



ASX Release

WPP AUNZ shareholders vote in favour of Scheme of arrangement

Sydney, Australia – 21 April 2021

WPP AUNZ Ltd (“**WPP AUNZ**”) is pleased to announce that at today’s scheme meeting, the requisite majorities of WPP AUNZ’s minority shareholders (“**Minority Shareholders**”) voted in favour of the proposed scheme of arrangement under which WPP plc, via Cavendish Square Holding B.V. (an indirect wholly-owned subsidiary of WPP plc) will acquire all of the WPP AUNZ shares that it does not already own (“**Scheme**”).

Voting Results

The resolution to approve the Scheme (“**Scheme Resolution**”), as set out in the notice of scheme meeting that was included in WPP AUNZ’s scheme booklet dated 16 March 2021 (“**Scheme Booklet**”), was passed by the requisite majorities of Minority Shareholders, with:

- 87.5% of Minority Shareholders present and voting at the scheme meeting (either in person or by proxy) in favour of the Scheme Resolution; and
- 96.45% of votes cast by Minority Shareholders at the scheme meeting (either in person or by proxy) in favour of the Scheme Resolution.

Full details of the poll and proxy results are set out in **Annexure A** to this announcement.

In commenting on the result, WPP AUNZ’s Chairman, Robert Mactier, said, “Minority Shareholders have overwhelmingly voted in favour of the transaction which was negotiated on their behalf by the Independent Board Committee. The significant transaction premium, compared to recent trading levels, was based on an improved outlook for the business which was delivered as a result of the significant work from Jens Monsees and the management team in executing on the group’s transformation strategy. That the business was in a position to both weather the COVID-19 crisis, and emerge as a stronger business, is a credit to Jens and his team.

“WPP AUNZ will continue to be a strong force in the Asia Pacific region under full ownership by WPP plc.”

Implementation of the Scheme

The Scheme remains subject to the approval of the Supreme Court of New South Wales (“**Court**”) at the second court hearing currently scheduled for 9:15am (Sydney time) on Friday, 23 April 2021.

The board of WPP AUNZ is meeting on Thursday 22 April 2021 to consider the declaration of a special dividend of up to the maximum permitted \$0.156 per share, fully franked, as contemplated by the scheme. The determination of the board will be advised to the ASX as soon as available.

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If the Court approves the Scheme, WPP AUNZ proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on Monday, 26 April 2021 at which time the Scheme will become legally effective under sub-section 411(10) of the *Corporations Act 2001* (Cth).

Subject to the Scheme becoming effective on Monday, 26 April 2021, and WPP AUNZ determining to pay a Special Dividend, as noted above:

- it is expected that WPP AUNZ shares will be suspended from trading on the ASX from close of trading on Monday, 26 April 2021;
- the Special Dividend Record Date will be Friday, 30 April 2021;
- the Special Dividend Payment Date will be Friday, 7 May 2021;
- the Scheme Record Date (for determining entitlements to the Scheme Consideration (as defined in the Scheme Booklet)) will be 7:00pm (Sydney time) on Tuesday, 11 May 2021; and
- the Scheme is expected to be implemented on Tuesday, 18 May 2021.

End

About WPP AUNZ:

WPP AUNZ is Australasia's leading creative transformation company. You can read more at wppaunz.com or follow us @WPP_AUNZ

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Authorised by:

The Independent Board Committee of WPP AUNZ

WPP AUNZ Limited

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Annexure A – Results of Scheme Meeting

**WPP AUNZ Ltd
Scheme Meeting
Wednesday, 21 April 2021
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
<i>'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between WPP AUNZ Limited and the holders of its ordinary shares (other than certain excluded shareholders), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which WPP AUNZ Ltd and Cavendish Square Holding B.V. agree.'</i>	240,151,756 95.62%	8,903,463 3.54%	2,104,478 0.84%	799,520	242,535,937 96.45%	8,928,926 3.55%	799,520	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					938	134	12	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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