

NOTICE OF 2023 ANNUAL GENERAL MEETING

Rose Court
2 Southwark Bridge Road, London SE1 9HS
at 11.00am on Wednesday 17 May 2023

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.

WPP

WHO WE ARE

WPP IS THE

CREATIVE



TRANSFORMATION

COMPANY

**WE USE THE POWER OF
CREATIVITY TO BUILD BETTER
FUTURES FOR OUR PEOPLE,
PLANET, CLIENTS AND
COMMUNITIES**

LETTER FROM THE CHAIRMAN



THE AGM IS AN IMPORTANT EVENT IN THE CALENDAR FOR THE COMPANY AND OUR SHAREHOLDERS"

Roberto Quarta
Chairman

DEAR SHAREHOLDER

I am pleased to enclose the Notice of Meeting for the 2023 Annual General Meeting (AGM or Meeting) of WPP plc (WPP or the Company) which will be held at 11.00am on Wednesday 17 May 2023 at Rose Court, 2 Southwark Bridge Road, London SE1 9HS with facilities to follow the business of the AGM virtually.

BUSINESS OF THE AGM

The formal notice convening the AGM, which follows this letter on pages 3 to 5 of this document, sets out the business to be conducted at the Meeting.

As confirmed in the Annual Report, Nicole Seligman will not be standing for re-election at the AGM as she comes to the end of her tenure, after nine years on the Board. We thank Nicole for her outstanding commitment and invaluable contribution to the Board and its Committees throughout her tenure. Tarek Farahat will also not put himself forward for re-election to the Board at the AGM due to other commitments. On behalf of the Board, I thank Tarek for his contribution during his long service to the Board.

As recently announced, John Rogers will step down as CFO and from the Company and be succeeded by Joanne Wilson immediately following the announcement of the Company's 2023 First Quarter Trading Update.

In accordance with the 2018 UK Corporate Governance Code (the Code), all of the other directors of the Company (Directors) will stand for re-election to the Board at the AGM, with the exception of Joanne Wilson, who is standing for election for the first time.

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 6 to 14 of this document.

AGM ARRANGEMENTS

The AGM is an important event in the calendar for the Company and our shareholders. Following the success of previous meetings, we will again be offering shareholders the opportunity to follow the business of the AGM via a live webcast. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Further details on how you can join us virtually and ask questions are set out on page 19 of this document.

In person admission is from 10.15am and light refreshments will be served after the Meeting. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website, wpp.com, and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

RECOMMENDATION

Your Board considers that the resolutions set out on pages 3 to 5 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.

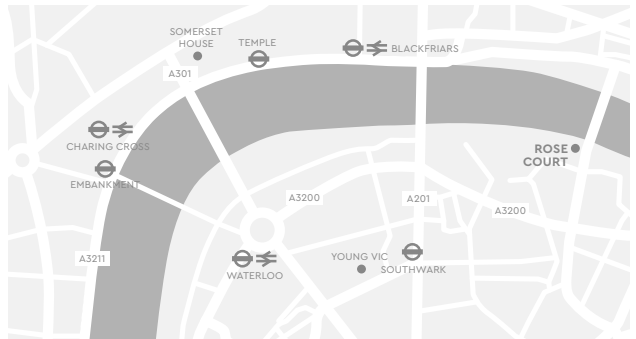
Your Board appreciates your continuing support.



Roberto Quarta
Chairman

THE WPP PLC 2023 ANNUAL GENERAL MEETING WILL BE HELD AT:

Rose Court
2 Southwark Bridge Road
London SE1 9HS



NOTICE OF MEETING

17 MAY 2023

Notice is hereby given that the 2023 Annual General Meeting of the shareholders of the Company will be held at 11.00am on Wednesday 17 May 2023 at Rose Court, 2 Southwark Bridge Road, London SE1 9HS to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 19 to 21, 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 2022.
- 2.**
To declare a final dividend of 24.4 pence per ordinary share in respect of the year ended 31 December 2022 payable to shareholders on the register of the Company at the close of business on 9 June 2023.
- 3.**
To receive and approve the Compensation Committee report contained within the Annual Report and Accounts for the financial year ended 31 December 2022.
- 4.**
To receive and approve the Directors' Compensation Policy contained within the Annual Report and Accounts for the financial year ended 31 December 2022.
- 5.**
To elect Joanne Wilson as a Director.
- 6.**
To re-elect Angela Ahrendts DBE as a Director.
- 7.**
To re-elect Simon Dingemans as a Director.
- 8.**
To re-elect Sandrine Dufour as a Director.
- 9.**
To re-elect Tom Ilube CBE 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 Cindy Rose OBE as a Director.
- 13.**
To re-elect Keith Weed CBE as a Director.
- 14.**
To re-elect Jasmine Whitbread as a Director.
- 15.**
To re-elect Dr. Ya-Qin Zhang as a Director.
- 16.**
To re-appoint Deloitte LLP as the auditor of the Company to hold office from the conclusion of the 2023 Annual General Meeting to the conclusion of the next general meeting at which financial statements are laid before the Company.
- 17.**
To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.

