


WPP SCANGROUP PLC

Board Selection Procedure Manual

	DESIGNATION	SIGNATURE	DATE
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Reviewed by	Nominations, Governance and Remuneration Committee		
Approved by	Board		24.08.2023,

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1. INTRODUCTION

- 1.1 To be effective in its role, the board of directors (the 'Board') of WPP Scangroup Plc (the 'Company') must comprise of members of the Board ('Directors') with diverse skills and competencies.
- 1.2 The legal right to appoint Directors is vested on the Shareholders of the Company by its Articles of Association and the appointment is at the Company's annual general meeting ('AGM').
- 1.3 Whilst the Shareholders appoint Directors, the Board has a role to play in the selection and recommendation of potential Directors.
- 1.4 The Board Nomination, Governance and Remuneration Committee (the 'Nomination Committee') is mandated via the Board Charter and the Capital Markets Authority Code of Corporate Governance for Issuers of Securities to the Public 2015 to ensure the constitution of the Board is adequate and properly constituted to execute its mandate.
- 1.5 The Nomination Committee shall review the competencies and specifications being sought by the Company and present the recommendations to the Board for its consideration and approval before commencement of the selection and recruitment process.
- 1.6 The Board has delegated the role of identification and selection of potential Directors based on the approved competencies and specifications, to the Nomination Committee, which in turn makes its recommendations to the Board.
- 1.7 The Nomination Committee shall oversee the identification and selection of all Directors, save for those Directors nominated and appointed by Cavendish Square Holding B.V. pursuant to Article 29.6 of the Company's Articles of Association.

2. PURPOSE

- 2.1 The purpose of this procedure manual is to set out procedures to guide the Board and/or Nomination Committee in identifying suitable candidates for appointment and/or recommendation to shareholders for appointment to the Board (save for those Directors nominated and appointed by Cavendish Square Holding B.V. pursuant to Article 29.6 of the Company's Articles of Association).

3. POLICY STATEMENT

- 3.1 The Board recognizes the importance of setting out a formal and transparent procedure for the selection and appointment of Directors based on merit.
- 3.2 The Board shall be guided by the needs of the Board in terms of mix of skills, competencies and other diversity considerations as well as legal and regulatory requirements and best corporate governance practices, in the identification and selection of potential Directors.
- 3.3 The Board shall therefore have due regard to the Company's Articles of Association, the Board Charter and the governing laws and regulations applicable to the Company in considering the selection and nomination of new Directors.

4. GUIDING PRINCIPLES

- 4.1 The Articles of Association of the Company set out the process for the appointment of Directors and further guidance is provided for in the Board Charter.
- 4.2 The Nomination Committee shall at least annually satisfy itself that the Board is of the right size and composition and that it adheres to the principles, required mix of skills and competencies identified in the Board Charter.
- 4.3 When a vacancy arises on the Board through natural attrition, resignation, rotation, changes in independence status or in the event that an additional director is to be appointed, the Nomination Committee shall consider the Board's requirements in terms of mix of skills, competencies and other

diversity considerations, with due regard to any on-going major projects and the Company's strategy and develop a profile of the required candidate.

- 4.4 The Nomination Committee shall invite Directors to submit to it profiles of interested potential Directors. The Nomination Committee may also, where deemed necessary, approach any external consultants and recruitment firms to identify any potential candidates.
- 4.5 The Nomination Committee shall consider the profiles received and shortlist candidates whom it shall interview to gauge suitability for the position.
- 4.6 In selecting potential candidates, the Nomination Committee shall consider the following as further enumerated in the Board Charter:
 - 4.6.1 The mix of skills required on the Board at that particular time and going forward;
 - 4.6.2 Any important diversity considerations;
 - 4.6.3 The potential candidate's professional competencies, skills, integrity, ethical standards and experience including board experience and relevance for the Board;
 - 4.6.4 That every non-executive director commits adequate time to their responsibilities and contributes effectively to the Board;
 - 4.6.5 The number of existing directorships held by the potential candidate, particularly on the boards of listed companies, as well as other commitments that may demand the potential candidate's attention; and
 - 4.6.6 Personal and professional integrity.
- 4.7 The selected shortlisted candidates shall then be interviewed by a panel comprising representatives of the Board led by its Chairperson (the 'Panel') and thereafter by the Nomination Committee with a view to identifying the right candidate for recommendation to the Board and ultimately to the Shareholders.
- 4.8 In interviewing candidates, the Panel and the Nomination Committee shall seek to establish among others;
 - 4.8.1 Interest in joining the Board;
 - 4.8.2 Personal and professional integrity;
 - 4.8.3 Willingness and ability to make the time commitment required of a Director;
 - 4.8.4 Communication skills;
 - 4.8.5 Ability to work harmoniously and constructively with other Directors and the Company's management and to contribute to the overall effectiveness of the Board;
 - 4.8.6 Desired knowledge, experience and competence in business including financial literacy;
 - 4.8.7 Analytical skills, ability to think strategically and challenge constructively;
 - 4.8.8 Nature and extent of other commitments and appointments;
 - 4.8.9 Understanding of what is expected of a Director and that they owe their duties to the Company;
 - 4.8.10 Industry knowledge and other experience or skill that the candidate possesses including relations with key stakeholders including Government, industry or professional organizations and other business contacts; and

