



**NOTICE OF ANNUAL
GENERAL MEETING 2021**

Sea Containers House,
18 Upper Ground, London SE1 9GL
at 12.00pm on Wednesday 9 June 2021

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, please consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser who is duly authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all of your WPP plc ordinary shares, please forward this document, together with any accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WHO WE ARE

**WPP IS A CREATIVE
TRANSFORMATION
COMPANY. WE
USE THE POWER
OF CREATIVITY
TO BUILD BETTER
FUTURES FOR OUR
PEOPLE, PLANET,
CLIENTS AND
COMMUNITIES.**

CHAIRMAN'S INTRODUCTION



DEAR SHAREHOLDER

I am pleased to enclose the Notice of Meeting for the 2021 Annual General Meeting (AGM or Meeting) of WPP plc (WPP or the Company) which will be held at 12.00pm on Wednesday 9 June 2021.

The formal notice convening the AGM, which follows this letter on pages 4 to 6 of this document, sets out the business to be conducted at the AGM.

ATTENDANCE IN LIGHT OF COVID-19

The Company has been closely monitoring public health guidance and legislation issued by the UK Government relating to the Covid-19 pandemic. We have prepared for this AGM based on the anticipated status of the UK Government's Roadmap out of Lockdown at the date of the Meeting, at which time some restrictions are likely to remain in place in relation to public gatherings.

We appreciate the AGM is an important event in the calendar for our shareholders and to ensure engagement in these circumstances, it is our intention to live stream the Meeting using Intrado's online meeting platform. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Therefore, while we expect attendance in person to be possible, we strongly encourage and request that shareholders follow the business of the

AGM using Intradco's online meeting platform. Further details on how you can join us virtually and ask questions are set out on pages 21 and 22 of this Notice.

The safety and security of our shareholders, staff and those involved in running the Meeting continues to be of paramount importance. As such, any shareholders who attempt to attend the Meeting in person may be refused entry as we are unfortunately unable to guarantee that arrangements will be Covid-secure and legal limits on the number of people able to gather may apply.

Notwithstanding, Covid-secure measures will apply at the place of the Meeting including but not limited to: guests not being permitted entrance to the Meeting; no circulation of shareholders or directors before or after the Meeting; and refreshments not being served before or after the Meeting.

The Covid-19 situation is constantly evolving and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings. The Company will continue to monitor public health guidance and legislation issued by the UK Government. Should it become appropriate to revise the current arrangements for the AGM, we will communicate any such changes to shareholders in advance through our website at wpp.com/investors and, where appropriate, by announcement via a Regulatory News Service.

We are proposing to adopt new articles of association to allow us more flexibility to hold 'hybrid' and 'satellite' meetings going forward. These are essentially meetings which allow shareholders to attend and participate, by electronic means or otherwise, notwithstanding the fact they are unable to attend a meeting in person. I would stress, however, that it is our intention always to allow shareholders to attend in person should they wish, and new articles of association, if approved, would still require us to hold a physical meeting. By changing our current articles of association

(Articles of Association or the Articles) we will be providing access to shareholders who are unable to join in person and we see this as a positive step in terms of transparency and engagement.

HOW TO VOTE

Your voting participation is important to us. In light of continuing uncertainty arising from the Covid-19 pandemic, I would strongly encourage you please to vote by proxy on the resolutions set out on pages 4 to 6 of this document. Details of how to do this can be found on pages 19 and 20 of this document.

As explained above, we strongly encourage and request that you follow the business of the AGM using Intradco's online meeting platform. Accordingly, to ensure that all proxy votes are counted and exercised at the AGM, we would urge shareholders to appoint the Chair of the Meeting as their proxy in advance of the Meeting rather than a named person as their proxy. This will ensure that your appointed proxy is permitted to attend and cast votes on the business of the AGM on your behalf. If you appoint any other individual as a proxy, that individual may be refused admission to the AGM and consequently your voting instructions may not be taken into account at the Meeting.

Details on how to submit your proxy vote by post, online or through CREST are set out on page 20 of this document.

All of the resolutions at the AGM will be taken on a poll vote. The results of the AGM will be notified to the London Stock Exchange and posted on our website (wpp.com/investors) as soon as possible after the AGM, along with details of the business conducted at the AGM (including responses to questions and any presentation materials).

HOW TO ASK QUESTIONS

Questions for the board of directors (Board) can be submitted in advance or at the AGM through the Intradco online meeting platform. To enable the Board to answer as many shareholder questions as

possible, we strongly encourage you to submit questions in advance by email to WPPAGM@wpp.com by 7 June 2021. We will endeavour to respond to all questions emailed in advance at the Meeting.

Answers to common questions submitted in advance by email and a transcript of all the questions asked and answered during the AGM will be published on our website at wpp.com/investors following the conclusion of the AGM.

DIVIDEND

We recognise the importance of cash dividends to all of our ordinary shareholders and in light of this, in December 2020 we announced a new dividend policy. Starting from the current year, we intend to grow the dividend annually and to pay out approximately 40% of headline earnings per share.

Subject to shareholder approval at the AGM, in line with the new dividend policy the Board is proposing a final dividend for 2020 of 14.0 pence per share.

ARTICLES OF ASSOCIATION

In addition to the resolutions that we regularly bring to shareholders at our AGM, this year, as part of the AGM business, and to ensure that the Company's constitution is up to date and continues to reflect current Jersey and UK law and market practice, we are proposing to adopt new articles of association.

A detailed explanation of this business can be found on pages 7 to 15 of this document. The principal changes to the Articles of Association are summarised on pages 16 to 18 of this document.

BOARD OF DIRECTORS

A number of appointments were made to the Board during the period. Firstly, Angela Ahrendts DBE joined the Board as a Non-Executive Director on 1 July 2020 and joined the Sustainability Committee on 1 January 2021. Angela brings expertise as a leader of creative and technology-driven global businesses. Tom Ilube CBE was appointed to the Board as a Non-Executive Director on 5 October 2020 and joined the Audit Committee and the

Nomination and Governance Committee on 1 January 2021, and the Compensation Committee on 5 February 2021. Tom brings his expertise as a technology entrepreneur to the Board. Lastly, Dr. Ya-Qin Zhang was appointed to the Board on 1 January 2021. Dr. Zhang brings significant experience of technology, particularly with respect to the changing consumer technology landscape in China, to the Board.