18.

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 £35,697,911 (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 £71,395,823 less £35,697,911); and
- (b) comprising relevant securities (as defined in the Company's Articles of Association) up to a maximum nominal amount of £71,395,823 (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 2024 or on 17 August 2024, whichever is earlier.

SPECIAL RESOLUTIONS

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

19.

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 107,093,734;
 - (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 2024 and 17 August 2024, 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 19 (a).

20.

In accordance with Article 8 of the Company's Articles of Association that if resolution 18 is passed, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash as if Article 7 of the Company's Articles of Association 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 18, up to a maximum nominal amount of £5,354,687, such authority to expire on the date of the Annual General Meeting of the Company to be held in 2024 or 17 August 2024, 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.

21.

In accordance with Article 8 of the Company's Articles of Association that if resolution 18 is passed and in addition to any power granted under resolution 20, the Board be authorised to allot equity securities (as defined in the Company's Articles of Association) wholly for cash, as if Article 7 of the Company's Articles of Association did not apply to any such allotment, in each case such authority to be:

- (a) up to an aggregate nominal amount not exceeding £5,354,687; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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 2024 or 17 August 2024, 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.

By Order of the Board

Balbir Kelly-Bisla
Company Secretary, WPP plc

23 March 2023

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 18 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 19 to 21 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 2022. 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 2022 Annual Report and Accounts.

RESOLUTION 2: DECLARATION OF FINAL DIVIDEND

The amount of the final dividend recommended by the Directors is 24.4 pence per ordinary share to be paid on 7 July 2023 to the shareholders on the register at the close of business on 9 June 2023. 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 2022, including how base salaries and short-term and long-term incentive compensation were determined for Executive Directors of the Company and for Senior Executives of the 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.

RESOLUTION 4: DIRECTORS COMPENSATION POLICY

Resolution 4 proposes the approval of the Directors Compensation Policy by shareholders.

The policy is included in the Compensation Committee report in the 2022 Annual Report and Accounts. The vote on the Directors Compensation Policy is a binding vote and if approved, will take effect from the date of the Meeting. A new Directors Compensation Policy will be put to shareholders again no later than the Company's AGM in 2026.

RESOLUTIONS 5 TO 15: ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association and the recommendation of the 2018 UK Corporate Governance 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 election or 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 financial services and finance, fast moving consumer goods, pharma, mergers and acquisitions, corporate governance, transformation, marketing, technology and environmental, social and governance matters. 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 2022, 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 the Director standing for election be confirmed to post.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR ELECTION



JOANNE WILSON
Chief Financial Officer¹

Appointment: 19 April 2023¹ **Nationality:** Irish

Skills and experience:

Joanne has extensive experience both in the UK and internationally in a variety of financial and commercial roles. She joins WPP from Britvic where she is currently Chief Financial Officer. Prior to this, Joanne had a successful career at Tesco where, at the time of leaving, she held the position of Chief Financial Officer of dunnhumby, a global leader in customer data science.

Joanne began her career at KPMG, where she qualified as a Chartered Accountant and spent three years in Hong Kong.

External appointments:

Non-Executive Director, Informa plc.

¹ Joanne Wilson will join the Board and become CFO designate on 19 April 2023 and succeed John Rogers as CFO immediately following the announcement of the Company's 2023 First Quarter Trading Update

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION



ANGELA AHRENDTS DBE
Non-Executive Director

Appointed: 1 July 2020 **S N** **Nationality:** British and American

Skills and experience:

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, Imagine and The HOW Institute for Society; Member of the Global Leadership Council of the Oxford University Saïd Business School and BritishAmerican Business International Advisory Board.

The biographies summarise each Director's skills and experience.