4.8.11 General suitability of the candidate.

- 4.9 The Nomination Committee shall require the candidates to expressly disclose the nature and extent of any other activities or appointments which may give rise to any conflict of interest.
- 4.10 The Nomination Committee shall conduct reference and background checks.
- 4.11 Following the interview, the Nomination Committee shall make its recommendations to the Board for consideration subject to any Regulatory approvals.
- 4.12 In the event that the vacancy to be filled is a casual vacancy, the Board shall be at liberty to appoint the Director, and such Director shall be required to resign and offer themselves for election by the Shareholders at the next AGM.
- 4.13 In the event that the vacancy has arisen as a result of normal retirement or rotation, the Board shall present the candidates to the shareholders for election, including any sitting Directors who are due for retirement by rotation.
- 4.14 The Board shall avail sufficient information to enable the Shareholders make an informed choice, therefore all candidates offering themselves for election shall submit an updated profile and present themselves personally or be represented at the AGM.
- 4.15 Paragraphs 4.3 to 4.14 shall not apply to those Directors to be nominated by Cavendish Square Holding B.V. pursuant to Article 29.6 of the Company's Articles of Association.

5. **APPOINTMENT TO THE BOARD**

- 5.1 Directors will be required to formally accept their appointment to the Board.
- 5.2 Following their appointment, a Director shall be required to submit the following to the Company:
- 5.2.1 Curriculum Vitae;
 - 5.2.2 Copies of academic and professional certificates and status of good standing;
 - 5.2.3 Copies of Identity Card or Passport;
 - 5.2.4 Tax compliance certificate;
 - 5.2.5 Police Clearance Certificate;
 - 5.2.6 Contact details;
 - 5.2.7 Address of service;
 - 5.2.8 Other directorships;
 - 5.2.9 Membership of professional bodies; and
 - 5.2.10 Any other documents or particulars required by the Company and/or any legal or regulatory requirement.
- 5.3 On appointment, Directors shall be issued with a letter of appointment that sets out the key terms of their appointment: the appointment period, expected time commitment, roles and responsibilities, director's fees/remuneration, declaration of outside interests, induction process and performance evaluation process upon successful completion of KYC procedures and acceptance of the appointment.
- 5.4 Directors shall execute and return to the Company a copy of such letter of appointment signifying their understanding of the terms and their acceptance of the same.

- 5.5 Directors shall disclose real, potential or perceived conflicts of interest by duly completing and returning to the Company the initial declaration form (to be provided by the Company) and subsequently shall complete and return a declaration form annually.
- 5.6 The Company Secretary shall notify the Capital Markets Authority and the Nairobi Securities Exchange of the appointment of any new Director and shall update the Company's Register of Directors.
- 5.7 Following appointment, Directors shall undergo a formal board induction (in line with the Board's approved induction process) as soon as possible and preferably before attending their first Board meeting. They shall receive an induction pack that contains the Company's governance documents, last annual report and any other documents that will appraise them on the affairs of the Company.

6. EXECUTIVE DIRECTORS

- 6.1 Executive Directors are appointed due to their capacity as employees of the Company. Once their employment with the Company ends, their appointment as a Director shall automatically terminate. Executive Directors will also be required to execute various documents to effect this, including an undated Director's resignation letter and a resignation affidavit.
- 6.2 In the event the Board wishes to retain the said Director in a non-executive capacity, this shall specifically be presented to the Board for consideration through the Nomination Committee. If approved by the Board, the Director shall be issued with a Board appointment letter confirming their new status as a non-executive Director and the Capital Markets Authority and the Nairobi Securities Exchange informed accordingly.

7. REVIEW OF PROCEDURE

- 7.1 The Nomination Committee will review this procedure manual biennially to ensure it remains consistent with the Board's objectives and responsibilities and recommend any proposed changes to the Board for approval.