In accordance with the UK Corporate Governance Code, all of the other directors of the Company (Directors) will stand for re-election to the Board at the AGM.

The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Company and the Board recommends the election or re-election of all Directors. Biographies for each Director can be found in the explanatory notes to the resolutions on pages 9 to 13 of this document.

RECOMMENDATION

Your Board considers that the resolutions set out on pages 4 to 6 of this document are in the best interests of the Company and its shareholders as a whole and recommends that shareholders vote 'FOR' each of the resolutions as the Directors intend to do in respect of their own beneficial shareholdings (other than in respect of those matters in which they are interested) in the Company.

Your Board appreciates your continuing support.



Roberto Quarta
Chairman

NOTICE OF MEETING

9 JUNE 2021

Notice is hereby given that the 2021 Annual General Meeting of the shareholders of the Company will be held at 12.00pm on Wednesday 9 June 2021 at Sea Containers House, 18 Upper Ground, London SE1 9GL to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 21 to 24, which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 1.**
To receive the Annual Report and Accounts for the financial year ended 31 December 2020.
- 2.**
To declare a final dividend of 14.0 pence per ordinary share in respect of the year ended 31 December 2020 payable to shareholders on the register of the Company at the close of business on 11 June 2021.
- 3.**
To receive and approve the Compensation Committee report contained within the Annual Report and Accounts for the financial year ended 31 December 2020.
- 4.**
To elect Angela Ahrendts DBE as a Director.
- 5.**
To elect Tom Ilube CBE as a Director.
- 6.**
To elect Dr. Ya-Qin Zhang as a Director.
- 7.**
To re-elect Dr Jacques Aigrain as a Director.
- 8.**
To re-elect Sandrine Dufour as a Director.
- 9.**
To re-elect Tarek Farahat as a Director.
- 10.**
To re-elect Roberto Quarta as a Director.
- 11.**
To re-elect Mark Read as a Director.
- 12.**
To re-elect John Rogers as a Director.
- 13.**
To re-elect Cindy Rose OBE as a Director.
- 14.**
To re-elect Nicole Seligman as a Director.
- 15.**
To re-elect Sally Susman as a Director.
- 16.**
To re-elect Keith Weed CBE as a Director.
- 17.**
To re-elect Jasmine Whitbread as a Director.
- 18.**
To re-appoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of the 2021 Annual General Meeting to the conclusion of the next general meeting at which financial statements are laid before the Company.
- 19.**
To authorise the Audit Committee for and on behalf of the Board to determine the auditors' remuneration.

20.

In accordance with Article 6 of the Company's Articles of Association, to authorise the Board to allot relevant securities (as defined in the Company's Articles of Association):

- (a) up to a maximum nominal amount of £40,419,624 (such amount to be reduced by the nominal amount of any relevant securities (as defined in the Company's Articles of Association) allotted under paragraph (b) in excess of £80,839,248 less £40,419,624; and
- (b) comprising relevant securities (as defined in the Company's Articles of Association) up to a maximum nominal amount of £80,839,248 (such amount to be reduced by any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue, for a period expiring on the date of the Annual General Meeting of the Company in 2022 or on 1 September 2022, whichever is earlier.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following as special resolutions:

21.

To authorise the Company generally and unconditionally:

- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of ordinary shares in the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
 - (i) the maximum number of ordinary shares hereby authorised to be purchased is 121,258,871;
 - (ii) the minimum price which may be paid for an ordinary share is 10.0 pence exclusive of expenses (if any) payable by the Company;
 - (iii) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (a) 105% of the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out (exclusive of expenses (if any) payable by the Company); and
 - (iv) this authority, unless previously revoked or varied, shall expire on the earlier of the date of the Annual General Meeting of the Company to be held in 2022 and 1 September 2022, save that a contract of purchase may be concluded by the Company before such expiry which will or may be executed wholly or partly after such expiry, and the purchase of shares may be made in pursuance of any such contract; and
- (b) pursuant to Article 58A of the Companies (Jersey) Law 1991, and if approved by the Directors, to hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by resolution 21 (a).

22.

In accordance with Article 8 of the Company's Articles of Association that if resolution 20 is passed, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment:

- (a) in connection with a rights issue; and

(b) in the case of authority granted under paragraph (a) of resolution 20, up to a maximum nominal amount of £6,062,943, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2022 or 1 September 2022, whichever is earlier but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

23.

In accordance with Article 8 of the Company's Articles of Association that if resolution 20 is passed and in addition to any power granted under resolution 22, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment in each case such authority to be:

- (a) up to an aggregate nominal amount not exceeding £6,062,943; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2022 or 1 September 2022, whichever is earlier but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

24.

That the articles of association produced to the Annual General Meeting and initialled by the Chair of the Annual General Meeting (for the purpose of identification) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board

Balbir Kelly-Bisla

Company Secretary, WPP plc

5 May 2021

Registered Office
13 Castle Street
St Helier
Jersey
JE1 1ES

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 20 will be proposed as ordinary resolutions that will be passed if more than half of the votes are cast in favour of the particular resolution. Resolutions 21 to 24 will be proposed as special resolutions that will be passed if not less than two-thirds of the votes cast are in favour of the particular resolution.

Voting on all resolutions at the AGM will be by way of a poll rather than a show of hands. This reflects best practice and means that all the votes cast, and not just those of the shareholders present, are taken into account.

The poll results will be notified to the FCA and published on the Company's website wpp.com/investors as soon as possible after the conclusion of the Meeting.