COMMITTEE MEMBERSHIP KEY

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

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



SIMON DINGEMANS
Non-Executive Director

Appointed: 31 January 2022 **A** **Nationality:** British

Skills and experience:

Simon has extensive business, capital markets, corporate finance and governance experience, and is currently a Senior Advisor at global investment firm The Carlyle Group. He was previously CFO of GlaxoSmithKline plc. Prior to GSK, Simon worked in investment banking at SG Warburg and then Goldman Sachs, where he was Managing Director and Partner for 10 years as a leader of its European M&A business and Head of UK Investment Banking. Simon is Chairman of Genomics plc and previously served as Chairman of the Financial Reporting Council and as Chairman of the 100 Group. Simon has a master's degree in geography from Oxford University.

External appointments:

Chairman, Genomics plc; Senior Advisor, The Carlyle Group.



SANDRINE DUFOUR
Non-Executive Director

Appointed: 3 February 2020 **A** **C** **Nationality:** French

Skills and experience:

Sandrine brings substantial financial expertise gained in global companies and strong strategic capability to the Board. Sandrine is currently CFO of UCB, a global pharmaceutical company. Previously she was CFO of Proximus. She held a number of leadership roles at Vivendi in France and the US across its entertainment and telecommunications business, and has an enthusiasm for cultural, technological and business transformation.

Sandrine began her career as a financial analyst at BNP and then Credit Agricole in the telecoms sector. She has held other non-executive director roles, most recently at Solocal Group.

External appointments:

Chief Financial Officer, UCB.



TOM ILUBE CBE
Non-Executive Director

Appointed: 5 October 2020 **A** **C** **N** **Nationality:** British

Skills and experience:

Tom brings a wealth of expertise as a technology entrepreneur and has extensive experience of the UK technology sector. He is Chair of the Rugby Football Union (RFU) and CEO of Crossword Cybersecurity plc. Tom was previously Managing Director of Consumer Markets at Callcredit Information Group. Prior to Callcredit, Tom founded and was CEO of Garlik, an identity protection company.

Tom has honorary doctorates from City, University of London, Coventry University, Portsmouth University and the University of Wolverhampton, and is an Honorary Fellow of both Jesus College and St Anne's College, Oxford. 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; Chair, Iternal Limited (previously known as Deathio Ltd); Founder and Chair, African Gifted Foundation; Chair, The Rugby Football Union (RFU).

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



ROBERTO QUARTA
Chairman

Appointed: 1 January 2015 (Chairman 9 June 2015)  

Nationality: Italian and American

Skills and experience:

Roberto has extensive 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.

Roberto is Chairman of Smith & Nephew plc, a Partner of Clayton, Dubilier & Rice, and Chairman of Clayton, Dubilier & Rice Europe. He is an Independent Non-Executive Director of Gulf Capital. 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 plc;¹ Partner, Clayton, Dubilier & Rice; Chairman, Clayton, Dubilier & Rice Europe; Independent Non-Executive Director, Gulf Capital.

¹ Roberto will step down as Chairman of Smith & Nephew plc in September 2023



MARK READ
Chief Executive Officer

Appointed: 3 September 2018 **Nationality:** British

Skills and experience:

Mark has held multiple leadership positions at WPP since joining in 1989. As 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 agencies. Mark was voted the industry's Most Influential Person 2019 in Econsultancy's Top 100 Digital Agencies, and in 2022 was recognised as a Champion of Women in Business for the fifth consecutive year. Mark was awarded a Fellowship for outstanding services to the industry in the IPA's 2021 New Year's Honours.

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

External appointments:

Trustee, Natural History Museum.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



CINDY ROSE OBE
Non-Executive Director

Appointed: 1 April 2019 **A C** **Nationality:** British and American

Skills and experience:

Cindy has extensive experience as a leader in the technology and media sectors, and brings exceptional knowledge of the role technology plays in business transformation. She was appointed Chief Operating Officer for Microsoft Global Enterprise in March 2023. Prior to this, Cindy was President of Microsoft Western Europe, and also CEO of Microsoft UK. She has also held the roles of Managing Director of the UK consumer division at Vodafone and Executive Director of Digital Entertainment at Virgin Media. She spent 15 years at The Walt Disney Company, ultimately as Senior Vice President and Managing Director of Disney Interactive Media Group.

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

External appointments:

Chief Operating Officer, Microsoft Global Enterprise; Advisory Board Member, Imperial College Business School in London and McLaren.



KEITH WEED CBE
Non-Executive Director

Appointed: 1 November 2019 **S** **Nationality:** British

Skills and experience:

Keith has a wealth of experience as a marketing and digital leader, and a deep understanding of the ways in which technology is transforming businesses. Keith was previously 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, Business in the Community; Board Trustee, Grange Park Opera; President, Royal Horticultural Society; Board Trustee, Leverhulme Trust; Senior Advisor, Bain Capital, Alix Partners; Advisory Board Member, i-Genie and McLaren.

