

WPP SCANGROUP PLC

RESOLUTIONS PASSED AT THE 2021 ANNUAL GENERAL MEETING HELD ELECTRONICALLY ON THURSDAY, 30 SEPTEMBER 2021 AT 11:00 A.M.

ORDINARY BUSINESS

1. Audited Financial Statements for the year ended 31 December 2021

It was proposed by Geoffrey Maoga and seconded by Wachira Robert Kamau and resolved by majority vote, that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 December 2021, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

2. Directors

- a) It was proposed by Wanderi Francis Mwangi and seconded by Gicinga Johnson Henry and resolved by majority vote that Mr Pratul Shah be and is hereby re-elected as a Director of the Company.
- b) It was proposed by Wanderi Francis Mwangi and seconded by Gicinga Johnson Henry and resolved by majority vote that Mr Shahid Sadiq be and is hereby re-elected as a Director of the Company.
- c) It was proposed by Wanderi Francis Mwangi and seconded by Gicinga Johnson Henry and resolved by majority vote that the following directors be and are hereby re-elected as members of the Board Audit and Risk Committee.
 - i) Mr. Pratul Shah
 - ii) Mr. Richard Omwela
 - iii) Mr. Jonathan Neil Eggar

3. Directors Remuneration

- a) It was proposed by Wanjiru Ileri Eva and seconded by Joseph Keverenge Chogo and resolved by majority vote that the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2020 be and is hereby approved.
- b) It was proposed by Wilson Farzeen and seconded by Kituli Boniface Kyalo and resolved by majority vote that the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2020 be and is hereby approved.

4. Auditors

It was proposed by Madren Oluoch-Olunya and seconded by Orare Victor Mosera and resolved by a majority vote to re-appoint Messrs Deloitte & Touche, in office as the Company's Auditors in accordance with the provisions of Section 721 (2) of the Companies Act, 2015. It was further resolved by a majority vote, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the ensuing financial year.

SPECIAL BUSINESS

5. Special Resolution 1: Merger Relief

It was proposed by Wangui Kariuki & Lydia Wangari Kariuki Nancy and seconded by Stephen Irungu Kimani and resolved by a majority vote as follows:

THAT, the directors are authorised to create in the books of account of the Company a merger reserve account as permitted by section 388 of the Companies Act, 2015 for the purpose of absorbing past and future impairments of value on shares of subsidiary companies where the share premium created on the issue of the Company's shares on acquisition of such subsidiaries qualifies for merger relief under the conditions of section 388 of the Companies Act, 2015 AND THAT the directors shall report in the annual report and audited financial

statements of the Company the amount of share premium resolved by the board (if any) to be transferred to the merger reserve.

6. Special Resolution 2 – new Articles of Association

It was proposed by Grace Wanjiku Kimani and seconded by Kaudo Lennox Omondi and resolved by a majority vote as follows:

THAT, the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015.

The above is a true record of the resolutions passed at the 2021 Annual General Meeting of WPP Scangroup Plc.

BY ORDER OF THE BOARD



Winnie Jumba
Company Secretary

30 September 2021

WPP SCANGROUP PLC

POLLING RESULTS

The results of the voting on the resolutions that were put forward for determination by shareholders at the 2021 Annual General Meeting (AGM) held on Thursday, 30th September 2021 at 11:00 a.m. are summarized below.

| | RESOLUTION | Voted in Favour | % In Favour | Voted Against | % Against | Abstained | % Abstained | RESULT |
|----|--|-----------------|-------------|---------------|-----------|-----------|-------------|---------------|
| 3. | To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2020, together with the Chairman's, the Directors' and Auditor's Reports thereon | 259,296,398 | 99.95% | 88,340 | 0.03% | 55,350 | 0.02% | PASSED |
| 4. | To note that the Directors do not recommend the payment of a final dividend for the financial year ended 31st December 2020 | 257,306,950 | 99.18% | 1,655,258 | 0.64% | 477,880 | 0.18% | PASSED |
| 5. | Directors: | | | | | | | |
| | a) In accordance with the provisions of Article 93 of the Company's Articles of Association:- Mr Pratul Hemraj Shah retires at this meeting and being eligible, offers himself for re-election | 256,283,058 | 98.78% | 122,160 | 0.05% | 3,034,870 | 1.17% | PASSED |
| | b) In accordance with the provisions of Article 116 of the Company's Articles of Association Mr Shahid Sadiq retires by rotation and being eligible, offers himself for re-election. | 256,283,698 | 98.78% | 122,380 | 0.05% | 3,034,010 | 1.17% | PASSED |
| | c) In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee:- Mr. Pratul Shah, Mr. Richard Omwela, Mr. Jonathan Neil Eggar | 256,181,198 | 98.74% | 257,500 | 0.1% | 3,001,390 | 1.16% | PASSED |
| 6. | Directors' Remuneration:- a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2020. | 258,818,755 | 99.76% | 327,430 | 0.13% | 293,903 | 1.11% | PASSED |
| | b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2020. | 258,791,135 | 99.75% | 343,400 | 0.13% | 305,553 | 0.12% | PASSED |

| | | | | | | | | |
|----|--|-------------|--------|---------|-------|---------|-------|---------------|
| 7. | To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015. | 259,106,068 | 99.87% | 276,220 | 0.11% | 57,800 | 0.02% | PASSED |
| 8. | SPECIAL BUSINESS Special Resolution 1 – Merger Relief To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:- THAT, the directors are authorised to create in the books of account of the Company a merger reserve account as permitted by section 388 of the Companies Act, 2015 for the purpose of absorbing past and future impairments of value on shares of subsidiary companies where the share premium created on the issue of the Company's shares on acquisition of such subsidiaries qualifies for merger relief under the conditions of section 388 of the Companies Act, 2015 AND THAT the directors shall report in the annual report and audited financial statements of the Company the amount of share premium resolved by the board (if any) to be transferred to the merger reserve. | 259,189,258 | 99.91% | 80,300 | 0.03% | 144,470 | 0.06% | PASSED |
| | Special Resolution 2 – new Articles of Association To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:- THAT, the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015. | 259,283,698 | 99.95% | 5,160 | 0% | 125,170 | 0.05% | PASSED |

Appreciation

WPP Scangroup plc takes this opportunity to thank all the 582 shareholders who registered and participated in the electronic Annual General Meeting of the Company.

Decision

All the resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

BY ORDER OF THE BOARD

Winnie Jumba
Company Secretary

30 September 2021