin.mccormack@wpp.com

ASIA PACIFIC
Juliana Yeh
Tel +852 2280 3790
juliana.yeh@wpp.com

SUSTAINABILITY
Andrea Harris
Tel +44 (0)20 7282 4600
andrea.harris@wpp.com

Written by WPP
Designed and produced by Superunion, London
superunion.com

This product is made of material from well-managed, FSC®-certified forests and other controlled sources. Printed in the UK by Pureprint Group. A CarbonNeutral® company, certificated to Environmental Management System ISO14001 and holders of FSC® chain of custody certification.

FSC www.fsc.org MIX Paper from responsible sources FSC® C022913