

**WPP SCANGROUP PLC**  
**DISPUTE RESOLUTION POLICY**

	<b>DESIGNATION</b>	<b>DATE</b>
<b>Prepared by:</b>	Company Secretary	
<b>Approved by:</b>	Board	<b>23<sup>rd</sup> May 2025</b>
<b>Adopted by:</b>	Shareholders	<b>27<sup>th</sup> June 2025</b>

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## 1) INTRODUCTION

- 1.1 This document outlines the Dispute Resolution Policy of WPP Scangroup Plc (the "Company") and its subsidiaries (together the "Group"). It sets out guidelines and procedures for resolving disputes involving the Group in a fair, timely, and equitable manner.
- 1.2 The Capital Markets (Public Offers, Listings, and Disclosures) Regulations, 2023 (POLD Regulations, 2023) require issuers to establish a Dispute Resolution Policy which must be approved by the shareholders.

## 2) PURPOSE

This Dispute Resolution Policy (hereafter referred to as the "Policy") is intended to establish clear guiding principles and a structured framework for the resolution of both internal and external disputes involving the Group.

## 3) SCOPE OF THE POLICY

- 3.1 This Policy applies to disputes between the Group and its Stakeholders that commence after the Policy adoption on \_\_\_\_\_
- 3.2 Stakeholder as used in this Policy means a party that has an interest in the Group and can affect or be affected by the operations of the Group. The various key stakeholders of the Group are a) Shareholders b) Investors c) Affiliates d) Workforce/Staff e) Regulatory Entities f) Clients g) Suppliers h) Media i) Society at Large.
- 3.3 This Policy is intended to supplement, not replace, any applicable laws governing the resolution of conflicts and disputes involving companies. In the event of any inconsistency between this Policy and applicable laws, regulations, or standards governing the Company, the latter shall prevail, and this Policy shall be amended to ensure compliance.

## 4) PRINCIPLES

The Policy upholds the following principles as fundamental to the resolution of disputes:

- 4.1 Fairness and Impartiality  
All parties shall be treated equitably, and the resolution process shall be conducted in an unbiased manner.
- 4.2 Transparency  
The process of resolving disputes shall be clearly communicated and consistently applied.
- 4.3 Confidentiality  
All information shared during the dispute resolution process will be treated with strict confidentiality, unless required by law or the parties involved provide their consent.
- 4.4 Compliance with Laws and Policies  
All dispute resolution efforts shall align with applicable laws, regulatory requirements, and internal policies of the Group.

## 5) DISPUTE RESOLUTION PROCESS

The Company has adopted a clear and structured approach to resolve disputes as outlined below:

### 5.1 Proactive Approach

- 5.1.1 Process owners shall take a proactive approach to ensuring that disputes do not materialize or are minimised.
- 5.1.2 Steps taken across all levels of implementation include:
  - 5.1.2.1 Development of a risk management plan to handle issues within any contractual and overall process framework.
  - 5.1.2.2 Use of applicable dispute resolution mechanisms within contracts.
- 5.1.3 The General Counsel & Group Data Protection Officer (DPO) shall provide expert guidance on the interpretation and application of dispute resolution mechanisms, ensure compliance with applicable laws and contractual obligations, support negotiations and facilitated processes, and represent or guide the Company through formal resolution channels. The role holder shall provide regular updates to the Board on the status and progress of ongoing dispute matters.
- 5.1.4 A clear complaints management process shall be followed.
  - 5.1.4.1 Providing a clear and accessible feedback channel for stakeholders.
  - 5.1.4.2 Acknowledging receipt of feedback and complaints within a reasonable timeframe.
  - 5.1.4.3 Investigating and addressing the concerns raised.
  - 5.1.4.4 Communicating the outcome of the investigation to the stakeholder in a clear and concise manner.
  - 5.1.4.5 Keeping a record of all feedback and complaints received and their resolution.

## **5.2 Informal Dispute Handling**

- 5.2.1 Where possible, disputes shall first be addressed through early resolution mechanisms before escalating to formal procedures. An escalation framework is in place to receive, record, and address complaints, providing clear pathways for resolution and further escalation where necessary, depending on the severity, impact, and risk associated with the complaint, including instances where a complaint develops into a formal dispute.

## **5.3 Stakeholder Dispute Resolution Framework**

- 5.3.1 The Company shall establish a Dispute Resolution Committee (DRC) charged with responsibility of resolving significant disputes between the Group and its Stakeholders. It shall promote the use of appropriate forms of dispute resolution mechanisms as well as co-ordinate and communicate to relevant stakeholders through the mandated channels the progress made on disputes under consideration by the DRC.
- 5.3.2 The DRC will be comprised of the following members: a) General Counsel & Group DPO; b) Chief Operating Officer; and c) Chief Finance Officer.
- 5.3.3 Members of the DRC may nominate representatives to attend meetings in their absence. Further, the DRC can invite the Company Secretary, other Executive Directors, senior management of the Company, heads of department and/or staff members periodically depending on the nature of the dispute, virtue of their insights, knowledge and accountability for the management activities and/or assurance responsibility.

- 5.3.4 The General Counsel & Group DPO will be the DRC chairperson. The Company Legal Counsel or, in the role holder's absence, any other nominee so appointed by the Chairperson during the meeting, shall act as secretary of the DRC.
- 5.3.5 The DRC shall undertake the following duties and responsibilities:
- 5.3.5.1 Receive and review dispute cases escalated by management, whereby an amicable solution has not been achieved and a significant risk for litigation or other significant reputational risk exposure exists.
  - 5.3.5.2 Consider complex disputes lodged by a stakeholder which cannot be resolved using the existing complaint handling mechanisms, or that may take significant resources to resolve.
  - 5.3.5.3 Consider disputes escalated by Regulators where the Company is deemed liable and required to make recompense.
  - 5.3.5.4 Where feasible, meet with the aggrieved party to make an independent determination as to the veracity of their claim and significance of the dispute.
  - 5.3.5.5 Make such recommendations and/or pass resolutions towards amicably resolving disputes, preferably through internal mediation or arbitration, and corrective actions to be implemented by the Company Executive Committee.
- 5.3.6 The DRC chairperson shall acknowledge receipt of complaints within 7 days to the complainant. Thereafter, the Stakeholder shall be apprised on the outcome of the review within 14 days. If the investigations / findings are not completed within 14 days, the Stakeholders shall be informed on the procedure to be used and the expected timelines.
- 5.3.7 Notwithstanding the above provisions, disputes relating to staff members shall continue to be handled separately as provided for under the Group Human Resources policies and procedures.
- 5.3.8 The DRC chairperson will periodically update the Board Audit and Risk Committee and the Company Executive Committee on the DRC's proceedings and key matters for Board and/or management consideration as determined from its mandate.

## 6) REVIEW AND ACCEPTANCE

- 6.1 The Board of Directors of WPP Scangroup Plc shall have overall responsibility for overseeing the implementation of this Policy and ensuring that it is adhered to consistently.
- 6.2 The Board shall review this Policy annually to ensure its continued relevance and effectiveness.

## APPROVAL

This Policy was adopted by the Shareholders of WPP Scangroup Plc on .....2025.