BIOGRAPHIES OF THE DIRECTORS STANDING FOR RE-ELECTION CONTINUED



JASMINE WHITBREAD
Non-Executive Director

Appointed: 1 September 2019 **S** **C** **Nationality:** British and Swiss

Skills and experience:

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

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, including as the first Chief Executive of Save the Children International from 2010 to 2015. She was CEO of London First from 2016 to 2021, and was previously a Non-Executive Director of BT Group plc.

External appointments:

Chair of the Board, Travis Perkins plc; Non-Executive Director, Standard Chartered plc;¹ Non-Executive Director, Compagnie Financière Richemont SA; Visiting Fellow, Oxford University.

¹ Jasmine will step down as Non-Executive Director of Standard Chartered plc at its 2023 AGM



DR. YA-QIN ZHANG
Non-Executive Director

Appointed: 1 January 2021 **S** **Nationality:** American

Skills and experience:

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, between 2014 and 2019. Prior to joining Baidu, he held several positions during his 16-year tenure at Microsoft, both in the United States and China, including Corporate Vice President and Chairman of Microsoft China. Ya-Qin is currently a Non-Executive Director of 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.

External appointments:

Non-Executive Director, AsiaInfo Technologies Limited and ChinaSoft International Limited; Chair Professor, AI Science and Founding Dean, Institute for AI Industry Research, Tsinghua University.

RESOLUTIONS 16 AND 17: RE-APPOINTMENT OF AUDITORS

The auditors of the Company must be appointed at each Annual General Meeting. Resolution 16 proposes the re-appointment of Deloitte LLP, to hold office until the conclusion of the next Annual General Meeting to be held in 2024.

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 17 gives authority to the Audit Committee to determine the auditor's 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 2022 (including non-audit fees) are set out on page 126 of the Annual Report.

RESOLUTION 18: AUTHORITY TO ALLOT SHARES

Resolution 18 proposes to seek renewal of the authority given to the Directors to allot ordinary shares. The £71,395,823 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 16 March 2023 (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 16 March 2023 will be applied (if at all) to fully pre-emptive rights issues only. The Directors are aware of the latest Share Capital Management Guidelines published by the

Investment Association in February 2023, which update the previous guidance to allow this authority to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will propose limiting the relevant limb of the allotment authority to rights issues in line with past practice but will keep emerging market practice under review. As at the date of this Notice, the Company holds 70,489,953 treasury shares which represent approximately 6.6% of the total ordinary share capital in issue (excluding treasury shares) as at 16 March 2023. 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 18 and 19 to 21 will expire on the date of the Annual General Meeting in 2024 or 17 August 2024, whichever is earlier.

RESOLUTION 19: AUTHORITY TO PURCHASE OWN SHARES

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and resolution 19 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 intend to implement the authority only 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 ordinary shares purchased under this authority would ordinarily be cancelled and the number of ordinary 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 16 March 2023 is 22,296,600. The proportion of issued share capital that they represented at that time was 2.1% (excluding treasury shares) and the proportion of issued share capital that they will represent if the full authority to buy back ordinary shares (existing and being sought) is used and if the ordinary shares bought back are cancelled, will be 2.3% (excluding treasury shares).

Resolution 19 specifies the maximum number of ordinary shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 16 March 2023, excluding treasury shares) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the UK Listing Rules.

RESOLUTIONS 20 AND 21: DISAPPLICATION OF PRE-EMPTION RIGHTS

The authority being sought in resolutions 20 and 21 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's revised statement of principles for the disapplication of pre-emption rights published in November 2022 (the Statement of Principles).

The authority granted in resolution 20 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the board otherwise considers necessary;
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £5,354,687 (representing approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 16 March 2023, the latest practicable date prior to publication of this Notice.

Resolution 21 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Statement of Principles. The power under resolution 21 is in addition to that proposed by resolution 20 and would be limited to allotments or sales of up to an aggregate nominal amount of £5,354,687 (representing an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 16 March 2023, the latest practicable date prior to publication of this Notice).

The Directors confirm that 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.

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 12-month period and is disclosed in the announcement of the issue.

Whilst, at this time, the Directors have not proposed the adoption of the increased limits of 10% set out in the Pre-emption Group's most recent Statement of Principles for the purposes of resolutions 18 and 19, nor are they proposing to provide specifically for follow-on offers, they intend to keep emerging market practice under review.