RESOLUTION 1: REPORT AND ACCOUNTS

The Directors must present to shareholders at the Annual General Meeting the report of the Directors and the accounts of the Company for the year ended 31 December 2020. The report of the Directors, the accounts, the report of the Compensation Committee and the report of the Company's auditors on the accounts, are contained within the 2020 Annual Report and Accounts.

RESOLUTION 2: DECLARATION OF FINAL DIVIDEND

The amount of the final dividend recommended by the Directors is 14.0 pence per ordinary share to be paid on 9 July 2021 to the shareholders on the register at the close of business on 11 June 2021. Final dividends must be approved by shareholders, but must not exceed the amount recommended by the Directors.

RESOLUTION 3: COMPENSATION COMMITTEE REPORT

Resolution 3 proposes the approval of the Compensation Committee report by shareholders.

The report, which is made on behalf of the full Board, explains the different elements which comprised executive compensation in 2020, including how base salaries and short-term and long-term incentive compensation were determined for Executive Directors of the parent company and for Senior Executives of the parent company and Group operating companies. Payments made to the Non-Executive Directors, as well as details of their shareholdings in the Company, are also set out in the Compensation Committee report. In addition, the Company's executive share ownership policy, the utilisation of the share incentive plans and the provision of other benefits are explained. The vote on this resolution is advisory in nature. Accordingly, payments made or promised to the Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

RESOLUTIONS 4 TO 17: ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the Articles and the recommendation of the UK Corporate Governance Code 2018 (the Code), all Directors in office as at the selection date (as defined in the Company's Articles of Association) will retire from office at the AGM and all will stand for re-election by the shareholders. Each of the Directors bring a wide range of skills, experience and knowledge to the Board which supports the Company's strategy. The core areas of expertise include corporate finance and finance, FMCG, global media & advertising, private equity and technology. The individual and combined expertise and backgrounds of each Director makes a significant contribution to the functioning of the Board and its Committees and the long term sustainable success of the Company.

Following the annual evaluation exercise conducted during 2020, the Board considers that each of the Directors standing for re-election continues to make an effective and valuable contribution to the Company and demonstrates commitment to their role. The Board is content that each Non-Executive Director offering himself or herself for re-election is independent in character and that there are no relationships or circumstances likely to affect his or her character or judgement. Accordingly, on the recommendation of the Nomination and Governance Committee, the Board unanimously recommends that all Directors standing for re-election continue to serve as Directors of the Company and that all Directors standing for election be confirmed to post.

The biographies summarise each Director's skills and experience.

COMMITTEE MEMBERSHIP KEY

- A** Audit
- C** Compensation
- N** Nomination and Governance
- S** Sustainability
- Committee Chairman

BIOGRAPHIES OF THE NEW DIRECTORS STANDING FOR ELECTION



ANGELA AHRENDTS DBE
INDEPENDENT NON-EXECUTIVE DIRECTOR **S**

Nationality: British and American

Angela brings expertise as a leader of creative and technology-driven global businesses. From 2014 until 2019, she was Senior Vice President, Retail at Apple, Inc., where she integrated and redesigned the physical and digital global consumer experience. Angela was CEO of Burberry from 2006 to 2014, where she repositioned the brand as a luxury high growth company and created the Burberry Foundation. Prior to Burberry, Angela was Executive Vice President at Liz Claiborne, Inc. and President of Donna Karan International, Inc. Angela was a member of the UK Prime Minister's Business Advisory Council from 2010 to 2015.

External appointments:

Non-Executive Director, Ralph Lauren Corporation and Airbnb, Inc.; Chair of Save the Children International; Non-Executive Director, Charity: Water and The HOW Institute for Society; member of the Global Leadership Council of the Oxford University Said Business School and BritishAmerican Business International Advisory Board.



TOM ILUBE CBE
INDEPENDENT NON-EXECUTIVE DIRECTOR **A C N**

Nationality: British

Tom brings a wealth of expertise as a technology entrepreneur. He is the founder and CEO of Crossword Cybersecurity Plc. From 2010 to 2014, Tom was Managing Director of Consumer Markets at Callcredit Information Group. Prior to Callcredit, Tom founded and was CEO of Garlik, a venture capital-backed identity protection company. His 30-year career in the UK technology sector includes roles at Egg Banking plc, PricewaterhouseCoopers, Goldman Sachs and the London Stock Exchange.

He was made a Doctor of Science (Honoris Causa) by City, University of London, an Honorary Doctor of Technology by the University of Wolverhampton, an Honorary Fellow of Jesus College, Oxford and an Advisory Fellow at St Anne's College. In 2017 Tom topped the Powerlist ranking of the most influential people of African or African Caribbean heritage in the UK

External appointments:

Founder and CEO, Crossword Cybersecurity plc; Non-Executive Director, BBC; Chair, Deathio Ltd; Founder and Chair, African Gifted Foundation.



DR YA-QIN ZHANG
INDEPENDENT NON-EXECUTIVE
DIRECTOR

Nationality: Chinese

Ya-Qin is a world-renowned technologist, scientist and entrepreneur with a particular understanding of the changing consumer technology landscape in China. He was President of Baidu Inc, the global internet services and AI company headquartered in Beijing, between 2014 and 2019. Prior to joining Baidu, he held several positions during his 16-year tenure at Microsoft, both in the US and China, including Corporate Vice President and Chairman of Microsoft China. Ya-Qin is currently a Non-Executive Director of Fortescue Metals Group, AsiaInfo Technologies Limited and ChinaSoft International Limited. He is also Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university.

External appointments:

Non-Executive Director of Fortescue Metals Group, AsiaInfo Technologies Limited and ChinaSoft International Limited; Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university; Fellow, American Academy of Arts and Sciences.



JACQUES AIGRAIN
INDEPENDENT NON-EXECUTIVE
DIRECTOR **A** **C**

Nationality: Swiss and French

Jacques has extensive business, corporate finance and governance expertise. He was a Senior Advisor at Warburg Pincus LLP, from 2001 to 2009. Jacques was a member of the Executive Committee of Swiss Re AG and CEO from 2006. Prior to Swiss Re, he spent 20 years with JPMorgan Chase. Jacques was previously Chairman of LCH Clearnet Group Ltd from 2010, a Director of the Qatar Financial Centre Authority and a Supervisory Board Member of Lufthansa AG and Swiss International Airlines AG.

