

WPP SCANGROUP PLC

THE NOMINATION, GOVERNANCE AND REMUNERATION COMMITTEE
(the "Committee")

TERMS OF REFERENCE


	DESIGNATION	SIGNATURE	DATE
Prepared by	Company Secretary		
Reviewed by	Nomination, Governance and Remuneration Committee		
Approved by	Board		24.08.2023.

Table of Contents

1.	PREAMBLE.....	3
2.	PURPOSE.....	3
3.	MANDATE OF THE COMMITTEE	3
4.	ROLES AND RESPONSIBILITIES OF THE COMMITTEE	4
5.	COMPOSITION	6
6.	REPORTING.....	6
7.	MEETINGS.....	6
8.	AUHORITY.....	7
9.	EVALUATION	7
10.	REVIEW OF THE TERMS OF REFERENCE.....	8

1. PREAMBLE

- 1.1 There is established a Committee of the Board of Directors of the Company (as defined below) ("the Board"), duly constituted and known as the Nomination, Governance and Remuneration Committee ("the Committee").
- 1.2 The Committee is constituted as a statutory Committee of WPP Scangroup PLC ("the Company") in respect of its statutory duties in terms of the Companies Act No. 17 of 2015 ("the Act"), the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 ("the CMA Code"), and as a Committee of the Board in respect of all other duties assigned to it by the Board. The Committee is accountable to the Board.
- 1.3 The Board has delegated certain responsibilities to the Committee, as set out in these Terms of Reference, and the responsibilities of the members of the Committee as set out in these Terms of Reference are in addition to those duties and responsibilities that they have as members of the Board ("Directors"). The deliberations of the Committee do not reduce the individual and collective responsibilities of Directors regarding their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their legal obligations.
- 1.4 The Committee will assist the Board in fulfilling its oversight responsibilities of the Company and will perform the statutory functions of the Committee.
- 1.5 The Committee will not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management of the Company.
- 1.6 Defined terms used in these Terms of Reference shall have the same meaning as defined terms in the Company's Board Charter, unless separately defined in these Terms of Reference.

2. PURPOSE

- 2.1 The purpose of these Terms of Reference is to set out the Committee's responsibilities as well as the requirements for its composition and meeting procedures.
- 2.2 The Committee serves in an advisory capacity to the Board and assists the Directors to discharge their duties relating to nomination, governance and remuneration.
- 2.3 The overall responsibility of the Committee is to ensure the application of the fundamental principles of good governance, transparency, integrity, and accountability in all dealings by and in respect of and on behalf of the Company. Accordingly, to ensure that good corporate governance principles are applied across the Company and the Group.

3. MANDATE OF THE COMMITTEE

- 3.1 The Committee's purpose is to:
 - 3.1.1 Evaluate and monitor Board composition and size and set out appropriate formal and documented selection, interview and recruitment criteria for Directors and the Company's senior management.

- 3.1.2 Ensure adequate and effective succession planning for the Board and the Company's senior management.
- 3.1.3 Develop procedures for the appointment of Directors which are transparent, clearly documented and approved by the Board ("the Board Selection Procedure Manual"). The Board Selection Procedure Manual shall be formal and a matter for the Board as a whole, and subject to approval by the Company's majority shareholder, where applicable.
- 3.1.4 Ensure that principles of good governance, including accountability, efficiency, effectiveness, integrity, fairness and responsibility are adhered to by the Company and the Group.
- 3.1.5 Determine and recommend to the Board for approval the Company's overall remuneration policy and strategy, considering the interests of stakeholders and the Company's financial and commercial requirements.
- 3.1.6 Determine the remuneration policy for Executive Directors and set the remuneration for the Chairperson of the Board, the Executive Directors and the Company Secretary.

4. ROLES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 NOMINATION

The Committee shall:

- 4.1.1 Annually review the required skills mix and expertise that the Executive Directors, the Independent Directors and the Non-Executive Directors bring to the Board and make disclosure of the same in the Company's annual report.
- 4.1.2 Recommend to the Board candidates for directorships (save for those Directors to be nominated and appointed by Cavendish Square Holding B.V. pursuant to Article 29.6 of the Company's Articles of Association), to be considered for appointment by the shareholders.
- 4.1.3 Consider only persons of calibre, credibility and who have the necessary skills and expertise to exercise independent judgement on issues that are necessary to promote the Company's objectives and performance in its area of business.

4.2 GOVERNANCE

The Committee shall:

- 4.2.1 Oversee the development of appropriate policies that guide the operation of the Company from a governance perspective. The Committee shall steer regular review and revision of these policies for desired governance performance.
- 4.2.2 Develop and recommend to the Board a set of corporate governance guidelines and procedures applicable to the Company, periodically reassess them and recommend any necessary revisions to the Board for approval.

- 4.2.3 Together with the chairs of the other Committees and where appropriate, review the Board Charter, Terms of Reference and mandates of the Committees and recommend to the Board any amendments thereof, for approval.
- 4.2.4 Regularly review emerging corporate governance issues, trends, best practices and proposed, new or amended regulatory requirements, and appraise the Board of the same.
- 4.2.5 Recommend to the Board the appropriate committee structure of the Board and membership composition of the said Committees.
- 4.2.6 Develop and recommend to the Board for approval, key performance indicators against which the performance of Directors, the Board, the Committees, and the Company's senior management will be evaluated. The Committee shall oversee the evaluation exercises.
- 4.2.7 Monitor the effectiveness of the corporate governance practices under which the Company operates and propose revisions as may be required from time to time.

