

###

**WPP SCANGROUP PLC EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY 27th MAY 2020 AT 11:00AM
ON APPROVAL OF THE PROPOSED DISPOSAL OF THE KANTAR BUSINESS (THE TRANSACTION)
LIST OF QUESTIONS AND ANSWERS AS AT 12:00NOON ON 26. 05 2020**

	Name of shareholder	Date of question	Question	Answer	Date of submission of answer
1	Thomas Wamwea	27.04.2020	Can you please elaborate more on the special dividend, when is the pay out date, book closure and amount payable to shareholders?	Please refer to section 10 -paragraph 10.2 of the shareholders circular that has been uploaded onto our website. www.wpp-scangroup.com	05.05.2020
2	Josephine Waitherero	03.05.2020	kindly explain why you are selling the above shares, and what impact it will have on us as shareholders.	<p>Thank you for your question on why the Group is selling its interests in the Kantar business.</p> <p>The rationale for selling the business is explained in the Circular to Shareholders issued by the Company. The Circular can be downloaded on the following link - https://www.wpp-scangroup.com/?page_id=140# . A copy of the Circular is however attached for ease of reference.</p> <p>When the Company acquired the Kantar business in July 2018, the Shares Purchase Agreement (SPA) had "Tag and Drag" provisions, which provided that in the event that WPP Plc decides to sell its interests in the Kantar business, then WPP Scangroup would also be required to sell our interest in the business on similar or better terms than the terms offered for the global business. It is for this reason that when WPP Plc decided to sell its majority interest in the Kantar business, we were obligated to participate in the sale by offering our interest in the business as well.</p> <p>Kindly, see the LETTER FROM THE CHAIRMAN appearing in the Circular to Shareholders from page 9 through page 13 of the Circular where the reason is explained in detail.</p> <p>Further, to the above, the rationale for the transaction is also expounded on pages 21-22 clearly speaking to the disadvantages of not selling the same.</p> <p>We trust that this answers your question adequately but do not hesitate to revert to us should you require any further clarification</p>	15.05.2020
3	John Kamara	05.05.2020	I would like to know the number of votes (% of shares) required for approval of the proposed sale of Scangroup's Kantar business. Thanks in advance.	<p>To carry this resolution, the Company requires a simple majority that is 50% plus one of the votes of the shareholders attending in person or by proxy.</p> <p>We trust that this answers your question adequately but do not hesitate to revert to us should you require any further clarification</p>	15.05.2020
4	Peterson Mutwiri	17.05.2020	Is the special dividend likely to be paid in 2020 or 2021.	The intent is to pay the special dividend before the end of 2020. This is assuming we deliver to all the Conditions Precedent and achieving completion of the transaction before the end of June 2020.	18.05.2020