If the powers sought by resolutions 20 and 21 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to have regard to the shareholder protections in Part 2B of the Statement of Principles. While the resolutions do not specifically provide for follow-on offers, where relevant, the Directors confirm their intention to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Statement of Principles.

IMPORTANT NOTES

1. The AGM is an important event in the calendar for the Company and our shareholders. Following the success of previous meetings, we will again be offering shareholders the opportunity to follow the business of the AGM via a live webcast. This will allow shareholders to watch the presentations and ask questions during the Meeting, as they would if they were attending in person. Further details on how you can join us virtually and ask questions are set out on page 19 of this Notice.

In person admission is from 10.15am and light refreshments will be served after the Meeting.

Please note, if you are unable to attend the AGM on the day to vote in person, you are strongly encouraged to lodge a vote by proxy ahead of the Meeting.

2. Only shareholders whose names appear on the register of members of the Company at 8.00pm on 15 May 2023 shall be entitled to vote at the AGM in person or 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. 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 to appoint your proxy and submit instructions 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 BS99 6ZY, by 11.00am on Monday 15 May 2023. 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.

5. As an alternative to completing and returning the printed Form of Proxy, you may appoint your proxy and submit instructions online by 11.00am on Monday 15 May 2023, 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 or email sent to them.

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 11.00am on Monday 15 May 2023. 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. If more than one of the joint holders of a share tenders a vote on the same resolution, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the relevant share.

9. Any shareholder attending the AGM has the right to ask questions. There are three ways that shareholders can ask questions, either in advance, or at the Meeting:

1. pre-submitted questions by emailing them to WPPAGM@wpp.com by 8.00pm on 15 May 2023;
2. during the Meeting via the live webcast. For instructions on how to submit a question via the live webcast please see page 19 and;
3. in person at the Meeting.

To enable the Board to answer as many shareholder questions as possible, we encourage you to submit questions in advance and 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.

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 business of the Meeting 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. Please also be advised that unacceptable behaviour – including in relation to language, disruption to the Meeting and line of questioning adopted during Q&A sessions, will not be tolerated at the Meeting and will be dealt with accordingly by the Chair of the Meeting.

10. As at 16 March 2023 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consists of 1,141,427,296 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 16 March 2023 are 1,070,937,343.

11. Copies of the following documents are available 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. These documents will also be available for inspection at the place of the Meeting from 10.30am until the close of the Meeting:

- (a) Directors' service contracts and/or terms of appointment for the Chairman and for the Non-Executive Directors; and
- (b) copies of the deeds of indemnity of the Directors.

12. The Company may process personal data of attendees at the Meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. Any such personal data shall be processed by the Company in accordance with its privacy policy, which can be found on the Company's website, wpp.com/privacy-policy.

13. Subject to shareholder approval at the AGM, the Board is proposing a final dividend for 2022 of 24.4 pence per share as set out in ordinary resolution 2. From July 2022 we have only paid cash dividends by direct credit, as communicated in 2021. To review and/or update your dividend payment method please visit www.investorcentre.co.uk/je or contact the Company's registrars, Computershare on +44 (0)370 707 1411 or at www.investorcentre.co.uk/je/contactus.



ACCESSING THE AGM WEBCAST

The live webcast of the Meeting including the question and answer session can be accessed using the following link <https://edge.media-server.com/mmc/p/a7u3ihou>, 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. A recording will be available after the conclusion of the AGM for a period.

This information will be made available on our website: wpp.com/investors.



DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

To participate at the AGM virtually, please contact the Company's registrars, Computershare, before 11.00am on 15 May 2023 on +44 (0)370 707 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).



LOGGING IN

On accessing <https://edge.media-server.com/mmc/p/a7u3ihou> you will be prompted to register and enter your SRN and PIN. 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 registrars using the details on page 18.



ASKING QUESTIONS VIA WEBCAST

Shareholders may ask questions via the live webcast 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 live webcast 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 live webcast. 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 (ADS)

If you are a registered ADS holder you will need to register in advance to participate at the AGM virtually. For queries please contact the Company's US depository Citibank on + 1 877 248 4237.