4.3 **REMUNERATION & HUMAN RESOURCE**

The Committee shall:

- 4.3.1 Review and recommend the remuneration for Non-Executive Directors;
- 4.3.2 Appraise the performance of the Company's Executive Directors and senior management and determine their remuneration (including any proposed equity incentive awards for the Chief Executive Officer and senior management).
- 4.3.3 Review the Company's organization structure to ensure alignment with strategy and ensuring talent alignment;
- 4.3.4 Review and approve the overall budgeted remuneration for the Company and the reward strategy for the Company;
- 4.3.5 Oversee an organization culture that values people and supports the business by proactively reviewing and approving management proposals on Human Resources best practice;
- 4.3.6 Optimize staff capacity by ensuring that the overall employment policy supports the Company's strategic business plans;
- 4.3.7 Review and approve the Company's training and development programs aimed at enhancing a learning culture in the Company;
- 4.3.8 Approve the annual staff complement in line with the budget;
- 4.3.9 Review the Company's strategic Human Resources policies and procedures and ensure alignment with the Company's strategy and relevant laws and industry standards thereby motivating and retaining competent and qualified staff;

- 4.3.10 Review the performance appraisal methodology and ensure that a performance culture is embedded in the Company;
- 4.3.11 Ensure adherence to the Labour Laws, Tax Laws and any other relevant laws and regulations that govern employment in all jurisdictions that the Company operates in;
- 4.3.12 Conduct evaluations of the Committee's performance and Terms of Reference at least annually, and recommend to the Board such changes as it may deem appropriate;
- 4.3.13 Perform any other duties that are assigned to it by the Board from time to time.

5. COMPOSITION

- 5.1 The Committee shall be made up of Non-Executive Directors (at least three of whom are Independent Directors), with the Company's Chief Executive Officer, Chief Finance Officer and General Counsel as permanent invitees to Committee meetings.
- 5.2 The Board shall appoint the Chairperson and each member of the Committee in writing and the formal letters of appointment shall set out the main terms and conditions relative to their appointment.
- 5.3 The Chairperson of the Committee shall be an Independent Director and be impartial in discharging his or her responsibilities.
- 5.4 Each member of the Committee shall be appointed for a renewable term of two years.
- 5.5 The Company Secretary shall in consultation with the Chairperson of the Committee, draft the agenda convening meetings, attend and maintain records of the Committee meetings.

6. REPORTING

- 6.1 The Chairperson of the Committee shall report to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities and make appropriate recommendations to the Board for approval.
- 6.2 The Committee shall regularly report to the Board on its activities. A report of the Committee's activities shall also be included in the Company's annual report.
- 6.3 The Committee shall refer to the Board any matters that have come to its attention that are relevant for the Board's attention.

7. MEETINGS

- 7.1 The Committee shall meet at least four times a year and may convene additional meetings as and when required in the performance of its duties.
- 7.2 A minimum of three members including the Chairperson of the Committee shall constitute a quorum.

- 7.3 The Committee shall act by simple majority of the members present at a meeting. Committee members shall have one vote each and in the event of equality of votes, the Chairperson of the Committee shall have a casting vote on any motion.
- 7.4 The Chairperson of the Committee shall preside at each Committee meeting. In his/her absence, the Committee members present shall nominate one of those present to chair the meeting.
- 7.5 Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company.
- 7.6 The agenda and relevant papers shall be distributed to members at least seven days before a Committee meeting.
- 7.7 Minutes of the Committee meetings shall be prepared and circulated to the Committee members within a reasonable time.

8. AUTHORITY

- 8.1 The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his duties and responsibilities.
- 8.2 The Committee shall have authority to retain, at the Company's expense, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties and responsibilities.
- 8.3 The Committee shall have authority to require that any of the Company's employees, lawyers, auditors, actuaries or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants.
- 8.4 The Committee's role shall at all times be advisory and matters requiring the Company's decision shall be referred to the Board, except where authority has been expressly and specifically delegated by the Board to the Committee.
- 8.5 Where there is a perceived overlap in the responsibilities between the Committee, and the Board or another committee of the Board, the respective chairs shall have the discretion to agree the most appropriate meeting to fulfil any obligation. Any obligation under the terms of reference of any committee will be deemed by the Board to have been fulfilled, provided it is dealt with by any other committee.

9. EVALUATION

- 9.1 The Board shall annually evaluate the performance of the Committee and assess whether or not the Committee has successfully performed its required duties as stated in these Terms of Reference.

- 9.2 The Committee shall conduct an annual self-assessment to evaluate its own performance against these Terms of Reference and best practice, the competency of its members, and the leadership of the Committee Chairperson.

10. **REVIEW OF THE TERMS OF REFERENCE**

The Committee shall periodically review and re-assess the adequacy of these Terms of Reference and recommend any proposed changes to the Board for approval.