He holds a PhD in Economics from Sorbonne University and an MA in Economics from Paris Dauphine University.

External appointments:

Chairman, LyondellBasell NV; Non-Executive Director, London Stock Exchange Group plc; Chairman, Singular SAU (private company); Chairman, ACUTRONIC Holding AG (private company); Non-Executive Director, Clearwater Analytics (private company).



SANDRINE DUFOUR
INDEPENDENT NON-EXECUTIVE
DIRECTOR **A** **C**

Nationality: French

Sandrine brings substantial financial expertise gained in global companies and strong strategic capability to the Board. Sandrine has executive leadership experience in the telecommunications, entertainment and media industries and an enthusiasm for cultural, technological and business transformation. Sandrine is currently Chief Financial Officer of UCB, a global pharmaceutical company. Previously she was CFO of Proximus. Sandrine held a number of leadership roles at Vivendi, in France and in the United States, across its entertainment and telecommunications business. Sandrine began her career as a financial analyst at BNP and then Credit Agricole in the telecoms sector. Sandrine has held other non-executive director roles, most recently at Solocal Group.

External appointments:

Chief Financial Officer, UCB.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION



TAREK FARAHAT
INDEPENDENT NON-EXECUTIVE DIRECTOR 

Nationality: Brazilian and Egyptian

Tarek has extensive leadership and brand-building experience gained in leading businesses in the Americas, Europe, Middle East and Africa. He worked for Procter & Gamble for over 26 years, his last position as President of Procter & Gamble Latin America and member of the Global Leadership Council. Tarek was previously Chairman of the board of JBS S.A. and a board member of Pilgrim's Pride Corporation and Alpargatas. Tarek is currently a strategic advisor, consultant and partner for companies in the consumer goods, Fintec and healthcare sectors. Tarek is a graduate of the American University in Cairo, Faculty of Commerce and Finance.

External appointments:
 None.



ROBERTO QUARTA
CHAIRMAN  

Nationality: Italian and American

Roberto has extensive and diverse experience in corporate governance and global commerce having served on the boards of a number of UK and international companies. His career in private equity brings valuable experience to WPP, particularly when evaluating acquisitions and new business opportunities.

He is Chairman of Smith & Nephew plc, a Partner of Clayton, Dubilier & Rice and Chairman of Clayton, Dubilier & Rice Europe. Previously he was Chief Executive and then Chairman of BBA Group plc, Chairman of Rexel SA, Chairman of IMI plc and a Non-Executive Director at BAE Systems plc, Equant NV, Foster Wheeler AG and PowerGen plc.

External appointments:
 Chairman, Smith & Nephew; Partner, Clayton, Dubilier & Rice; Chairman of Clayton, Dubilier & Rice Europe.



MARK READ
CHIEF EXECUTIVE OFFICER

Nationality: British

Mark has a deep understanding of the industry having held multiple leadership positions at WPP since he joined in 1989. As Head of Strategy and then CEO of WPP Digital he was responsible for WPP's first moves into technology. In 2015, he became Global CEO of Wunderman, which he transformed into one of the world's leading creative, data and technology agencies. Earlier in his career, he co-founded internet start-up WebRewards and specialised in media and marketing as a principal at consultancy Booz Allen & Hamilton. Mark was voted the industry's Most Influential Person of 2019 in Econsultancy's Top 100 Digital Agencies report and was recognised as a HERoes Champion of Women in Business in 2018, 2019 and 2020.

Mark has an MBA from INSEAD, an Economics degree from Trinity College, Cambridge University, and was a Henry Fellow at Harvard University.

External appointments:
 Chairman of the Natural History Museum Digital Council.



JOHN ROGERS
CHIEF FINANCIAL OFFICER
 Nationality: British

John has extensive finance, strategy, digital, property and retail experience. He joined WPP from J Sainsbury plc where he was Chief Executive Officer of Sainsbury's Argos. John was previously the Chief Financial Officer of J Sainsbury plc, responsible for business strategy, new business development, Sainsbury's Online and Sainsbury's Bank, in addition to its core finance functions.

John is a member of The Prince's Advisory Council for Accounting for Sustainability. He also sits on the Retail Sector Council, which acts as a point of liaison between the UK Government and retail sector.

External appointments:

Non-Executive Director and Chair of the Audit Committee at Travis Perkins plc; Member, The Prince's Advisory Council for Accounting for Sustainability; Member, Retail Sector Council.



CINDY ROSE OBE
INDEPENDENT NON-EXECUTIVE DIRECTOR **A** **C**
 Nationality: British and American

Cindy has extensive experience as a leader in the technology and media sectors and a deep understanding of the role of technology in business transformation. She was appointed President of Microsoft Western Europe in October 2020, prior to which was she was Microsoft UK CEO from 2016. She previously held roles as Managing Director of the UK Consumer division at Vodafone and as Executive Director of Digital Entertainment at Virgin Media. She also spent 15 years at The Walt Disney Company, ultimately as Senior Vice President & Managing Director of Disney Interactive Media Group.

Cindy is a graduate of Columbia University and New York Law School.

External appointments:

President, Microsoft Western Europe; Member of the advisory board of Imperial College Business School in London; Member of the advisory board of McLaren.



NICOLE SELIGMAN
SENIOR INDEPENDENT DIRECTOR, NON-EXECUTIVE DIRECTOR **C** **N**
 Nationality: American

Nicole is a global business leader and an internationally recognised lawyer. She brings to the Board analytical skills, in-depth knowledge of public company corporate governance and a comprehensive understanding of media and business issues. Nicole was previously President of Sony Entertainment, Inc. and global General Counsel for Sony Corporation. Prior to that, as a partner at law firm Williams & Connolly, Nicole represented key public figures and major media and other companies in complex litigation.

She is a Magna Cum Laude graduate of both Harvard College and Harvard Law School.