SHAREHOLDER SECURITY

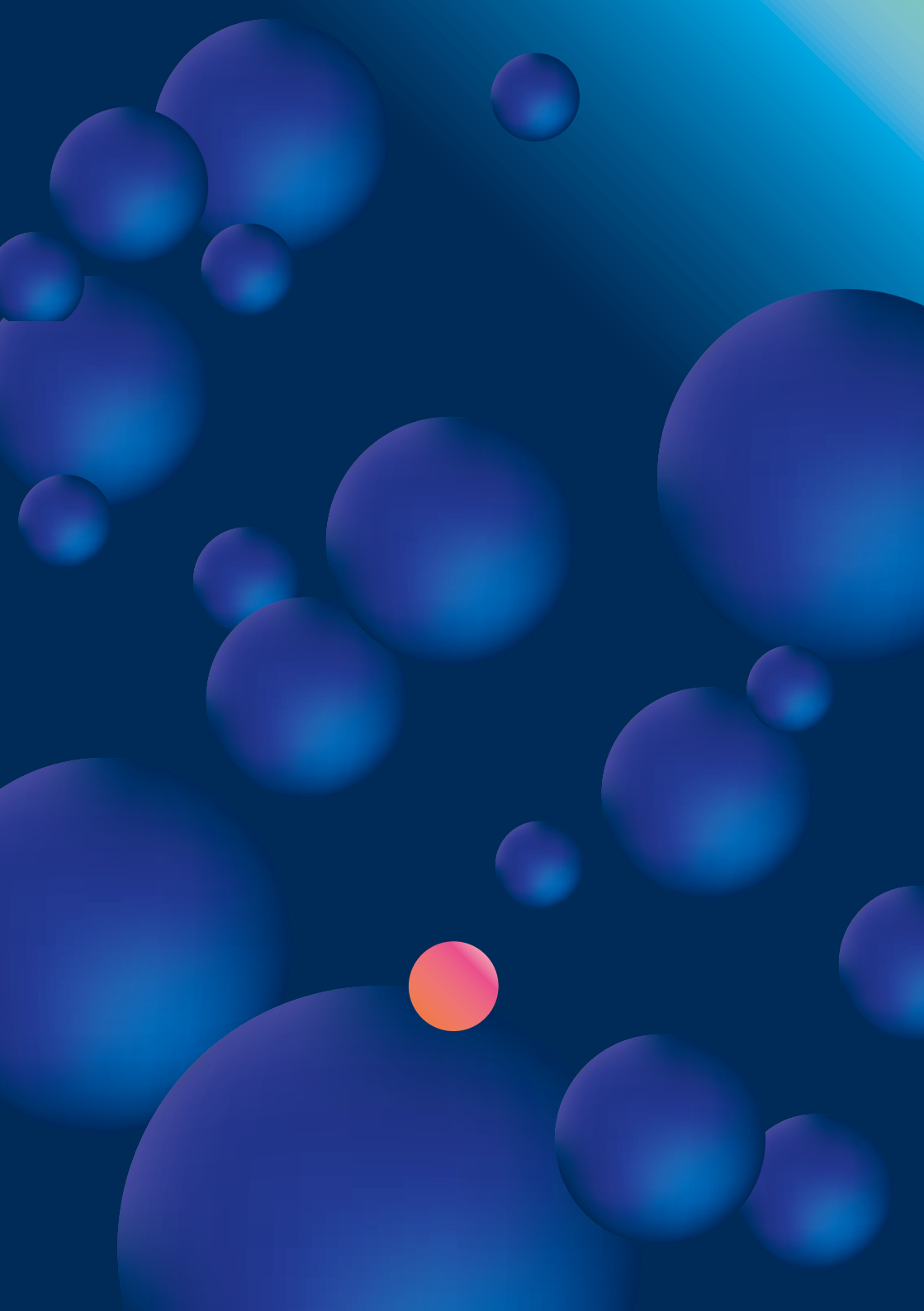
We are aware that some of our shareholders have received unsolicited and suspicious phone calls or mail from purported 'brokers' who offer to buy their shares at a price far in excess of their market value. It is unlikely that firms authorised by the Financial Conduct Authority (FCA) will contact you 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. Check the firm on the FS register at www.fca.org.uk/register. The Financial Services Register is a public record of all the firms and individuals in the financial services industry that are regulated by the Financial Conduct Authority (FCA).

If you suspect that you have been approached by fraudsters, please tell the FCA using the share fraud reporting form at www.fca.org/scams, where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6788 (freephone) or 0300 500 8082 (from the UK) or +44 207 066 1000 (from abroad).

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 (from the UK) or +44 300 123 2040 (from abroad) or online at www.actionfraud.police.uk.

Further information and guidance is available from the Company's registrars, Computershare on +44 (0)370 707 1411 or via their website: investorcentre.co.uk/je/contactus.





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