

MEETING DATE	Tue, 09 Jun 2015 12:00 pm	TYPE	AGM	ISSUE DATE	Thu, 28 May 2015
MEETING LOCATION	8 Northumberland Avenue, London, WC2N 5BY				
CURRENT INDICES	FTSE 100, FTSE EuroFirst				
SECTOR	Media Agencies				

PROPOSALS		ADVICE
1	<p>Receive the Annual Report</p> <p>The Strategic Review meets best practice. Overall disclosure is adequate. The reports have been made available to shareholders sufficiently prior to the date of the general meeting. Financial statements have been audited and they are unmodified. Acceptable proposal.</p>	For
2	<p>Approve the dividend</p> <p>A final dividend of 26.58 pence per share is proposed, which makes a total dividend for the year 38.20 pence per share. The dividend is covered by earnings.</p>	For
3	<p>Approve the Remuneration Report</p> <p>All elements of each Director's cash remuneration are disclosed. All outstanding share incentive awards are stated with award dates, however, market prices at the date of grant are not provided. Sir Martin Sorrell's total remuneration for the year was £42,978,000 which is equivalent to 37 times of his base salary. The payout was significantly increased by the legacy Leadership Equity Acquisition Plan III long awards which were granted to the CEO five years ago. There are concerns over the excessiveness of this pay as the CEO's total remuneration over the last five-year period is incommensurate with the Company's financial performance over the same period. The ratio of CEO pay to average employee pay for the year under review is also not appropriate at 179:1. Awards granted in the year are deemed excessive.</p> <p>Rating: AE</p> <p>Based on the excessive awards to Mr. Sorrell and the inappropriate pay ratio, Triodos opposes this resolution.</p>	Oppose
4	<p>Approve the Sustainability Report</p> <p>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. Acceptable proposal.</p>	For
5	<p>Elect Roberto Quarta</p> <p>Newly appointed Chairman of the Board.</p> <p>Mr Quarta is also Chairman of Smith & Nephew plc a FTSE 350 company, which raises concerns about his external time commitments, as it is considered the Chairman should be expected to commit a substantial proportion of his time to the role. Triodos abstains on this resolution.</p>	Abstain
6	<p>Re-elect Roger Agnelli</p> <p>Independent Non-Executive Director.</p>	For
7	<p>Re-elect Dr Jacques Aigrain</p> <p>Independent Non-Executive Director.</p>	For
8	<p>Re-elect Ruigang Li</p> <p>Independent Non-Executive Director.</p>	For
9	<p>Re-elect Paul Richardson</p> <p>Finance Director. 12 months rolling contract.</p>	For
10	<p>Re-elect Hugo Shong</p> <p>Independent Non-Executive Director.</p>	For

11	Re-elect Timothy Shriver Independent Non-Executive Director.	For
12	Re-elect Sir Martin Sorrell Chief Executive. His contract does not contain any notice period.	For
13	Re-elect Sally Susman Independent Non-Executive Director.	For
14	Re-elect Solomon Trujillo Independent Non-Executive Director.	For
15	Re-elect Sir John Hood Independent Non-Executive Director.	For
16	Re-elect Charlene Begley Independent Non-Executive Director.	For
17	Re-elect Nicole Seligman Independent Non-Executive Director.	For
18	Re-elect Daniela Riccardi Independent Non-Executive Director.	For
19	Appoint the auditors and allow the board to determine their remuneration Deloitte LLP proposed. Non-audit fees represented 44.24% of audit fees during the year under review and 44.11% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.	Oppose
20	Issue shares with pre-emption rights The authority is limited to 33% of the share capital and another 33% in connection with a Rights Issue. The authority expires at the next AGM. Support is recommended.	For
21	Approve all employee option/share scheme The WPP plc Share Option Plan 2015 is proposed to replace the Company's 'all-employee' Worldwide Ownership Plan and its discretionary Executive Stock Option Plan, both of which expire on 25 September 2015. All employees of the Company are eligible to participate although actual participation is at the discretion of the Remuneration Committee. The maximum value of ordinary shares over which any participant can have outstanding options is limited to is 400% (for Executive Options) or 100% (for other options) of that person's total gross salary and fees. This limit is considered excessive. Awards become exercisable after a period of three years, which is not considered sufficiently long term. There is no evidence all executive options will be subject to performance conditions. No clawback arrangements are in place. As the proposed plan is not open to all employees on equal basis, and potential awards are excessive, Triodos opposes this resolution.	Oppose
22*	Authorise Share Repurchase The authority is limited to 10% of the share capital and expires at the next AGM. Acceptable proposal.	For
23*	Issue shares for cash The authority is limited to 5% of the share capital and expires at the next AGM. Acceptable proposal.	For

* = *Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 5 - Elect Roberto Quarta

Chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and if the possibility of having to commit additional time to the role in times of crisis is ever present.

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