WPP PLC

Meeting Date:	Wed, 25 Jun 2014 12:00pm	Type:	AGM	Issue date:	Tue, 10 Jun 2014
Meeting Location:	The Shard, 32 London Bridge Street, London SE1 9SG				
Current Indices:	FTSE EuroFirst FTSE 100				
Sector:	Media Agencies				

	PROPOSALS	ADVICE
1	**Receive the Annual Report** The Strategic Review meets best practice. Adequate environmental and employment policies are in place and some quantifiable environmental reporting is disclosed. Gender balance at all levels of the Company is disclosed.	**For**
2	**Approve the dividend** A final dividend of 23.65 pence per share is proposed. Together with the interim dividend this brings the total dividend for the year to 34.21 pence per share. Covered by earnings.	**For**
3	**Approve the Remuneration Report** Disclosure is considered adequate with all elements of each director's cash remuneration disclosed. All share incentive awards are also stated with award dates and prices. Pension contributions and entitlements are provided. However, rewards made to the Executive Directors for the year, are considered excessive in comparison with their base salaries. Variable remuneration equated to 24 times of base salary for the CEO. Additionally, the balance of CEO realised pay with financial performance is considered unacceptable. The change in CEO total pay over five years is not commensurate with the change in TSR over the same period. Rating: C Based upon the unacceptable balance of CEO pay and the potentially excessive payments to executive directors, Triodos does not support this resolution.	**Oppose**

4	**Approve Remuneration Policy** Disclosure: B Disclosure is considered acceptable. Balance: D The Company operates one long term incentive plan the Executive Performance Share Plan (EPSP), although it has others left as legacy. The EPSP awards vest subject to three conditions the TSR relative to a Peer Group, the headline EPS growth and the average ROE. These performance conditions work independently of each other, which is not considered best practice. The Conditions should operate in a concurrent fashion, so no awards vest unless all conditions and targets have been met. Awards are not subject to a non-financial KPI which goes against best practice. It is noted that the performance period is five years. The Executive Directors' total potential rewards under all incentive schemes are considered to be excessive. The CEO potential awards under the variable pay may amount to 1410% of his base salary, and this does not take into account the investment matching share awards under the Leadership Equity Acquisition Plan III (LEAP III) which can award up to 500% of the Director's investment. It is noted no further award can be made under LEAP III, however awards still vest under the plan. The ratio of CEO pay to employee average pay is not disclosed. However, it has been estimated and it is considered excessive. Dividends accrue over the performance period (five years) on the number of shares that vest. This practice is not acceptable; a dividend should not be backdated to include the performance period. Contracts: E The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This is considered an inappropriate practice as it undermines the rationale behind the remuneration policy to retain Executive Directors. There is no evidence that upside discretion can not be used while determining severance. There are significant exceptions to contracts policy (for the Current Group CEO) that applies from effective date of binding vote policy. Rating: BDE Based on the potentially excessive amount of awards, Triodos does not support this resolution.	**Oppose**
5	**Approve Sustainability Report** Environmental and social policies have been disclosed and there is environmental data provided. Gender data is available on Board/Executive Leaders, Senior Managers and group levels.	**For**
6	**Re-elect Roger Agnelli** Independent Non-Executive Director.	**For**
7	**Re-elect Dr Jacques Aigrain** Independent Non-Executive Director.	**For**
8	**Re-elect Colin Day** Independent Non-Executive Director.	**For**
9	**Re-elect Philip Lader** Chairman. Independent on appointment.	**For**
10	**Re-elect Ruigang Li** Independent Non-Executive Director.	**For**
11	**Re-elect Mark Read** Executive Director. Six months rolling contract.	**For**
12	**Re-elect Paul Richardson** Finance Director. 12 months rolling contract.	**For**
13	**Re-elect Jeffrey Rosen** Senior Independent Director. Not considered independent as he was a bank advisor to the WPP, advising on the group's financial restructuring in 1992, when he was at Wasserstein Parella. However, there is a sufficient level of independence on the Board.	**For**
14	**Re-elect Hugo Shong** Independent Non-Executive Director.	**For**

15	**Re-elect Timothy Shriver** Independent Non-Executive Director.	**For**
16	**Re-elect Sir Martin Sorrell** Chief Executive. His contract does not contain any notice period.	**For**
17	**Re-elect Sally Susman** Independent Non-Executive Director.	**For**
18	**Re-elect Solomon Trujillo** Independent Non-Executive Director.	**For**
19	**Elect Dr John Hood** Newly appointed Independent Non-Executive Director.	**For**
20	**Elect Charlene Begley** Newly appointed Independent Non-Executive Director.	**For**
21	**Elect Nicole Seligman** Newly appointed Independent Non-Executive Director.	**For**
22	**Elect Daniela Riccardi** Newly appointed Independent Non-Executive Director.	**For**
23	**Appoint the auditors and allow the board to determine their remuneration** Deloitte LLP proposed. The total non-audit fees were approximately 44.24% of audit fees during the year under review, and the three year average is 44.09%. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor. Triodos does not support this resolution.	**Oppose**
24	**Issue shares with pre-emption rights** The authority is limited to 33% of the share capital. This is in line with normal market practice and expires at the next AGM. Acceptable proposal.	**For**
25	**Approve increase in non-executives fees** It is proposed that the aggregate fees payable to the Non-Executive Directors be increased from £2,000,000 to £3,000,000. The Board states that the increase is due to the increase in regulatory requirements and responsibility and the new appointments to the Board and its Committees. The increase in fees has not been adequately justified. In addition, the aggregate NED fees are not already within 20% of the existing fee limit. This provides sufficient headroom, even when fee increases are accounted for. Based on the lack of justification and the significant amount of the increase, Triodos opposes this resolution.	**Oppose**
26*	**Authorise Share Repurchase** The authority is limited to 10% of the share capital. This is in line with normal market practice and expires at the next AGM. Acceptable proposal.	**For**
27*	**Issue shares for cash** The authority is limited to 5% of the share capital. This is in line with normal market practice and expires at the next AGM. Acceptable proposal. **** = Special resolution***	**For**

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Researcher: Anita Sangwa
Email: pircresearch@pirc.co.uk

Pensions & Investment Research Consultants Limited
6th Floor
9 Prescot Street
London E1 8AZ

Tel: 020 7247 2323
Fax: 020 7247 2457
http://www.pirc.co.uk

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