External appointments:

Non-Executive Director, ViacomCBS Inc; Non-Executive Director, MeiraGTX Holdings plc; Non-Executive Director, Far Peak Acquisition Corporation.



SALLY SUSMAN
INDEPENDENT NON-EXECUTIVE
DIRECTOR **N S**
 Nationality: American

Sally brings expertise in communications, public affairs, governance and strategy. She is Executive Vice President, Chief Corporate Affairs Officer for Pfizer and also heads Pfizer's corporate responsibility group. Before joining Pfizer in 2007, Sally was Executive Vice President of Global Communications at Estée Lauder, where she directed global corporate affairs strategy and served as a member of the Executive Committee. She previously held several senior corporate affairs posts at American Express, in both London and the United States. She started her career in government service where positions included Deputy Assistant Secretary for Legislative and Intergovernmental Affairs in the US Department of Commerce. Sally has a BA in Government from Connecticut College and has studied at the London School of Economics.

External appointments:

Executive Vice President, Chief Corporate Affairs Officer, Pfizer; Co-Chair, International Rescue Committee.



KEITH WEED CBE
INDEPENDENT NON-EXECUTIVE
DIRECTOR **S**
 Nationality: British

Keith has a wealth of experience as a marketing and digital leader and an understanding of the ways in which technology is transforming businesses. From 2010 to 2019, Keith was Chief Marketing and Communications Officer at Unilever, a role that included creating and leading Unilever's sustainability programme. Keith was named the World's Most Influential Chief Marketing Officer by Forbes in 2017, 2018 and 2019, and Global Marketer of the Year 2017 by the World Federation of Advertisers. He received The Drum's Lifetime Achievement Award in 2018 and was inducted into the Marketing Hall of Fame in 2019. Keith is a Non-Executive Director of J Sainsbury plc.

External appointments:

Non-Executive Director, J Sainsbury plc; Trustee Director of Business in the Community; Board Trustee Grange Park Opera; President of the UK Advertising Association; President of the Royal Horticultural Society.



JASMINE WHITBREAD
INDEPENDENT NON-EXECUTIVE
DIRECTOR **S G**
 Nationality: British and Swiss

Jasmine's experience spans marketing, technology, finance, media, telecommunications, and not-for-profit organisations, and she brings this breadth of perspective and knowledge of many of WPP's client sectors.

Jasmine began her career in marketing in the technology sector, including with Thomson Financial in the US. After completing the Stanford Executive Program, Jasmine went on to hold leadership roles with Oxfam and Save the Children, starting in 1999 in West Africa and, from 2010–15, as the first Chief Executive of Save the Children International.

Jasmine was a Non-Executive Director of BT Group plc from 2011 to 2019 and Chief Executive Officer of London First from 2016 until March 2021.

Jasmine was appointed as a Director and Chair of the Board of Travis Perkins plc on 31 March 2021, of which John Rogers is also a Non-Executive Director. As Jasmine consistently demonstrates independence of thought and challenge, the Board has determined this cross-directorship does not affect its assessment of her independence.

External appointments:

Chair of the Board, Travis Perkins plc; Non-Executive Director Standard Chartered plc; Advisor to the Ethics Committee Compagnie Financière Richemont SA; Visiting Fellow, Oxford University.

RESOLUTIONS 18 AND 19: RE-APPOINTMENT OF AUDITORS

The auditors of the Company must be appointed at each Annual General Meeting. Resolution 18 proposes the re-appointment of Deloitte LLP, to hold office until the conclusion of the next Annual General Meeting to be held in 2022.

On the recommendation of the Audit Committee, the Board proposes that Deloitte be reappointed as the Company's auditor.

The Audit Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. Deloitte have indicated their willingness to continue in office.

Resolution 19 gives authority to the Audit Committee to determine the auditors' remuneration. In line with the Code, the Audit Committee considers and approves audit fees. Details of the remuneration paid to the auditor for the year ended 31 December 2020 (including non-audit fees) are set out on page 131 of the Annual Report.

RESOLUTION 20: AUTHORITY TO ALLOT SHARES

Resolution 20 proposes to seek renewal of the authority given to the Directors to allot ordinary shares. The £80,839,248 nominal amount of relevant securities to which this authority will relate represents approximately 66.6% of the nominal amount of the issued ordinary share capital of the Company as at 29 April 2021 (excluding treasury shares). This amount complies with guidelines issued by the Investment Association. In accordance with the Investment Association guidelines, one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 29 April 2021 will be applied (if at all) to fully pre-emptive rights issues only. As at 29 April 2021, the Company holds 70,489,953 treasury shares which represent approximately 5.8% of the total ordinary share capital in issue as at 29 April 2021. Except pursuant

to the employee share schemes and the satisfaction of deferred consideration under certain acquisition agreements to which the Company is a party, the Directors have no present intention of allotting ordinary shares. The authorities conferred pursuant to resolutions 20 to 23 will expire on the date of the Annual General Meeting in 2022 or 1 September 2022, whichever is earlier.

RESOLUTION 21: AUTHORITY TO PURCHASE OWN SHARES

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and Resolution 21 seeks authority from shareholders to authorise the Directors to make such purchases in the market.

The Directors consider it desirable for this general authority to be available to provide additional flexibility in the management of the Company's capital resources. The Directors only implement the authority when, in light of market conditions prevailing at the time, they believe that the effect of any such purchases will enhance earnings per share in the medium to long term and will be in the best interests of the Company generally. Any shares purchased under this authority would ordinarily be cancelled and the number of shares in issue will be reduced accordingly, though the Company has the option to hold them as treasury shares. The purchase price will be paid out of distributable profits.

The total number of warrants and options to subscribe for ordinary shares that are outstanding as at 29 April 2021 is 19,671,365. The proportion of issued share capital that they represented at that time was 1.6% (excluding treasury shares) and the proportion of issued share capital that they will represent if the full authority to buy back shares (existing and being sought) is used and if the shares bought back are cancelled, will be 1.8% (excluding treasury shares).

