

**WPP PLC AGM Date: 2013-06-12**

**1 Receive the Annual Report**

**For**

**2 Approve the dividend**

**For**

**3 Approve the Remuneration Report**

**Oppose**

Disclosure is adequate and changes in policies have been well documented. It is noted that many changes brought forth by the Committee is welcomed. However, the remuneration outcomes for FY 2012 have remained high. The LEAP awards which vested in the year under review yielded an amount (£11.37m) worth close to nine times base salary for the CEO. The maximum face value of awards under the LEAP III were £17.5m, worth close to 13.5 times his salary. This is in addition to the bonus opportunity of more than four times salary. The total CEO remuneration, as reported by the Company on page 136 of the Annual report, shows a single figure of £17.6m, an increase of 48% over last year.

Contracts are considered adequate, with less of equal to 12 months notice period (no notice period for the CEO). No mitigation statement has been made

**4 Approve the Sustainability Report**

**For**

**5 To re-elect Colin Day**

**Abstain**

Independent Non-Executive Director. There are concerns over his aggregate time commitments. He missed one Board and one audit committee meeting. No justification has been provided.

**6 To re-elect Esther Dyson**

**For**

Non-Executive Director. Independent by the Company, but not considered independent as she has been on the Board for more than nine years. However, there is sufficient independence on the Board.

**7 To re-elect Orit Gadiesh**

**For**

Non-Executive Director. Independent by the Company but not considered independent as she has been on the Board for more than nine years. There is sufficient independence on the Board. She missed two Board meetings she was eligible to attend however the Company provided a mitigating statement following engagement with PIRC.

**8 To re-elect Philip Lader**

**For**

**9 To re-elect Ruigang Li**

**Abstain**

**10 To re-elect Mark Read**

**For**

**11 To re-elect Paul Richardson**

**For**

**12 To re-elect Jeffrey Rosen**

**For**

Senior Independent Director. Independent by the company but not considered independent as he was a bank advisor to the WPP,

advising on the group's financial restructuring in 2002, when he was at Wasserstein Parella. However, there is sufficient independence on the Board.

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>13 To re-elect Timothy Shriver</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>For</b>     |
| <b>14 To re-elect Sir Martin Sorrell</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>For</b>     |
| <b>15 To re-elect Solomon Trujillo</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>For</b>     |
| <b>16 To elect Roger Agnelli</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>For</b>     |
| <b>17 To elect Dr Jacques Aigrain</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>For</b>     |
| <b>18 To elect Hugo Shong</b><br>Independent Non-Executive Director. There are concerns over his aggregate time commitments.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Abstain</b> |
| <b>19 To elect Sally Susman</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>For</b>     |
| <b>20 Appoint the auditors and allow the board to determine their remuneration</b><br>Deloitte LLP proposed. The total non-audit fees were approximately 43.13% of audit fees during the year under review, and the three year average is 45.81%. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor.                                                                                                                                                                                                                                                                                                                                                                                          | <b>Oppose</b>  |
| <b>21 Issue shares with pre-emption rights</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>For</b>     |
| <b>22 Approve new long term incentive plan</b><br>It is proposed to approve the new Executive Performance Share Plan (EPSP). As opposed to the LEAP, which had its last awards made in 2012, the plan will adopt three performance measures: relative TSR, EPS and Return on Equity (ROE). Threshold vesting will reduce from 30% to 20%. The individual limits are set at 9.75 times gross salary. Performance conditions have been disclosed.<br>While there are certain ameliorations compared to the LEAP, this new proposal still makes for an excessive remuneration package. At nearly 10 times base salary, it is surprising why the Remuneration Committee has put forward such an equally excessive pay structure, given shareholder criticism about pay in the UK market. | <b>Oppose</b>  |
| <b>23* Authorise Share Repurchase</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>For</b>     |
| <b>24* Issue shares for cash</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>For</b>     |