

PUBLIC ANNOUNCEMENT

The Capital Markets Act
Chapter 485A of the Laws of Kenya
Regulation 4(3) of the Capital Markets (Take-overs and Mergers) Regulations, 2002

RUSSELL SQUARE HOLDINGS B.V.

PROPOSED ISSUE OF 53,290,883 NEW ORDINARY SHARES IN WPP SCANGROUP LIMITED TO RUSSELL SQUARE HOLDING B.V.

1. Introduction

Pursuant to regulation 4(3) of the Capital Markets (Take-overs & Mergers) Regulations, 2002 (the **Take-overs Regulations**), Russell Square Holdings B.V. (**Russell BV**) hereby announces that on 25 April 2018 it served on WPP Scangroup Limited (**WPP Scangroup**) a notice of intention to subscribe for 53,290,883 new ordinary shares in WPP Scangroup (the **Additional Shares**).

2. The offeror

Russell Square Holding B.V. is a private company registered under the laws of the Netherlands bearing registration number 24269341 and having its registered office address at Laan op Zuid 167, 3072 DB Rotterdam, the Netherlands (**Russell BV**).

3. Associated Persons

Cavendish Square Holding B.V. is a private company registered under the laws of the Netherlands bearing registration number 8152489 and having its registered office address at Laan op Zuid 167, 3072 DB Rotterdam, the Netherlands (**Cavendish BV**).

Ogilvy & Mather South Africa (Pty) Ltd is a private company registered under the laws of South Africa bearing registration number 1995/005765/07 and having its registered office address at The Brand Building, 15 Sloane Street, Bryanston 2152, South Africa (**O&M**).

WPP Plc is a public limited liability company registered under the laws of Jersey bearing company number 111714 and having its registered office address at Queensway House, Hilgrove Street, St Helier, JE1 1ES, Jersey (**WPP**). WPP's shares are admitted to the premium segment of the Official List of the UK Listing Authority and trade on the London Stock Exchange's main market for listed securities and its American depository shares are quoted on the New York Stock Exchange.

Russell BV, Cavendish BV and O&M are subsidiaries of WPP.

4. The offeree

WPP Scangroup is a public limited liability company registered in accordance with the laws of the Republic of Kenya with company number C.11/2006. WPP Scangroup is a marketing and communication company operating several subsidiaries including, advertising agencies, PR agencies, communications and media firms and research agencies.

WPP Scangroup's shares are listed on the Nairobi Securities Exchange in Kenya.

5. Current shareholding in WPP Scangroup

WPP, through its subsidiaries Cavendish BV and O&M, controls 189,811,416 ordinary shares in WPP Scangroup comprising 50.1% of the total issued shares of WPP Scangroup. WPP therefore has effective control of WPP Scangroup within the meaning of the Take-over Regulations.

6. Proposed issue of Additional Shares in WPP Scangroup to Russell BV

Russell BV has a significant interest in Research and Marketing Group Investment Limited (Mauritius) (the **Target**) which is an entity engaged in market research business.

WPP Scangroup as the buyer and Russell BV as the seller have entered into a share purchase agreement, on an arm's length basis, dated 25 April 2018, for the sale and purchase of all of the shares held by Russell BV in the Target, being 3,660 shares which comprise 70% of the total issued share capital in the Target (**Sale Shares**). Russell BV and WPP Scangroup have agreed that the consideration for the Sale Shares shall be settled by the issue to Russell BV of Additional Shares.

The number of Additional Shares to be allotted to satisfy the consideration has been calculated by dividing the purchase price (KES 926,639,644) by the strike price agreed at KES 17.39 for each sale share, which represents the average ruling trading price on the Nairobi Securities Exchange, on which WPP Scangroup's shares are traded, for the 3 months prior to 12 April 2018.

Consequently, Russell BV and its associated persons (Cavendish BV, O&M and WPP) will beneficially own an aggregate of 243,102,299 ordinary shares in WPP Scangroup comprising 56.25% of the issued shares in WPP Scangroup.

7. Application for Exemption from the requirement to make a Take-over Offer

Russell BV does **NOT** intend to make a take-over offer for WPP Scangroup and shall apply to the Capital Markets Authority (the "**CMA**") in accordance with Regulation 4 of the Take-over Regulations for an exemption from complying with the requirement to make a take-over under Regulation 5(2) (a), (c) and (g) of the Take-over Regulations on the grounds that:

- it is an acquisition for the purpose of a strategic investment that is relevant to the business of WPP Scangroup;
- it is a restructuring of WPP Scangroup's share capital resulting from an acquisition; and
- granting the exemption shall serve the wider interests of WPP Scangroup's shareholders and the public generally.

Russell BV is optimistic that the re-organisation will enable WPP Scangroup to enhance client service and to increase operating efficiencies and financing capacity, which will in turn unlock enhanced economic benefits for the shareholders of WPP Scangroup.

Further, the exemption will serve public interests by ensuring the continued opportunity to the public to invest in WPP Scangroup. A take-over of WPP Scangroup would likely lead to the delisting of its shares from the Nairobi Securities Exchange, which would in turn lock out interested members of the investing public from participating in any future growth of the company. It would be in the best interests of WPP Scangroup, its shareholders and the public as a whole, for WPP Scangroup to maintain its listed status.

8. Completion

It is expected that the Proposed Issue will be completed no later than 31 July 2018 although this date may be extended by mutual agreement of Russell BV and WPP Scangroup subject to the necessary regulatory approvals.

Dated 26 April 2018

Russell Square Holding B.V.