Resolution 21 specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary

share capital as at 29 April 2021, excluding treasury shares) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the FCA.

RESOLUTIONS 22 AND 23: DISAPPLICATION OF PRE-EMPTION RIGHTS

The authority being sought in resolutions 22 and 23 to allot shares without first offering them to existing shareholders enables the Company to raise capital quickly and easily when needed. This is in line with institutional shareholder guidance, and in particular with the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles). The Statement of Principles allows the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company confirms it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. Resolution 20 would continue to provide the Directors with the power to allot shares for cash when they consider it is in the best interests of the Company to do so and so that:

- (a) the Company can follow normal practices in the event of a rights issue; and
- (b) ordinary shares may be issued wholly for cash other than proportionately to existing ordinary shareholders up to a maximum nominal amount of £6,062,943 (which includes the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash) representing approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) and 4.7% (including treasury shares) as at 29 April 2021.

There are presently no plans to allot ordinary shares wholly for cash other than pursuant to the employee share schemes and the satisfaction of deferred consideration under certain acquisition agreements. Shares allotted under an employee share scheme are

not subject to the pre-emption rights. In accordance with the Statement of Principles, the Board confirms in relation to resolution 23 that:

- (a) it intends that any use of the additional authority of 5% of the Company's issued ordinary share capital would only be in connection with an acquisition or specified capital investment; and
- (b) it does not intend to issue shares for cash representing more than 7.5% of the Company's issued share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

For this purpose, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

RESOLUTION 24: ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

The Articles were adopted in 2012. It is proposed to adopt new articles of association in order to: reflect developments in practice in line with the views expressed by various shareholder bodies and regulators, create additional flexibility particularly in light of the Covid-19 pandemic, provide clarity to shareholders and embrace the evolving technological landscape.

The principal changes to the current Articles are summarised in the Appendix to this document. Article references within the Appendix are to the new articles of association. Other changes of a minor, technical or clarifying nature have not been summarised in that Appendix.

The current Articles and proposed articles of association are available on our website wpp.com/investors/corporate-governance and for inspection as set out in note 10 on page 21 of this document.

APPENDIX**SUMMARY OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION****General modernisation**

1. The opportunity has been taken to de-gender language in, and provide greater detail and clarification to certain provisions of the new Articles, as well as to align certain provisions with current Jersey law. Certain provisions have also been modernised to allow for the use of electronic facilities or communications (Article 1(i)).

General meetings

2. **Hybrid and satellite general meetings** (Articles 38, 39 and 44) – The proposed amendments permit the Company to hold 'hybrid' and 'satellite' general meetings, where shareholders have the option to attend and participate in person (either at the main location of the meeting or in specified satellite locations) or virtually by electronic means (Articles 38 and 39). In line with market practice and recommendations made by institutional shareholder bodies, the new Articles do not facilitate 'virtual-only' general meetings, but provide the Company with the flexibility to hold an electronic general meeting in parallel with a physical general meeting, which can make it easier for shareholders to take part in future general meetings. Absent exceptional circumstances, it is the Board's intention always to allow shareholders to attend in person should they wish (and members of the Board intend to continue the practice of attending general meetings of the Company in person) insofar as practicable.
3. Certain consequential changes to facilitate this amendment have been made throughout the new Articles. For example: (a) to facilitate attendance and participation by electronic means, the new Articles allow for any document required to be on display or available for inspection at a meeting to be provided in electronic form (Article 39); and (b) to clarify that any resolution put to vote at a general meeting held partly by means of electronic facility will be

decided on a poll, being a more transparent method of voting in these circumstances (Article 44).

4. **Arrangements for general meetings** (Articles 36, 37, 41, 43 and 55) – The new Articles provide the Board, the Secretary and the Chair additional flexibility as regards arrangements for general meetings, in each case with a view to facilitating proper and orderly proceedings, including in particular:
 - permitting the Board and/or Secretary to make any arrangements considered appropriate for the orderly conduct of meetings and to ensure the health and safety of persons attending any meeting, including refusal of entry (both physical and electronic) and imposing any requirement or restriction necessary to ensure identification of persons taking part in a meeting by means of an electronic facility (Article 36);
 - where the Board considers it impractical or undesirable to hold a general meeting as planned or otherwise appropriate to make changes, permitting the Board to change arrangements in relation to a general meeting (including moving the place of the meeting, postponing or changing it, cancelling or introducing any electronic facility and/or any other changes) and give notice of such changes as the Board sees fit (Article 41);
 - permitting the Chair of a general meeting, whose decisions on points of order and procedural shall be final, to take any action considered appropriate for the proper and orderly conduct of meetings (Article 37);
 - permitting the Chair of a general meeting to adjourn a meeting in a number of circumstances to ensure that the meeting can be properly carried out. The new Articles also make clear that general meetings can be adjourned more than once and identify who

will decide the arrangements for the adjourned meeting. In addition, the new Articles amend the period of adjournment following which the Company must re-issue notice of the (adjourned) meeting from 30 days to three months (all Article 43); and

- the inclusion of consequential changes to ensure shareholders have an appropriate opportunity to appoint a proxy for any rearranged or adjourned meeting (Article 55).

Voting at general meetings

5. **Appointment of multiple corporate representatives or proxies** (Articles 48 and 54) –

The new Articles clarify the way in which votes will be treated in certain circumstances where multiple corporate representatives or proxies are appointed (Articles 48 and 54 respectively), in order to provide certainty and clarity for both the Company and shareholders choosing to exercise their voting rights through corporate representatives or proxies.

Shares

6. **Rights of persons entitled by transmission, members incapable of managing their affairs or where sums are overdue** (Articles 25, 50, 51 and 142) –

The proposed amendments clarify the position as regards exercise of voting rights by certain categories of shareholder or person entitled to shares, again to provide certainty. In particular:

- persons entitled by transmission to share(s) cannot exercise any shareholders' rights in respect of a general meeting (not only voting rights) until such time as they are registered as a shareholder (Article 25);
- shareholders in respect of whom a court order has been made as to their inability to manage their own affairs (not only as to mental disorder) can exercise voting rights through a proxy, attorney, receiver, curator bonis or other person appointed by the court (Article 50); and

- where sums are overdue in respect of a share, that shareholder cannot exercise any of their rights as a shareholder in respect of a general meeting (not only voting rights) until such time as all such sums presently payable have been paid up (Article 51).

