



MR A SAMPLE

- ADD2
- ADD3
- ADD4
- ADD5
- ADD6
- ADD7
- ADD8
- ADD9
- ADD10
- ADD11
- ADD12
- ADD13
- ADD14



FORM OF PROXY



CONTROL NUMBER: 917170



PIN: XXXXXXXXX

SRN: XXXXXXXXX

Resolutions	For	Against	Withheld
1 Ordinary Resolution to receive the Annual Report and Accounts for the financial year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ordinary Resolution to declare a final dividend of 14.0 pence per ordinary share in respect of the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ordinary Resolution to receive and approve the Compensation Committee Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ordinary Resolution to elect Angela Ahrendts DBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ordinary Resolution to elect Tom Ilube CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ordinary Resolution to elect Dr. Ya-Qin Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ordinary Resolution to re-elect Dr Jacques Aigrain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ordinary Resolution to re-elect Sandrine Dufour as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ordinary Resolution to re-elect Tarek Farahat as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ordinary Resolution to re-elect Roberto Quarta as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ordinary Resolution to re-elect Mark Read as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ordinary Resolution to re-elect John Rogers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions	For	Against	Withheld
13 Ordinary Resolution to re-elect Cindy Rose OBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ordinary Resolution to re-elect Nicole Seligman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ordinary Resolution to re-elect Sally Susman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Ordinary Resolution to re-elect Keith Weed CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Ordinary Resolution to re-elect Jasmine Whitbread as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Ordinary Resolution to re-appoint Deloitte LLP as the auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Ordinary Resolution to authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Ordinary Resolution to authorise the Directors to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21 Special Resolution to authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 Special Resolution to authorise the Directors to allot equity securities wholly for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23 Special Resolution to authorise the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24 Special Resolution to approve the adoption of the new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing this form, please read the explanatory notes overleaf. I/We want the Chair of the Meeting OR the following person (called the "proxy") to attend and vote on my/our behalf at the Annual General Meeting of WPP plc to be held on 9 June 2021 and at any adjournment of the Meeting. **Given the restrictions on attendance, shareholders are encouraged to appoint the Chair of the Meeting as their proxy (by leaving the below box blank), rather than another person(s) who may not be permitted to attend the AGM. Appointment of a third party may result in your vote not being counted.**

For the appointment of more than one proxy, please refer to note 8. The proxy need not be a member of the Company. I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Any one joint holder may sign

Date /2021

--	--

Please leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s). Otherwise write the full name of the individual or body corporate you are appointing as your proxy. See note above.

Please tick here if this appointment is one of multiple appointments being made.

EXT0779 19 WPPJ

WPP plc will be holding its Annual General Meeting on 9 June 2021 at 12.00pm at Sea Containers House, 18 Upper Ground, London SE1 9GL.

If you have a question on business matters set out in the Notice of Annual General Meeting 2021, please write it here. We will provide responses to questions on our website following the meeting.

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. Shareholders are encouraged to participate in the AGM by voting by proxy and by submitting any questions in advance of the Meeting. Further details on both of these options is provided overleaf. The AGM will be broadcast live and shareholders will be able to watch the presentations and ask questions during the Q&A part of the Meeting. Full details are contained on page 20 of the 2021 AGM Notice.

.....

.....

.....

.....

Note: This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.



NOTES FOR COMPLETION OF FORM OF PROXY

APPOINTING A PROXY

- 1 **A proxy need not be a member of the Company but must attend the AGM to represent you. Given the restrictions on attendance, shareholders are encouraged to appoint the Chair of the Meeting as their proxy (by leaving the below box blank), rather than another person(s) who may not be permitted to attend the AGM. Consequently, appointment of a third party may result in your vote not being counted.**
- 2 Please indicate by placing 'X' under the column 'For' or the column 'Against' or the column 'Withheld' how you wish your votes to be cast. On receipt of this form duly signed, but without any specific direction how you wish your vote to be cast, your proxy may vote or abstain, at their discretion. On any other business (including a motion to adjourn the Meeting or to amend a resolution) the proxy will vote at their discretion.
- 3 The 'Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' the resolution.
- 4 In the case of joint shareholders, the vote of the first named in the Register of the Company who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other shareholder(s).
- 5 In the case of a shareholder which is a body corporate, this form must be executed either under its common seal, or under the hand of an officer or agent duly authorised in writing on its behalf.
- 6 To be valid, we encourage that this form (together with any power of attorney or other authority (if any) under which it is signed and dated) be completed, signed and received at the office of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the Meeting. Notwithstanding, 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.
- 7 Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the chair (please see note 1 above in relation to the consequences of appointing a third party), please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).
- 8 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Computershare Registrars on +44 (0)370 707 1411 or you may photocopy this form (please see note 1 above in relation to the consequences of appointing a third party). Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 9 To submit your proxy instructions electronically:
 - (a) you may submit your proxy online by accessing the Company's website wpp.com/investors/shareholder-centre/shareholder-meetings. You will need your unique shareholder reference number (SRN), Control Number and personal identification number (PIN) printed on this form in order to log in. The use by shareholders of the electronic proxy appointment service will be governed by the terms and conditions of use which will appear on the website. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 48 hours before the time appointed for the Meeting; or
 - (b) alternatively, CREST members can submit their vote through the CREST electronic proxy appointment service. Please refer to note 7 on page 20 of the accompanying Notice of Annual General Meeting.
- 10 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 (as mentioned in note 1).

Shareholder questions

- 11 We are happy to receive questions from shareholders at any time. If you have specific questions on business matters set out in the Notice of Annual General Meeting 2021, please email these to WPPAGM@wpp.com by 7 June 2021. Alternatively, please fill out the question slip overleaf and return by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 7 June 2021.

Shareholder enquiries

- 12 For any enquiries, please contact Computershare on +44 (0)370 707 1411 (lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales)) or by post: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.