In addition, the proposed amendments offer the Company flexibility as regards communications with persons entitled by transmission, by allowing the Company to send communications in hard copy or, if necessary or appropriate to address legal, regulatory or practical problems in any territory, to decide not to send hard copy communications to such persons entitled by transmission (Article 142).

7. **Sale of shares of untraced members** (Articles 143 and 144) –

The new Articles modernise the approach as regards shareholders who are considered untraced after a period of 12 years. In line with market practice, the proposed amendments remove the requirement to publish an advertisement in a national newspaper and a local newspaper; rather, requiring the Company to send a notice to the last known address of such untraced shareholder informing them of the Company's intention to sell their shares, having used reasonable efforts to trace that shareholder.

The proposed amendments also confirm that any proceeds of the sale of untraced members' shares will be forfeited and belong to the Company if no valid claim for the money is received by the Company within two years of the date of sale.

- #### 8. **Capitalisation of reserves** (Article 131) –
- The proposed amendment brings the new Articles in line with current Jersey law, whereby the Company can, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any reserve account of the Company by ordinary resolution, except in relation to the capital redemption reserve of the Company where a special resolution is required.

The Board

9. **Directors' rights and ability to delegate** (Articles 72, 85, 86 and 88)

For reasons of certainty, the New Articles make clear that:

- any Director's membership of a committee or sub-committee of the Board terminates upon the termination of their appointment as a Director (Article 72); and
 - the Board's ability to delegate exists regardless of whether or not expressly referenced in a provision of the Company's Articles of Association (Articles 85, 86 and 88).
10. **Directors' interests and voting** (Articles 89 and 94) – The proposed amendments provide clarity to Directors and the Company by confirming that:
- an interested Director must act within any terms determined by the Board (as may be revoked or varied), but any revocation or variation of those terms will not affect anything done by the interested Director prior to such revocation or variation (Article 89); and
 - the Directors have authority to exercise voting rights attaching to shares or their directorship of another company held by the Company in any way that they decide (Article 94).
11. **Payment for loss of office** (Article 80) – The Company's existing articles include certain provisions of the UK Companies Act 2006 (CA 2006) which prescribe shareholder approval requirements for payments to directors and their connected persons for loss of office. CA 2006 does not require shareholder approval for certain of those payments, specifically those relating to existing legal obligations, settlements in connection with termination of employment and pensions paid in respect of past services.

The proposed amendment in the new Articles seeks to align the Company's articles with CA 2006 by incorporating the statutory exemptions from the requirement to seek shareholder approval for certain payments.

The proposed amendments simply reflect, and subject the Company to, the shareholder approval requirements of CA 2006. Member approval will still be required in respect of the Company's remuneration policy and report and for all other payments to directors and their connected persons for loss of office (including those sums paid as compensation or consideration). In addition, the Company will still be subject to existing requirements to disclose the particulars of any payments made.

Dividends (Articles 124 and 130)

12. With a view to greater flexibility, the new Articles allow the Board to determine and notify shareholders as to how payments in respect of any dividend or other money payable in respect of a share will be paid and whether shareholders will have a right to elect their preferred means of payment. The proposed amendments also provide latitude as to payment, by expanding the methods of payment to include certain financial instruments and mandatory direct credit. The new Articles further clarify that, where a shareholder fails to provide the necessary information in order to make a payment or a payment cannot be made to a shareholder using the information provided, then that dividend or other money will be treated as unclaimed.

Scrip dividends (Article 130)

13. Additionally, the new Articles shorten the time period for which an ordinary resolution authorising any scrip dividends can apply, from five to three years. In doing so, shareholders are afforded greater visibility and certainty through more frequent consultation on these matters.

IMPORTANT NOTES

1. As mentioned in the Chairman's letter, we appreciate the AGM is an important event in the calendar for our shareholders and to ensure engagement in these circumstances, it is our intention to live stream the Meeting using Intrado's online meeting platform. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Therefore, while we expect attendance in person to be possible, we strongly encourage and request that shareholders follow the business of the AGM using Intrado's online meeting platform. Further details on how you can join us live are set out on page 21 of this Notice.

The safety and security of our shareholders, staff and those involved in running the Meeting continues to be of paramount importance. As such, any shareholders who attempt to attend the Meeting in person may be refused entry as we are unfortunately unable to guarantee that arrangements will be Covid-secure and legal limits on the number of people able to gather may apply.

2. Only shareholders whose names appear on the register of members of the Company at 6pm on 8 June 2021 shall be entitled to vote at the AGM by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the Meeting.
3. A shareholder entitled to vote at the Meeting may appoint one or more proxies to vote instead of him or her. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her. A proxy need not be a shareholder of the Company. As explained in paragraph 1 above, we strongly encourage and request that you follow the business of the AGM using Intrado's online meeting platform. Accordingly, to ensure that all proxy votes are counted and exercised at

the AGM, we would urge shareholders to appoint the Chair of the Meeting as their proxy in advance of the Meeting rather than a named person as their proxy. This will ensure that your vote will be counted. A proxy form (Form of Proxy) to appoint a proxy and give proxy instructions accompanies this Notice (if you received this Notice in the post) or see paragraph 5 below to submit your proxy online.

4. To be valid, the Form of Proxy for use at the Meeting and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority, must be received at the offices of Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE, not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting instead of your proxy, if you wish to do so. However, as shareholders who attempt to attend the Meeting in person may be refused entry as we are unable to guarantee that arrangements will be Covid-secure and legal limits on the number of people able to gather may apply, we strongly recommend that you appoint the Chair of the Meeting as your proxy in advance of the Meeting.
5. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy online not less than 48 hours before the time appointed for holding the Meeting, by accessing the Company's website, wpp.com/investors/shareholder-centre/shareholder-meetings.

For security purposes, shareholders will need to provide their shareholder reference number (SRN), control number and personal identification number (PIN) to validate the submission of their proxy online. Shareholders' individual SRNs and PINs are shown on the printed Form of Proxy sent to them. For further information, see the instructions printed on the Form of Proxy.

6. A person to whom this Notice is sent who is a person nominated to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of shareholders in relation to the appointment of proxies in paragraphs 3, 4 and 5 above and paragraph 7 below do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual, which is available on the Euroclear website. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, whether it constitutes the appointment of the proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agents, Computershare Investor Services plc (ID3RA50), by no later than 48 hours before the time appointed for the Meeting. For this purpose,

the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application's host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any amendment to the instruction given to a proxy appointed through CREST should be communicated to the proxy through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timing and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timing.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

8. Any shareholder attending the AGM has the right to ask questions. Questions can be asked during the AGM on the Intrado online meeting platform. Alternatively, shareholders are strongly encouraged to submit any questions relating to the business set out in the Notice of the Meeting in advance by email to WPPAGM@wpp.com by **7 June 2021**, or by filling in the question slip enclosed as part of the Form of Proxy, which can be completed and

returned by post to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 7 June 2021. Following the meeting, shareholders will be able to access details of the business conducted at the AGM (including responses to questions and any presentation materials) on our website: wpp.com/investors. The Chair of the Meeting will ensure that any question relating to the business being dealt with at the AGM receives a response, but no response shall be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, wpp.com, in the form of an answer to a question; or (iii) the Chair of the Meeting determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

9. As at 29 April 2021 (being the last practicable business day prior to publication of this Notice) the Company's issued share capital consists of 1,283,078,667 ordinary shares carrying one vote each of which 70,489,953 shares are held in treasury.

Therefore, the total voting rights in the Company as at 29 April 2021 are 1,212,588,714.

10. Copies of the following documents are available on the Company's website and for inspection by prior appointment during normal business hours at the Registered Office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) from the date of the Notice:
 - (a) Directors' service contracts and terms of appointment for the Chairman and for the Non-Executive Directors;
 - (b) terms of reference of the Audit, Compensation, Nomination and Governance and Sustainability Committees; and

- (c) the Memorandum and Articles of Association of the Company.

11. The Company may process personal data of attendees at the Meeting. Any such personal data shall be processed by the Company in accordance with its privacy policy, which can be found at wpp.com.

DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

Please contact the Company's registrars, Computershare before 12pm on 8 June 2021 on 0370 707 1411 for your unique shareholder reference number (SRN), control number and personal identification number (PIN).

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

ELECTRONIC ATTENDANCE AT THE 2021 ANNUAL GENERAL MEETING

Details of how to join the live webcast presented by the Chairman and Chief Executive Officer and to participate in the live question and answer session are set out below. This information will be made available on our website: wpp.com/investors.

ACCESSING THE AGM WEBCAST

The webcast and question and answer session can be accessed using the following link <https://edge.media-server.com/mmc/p/7pcx6ftb>, using most well-known internet browsers including Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

LOGGING IN

On accessing <https://edge.media-server.com/mmc/p/7pcx6ftb> you will be prompted to register and enter your SRN. This can be found printed on your Form of Proxy or will have been sent to you by email if you have registered an email address to receive electronic communications.

For queries on your SRN please contact the Company's registrar using the details on page 22.

ASKING QUESTIONS VIA INTRADO

Shareholders may ask questions via the Intrado website by typing and submitting their question in writing. To ask a question, you should select the 'Ask a question' tab from within the navigation bar at the top right corner of the screen to open the message box and type your question. Once finished, press the 'Submit' button to the right of the message box to submit your question. Select 'Slides' tab within the navigation bar to return to the AGM Presentation.

Questions sent via the 'Ask a question' box on the Intrado website will not be visible to any other attendees and will be moderated before being sent to the Chair of the Meeting.

TECHNICAL SUPPORT

An active internet connection is required in order to allow you to submit questions via the Intrado website. It is the user's own responsibility to ensure that they have a sufficient internet connection.

To listen to the presentation please make sure your speakers are unmuted on your computer or laptop. If you are using a mobile device please use your handset's volume controls. You can also adjust the volume using the controls in the bottom left-hand corner of the webcast page. For supported operating systems and browsers, please refer to the Help section of the webcast page or here: edge.media-server.com/mmc/player/help/faq.php?lan=en

AMERICAN DEPOSITARY SHARES ('ADSS')

If you are a registered ADS holder you will need to register in advance to attend and participate at the AGM electronically. Please follow the instructions on the notice that you received with your voting instruction card.

SHAREHOLDER SECURITY

We are aware that some of our shareholders have received unsolicited and suspicious phone calls or mail from purported 'brokers' who offer to buy their shares at a price far in excess of their market value. It is unlikely that firms authorised by the Financial Conduct Authority (FCA) will contact you with offers like this. As such, we believe these calls are part of a scam, commonly referred to as a 'boiler room'. The callers obtain your details from publicly available sources of information, including the Company's share register. The callers can be very persistent and persuasive and it is not just the novice investor that has been tricked in this way.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount, sell shares at a premium, incentives to participate in 'green' or carbon reduction projects, offers of free company reports or requests to complete confidentiality agreements with the caller.

Further information and guidance is available from the Company's registrars, Computershare on 0370 707 1411 or via their website: investorcentre.co.uk/je/contactus.

If you are approached about a share scam, you should tell the FCA using the share fraud reporting form at fca.org.uk/consumers/protect-yourself-scams, where you can also read the FCA's guidance on how to avoid scams. You can also call the FCA's Consumer Helpline on 0800 111 6768 or email consumer.queries@fca.org.uk.

More information on this and similar activities can be found on the Action Fraud website: actionfraud.police.uk. If you are a victim of fraud, report it to Action Fraud and you will receive a police crime reference number.



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