

**WPP SCANGROUP PLC**  
**CORPORATE DISCLOSURES POLICY**

	<b>DESIGNATION</b>	<b>SIGNATURE</b>	<b>DATE</b>
<b>Prepared by:</b>	Company Secretary		
<b>Reviewed by:</b>	Nomination, Governance and Remuneration Committee		
<b>Approved by:</b>	Board		
<b>Adopted by:</b>	Shareholders		

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## 1. PREAMBLE

- 1.1 WPP Scangroup Plc (the "Company") and its subsidiaries (together the "Group"), is committed to providing accurate, timely, and consistent information to its shareholders, investors, regulators, and the public at large. The Group considers public access to information a key component of effective engagement with all stakeholders in the fulfilment of its mandate.
- 1.2 The Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (CMA Code) guides that transparency and disclosure are crucial for the market based monitoring of companies and are central to shareholders' ability to exercise his or her ownership rights.
- 1.3 The Company recognises that transparency and disclosure play a critical role in protecting investors. It also helps attract capital and maintain confidence in the markets. The Group further recognizes that non-disclosure of material information can contribute to the practice of unethical behaviour, weakening of market integrity, and loss of investor confidence.
- 1.4 The Group believes that engaging effectively and providing timely and transparent disclosures allows its stakeholders to understand the company's activities, policies and performance, including its standards on environmental and ethical practices in connection with the communities where the Group operates.
- 1.5 This policy has been developed in accordance with the disclosure requirements outlined in the Capital Markets (Public Offers, Listings And Disclosures) Regulations, 2023 (POLD), the CMA Code, and any other listing regulations.

## 2. OBJECTIVES

- 2.1 The objectives of the Corporate Disclosures Policy are as follows:-
  - 2.1.1 To support stakeholders' ability to exercise their rights.
  - 2.1.2 To provide guidelines and policies in disseminating corporate information to, and in dealing with stakeholders, media and the investing public.
  - 2.1.3 To ensure compliance with all applicable legal and regulatory requirements on disclosure of material information.
  - 2.1.4 To build good investor relations with the investing public that inspires trust and confidence.

## 3. PURPOSE

This Corporate Disclosures policy is intended to create a consistent and effective framework for the transparent, accurate, and timely disclosure of material information to stakeholders, subject to the limitations set out in this policy.

## 4. SCOPE

- 4.1 This policy applies to all stakeholders of the Company including the Board, investors, employees, management, government regulatory bodies, media, shareholders and the public.
- 4.2 For the purposes of this Policy, "Information" means any written disclosure in documents filed with the Capital Markets Authority (CMA), or any other regulator, the Company's annual and interim reports, news releases, and presentations; oral statements made

publicly or otherwise and interviews with the media; and information posted on the Company's website and other electronic communications, including social media.

- 4.3 This policy does not apply to Information jointly owned with third parties and will be made available on a case-by-case basis with the prior agreement of the parties concerned.

## 5. RESPONSIBILITIES

- 5.1 **Board:** The Board of Directors is responsible for the overall direction, governance, and stewardship of the Company, including the development and approval of this policy.
- 5.2 **Shareholders:** Shareholders, as the legal owners of the Company, are entitled to exercise their voting rights on key matters in accordance with the law. They also have the right to express their views on the Company and to receive important information regarding its operations.
- 5.3 **Company Secretary:** The Company Secretary is responsible for ensuring compliance with legal and regulatory frameworks related to corporate disclosures, maintaining accurate records, and facilitating effective communication with stakeholders.
- 5.4 **Government Regulatory Bodies:** Government Regulatory Bodies oversee the compliance of corporate disclosure requirements by the Company.
- 5.5 **Employees:** Employees are responsible for adhering to this policy and contributing to its implementation. They must be aware of their responsibilities and be trained to meet their obligations under this policy. Employees must also be aware of any changes to the policy and be trained on any new procedures that may arise.
- 5.6 **Management:** Management plays a central role in operationalising this Policy by embedding its principles into the Company's day-to-day practices. This includes ensuring that disclosure obligations are clearly understood across all functions and that information is communicated accurately, consistently, and in compliance with legal and regulatory standards. Management is expected to facilitate effective stakeholder engagement by providing relevant, timely, and accessible information and must also regularly review and update disclosure practices to reflect changes in regulations, best practices, and Company operations.

## 6. GENERAL PRINCIPLES OF MATERIALITY

- 6.1 The Group's procedures for disclosing material information will adhere to the relevant laws and regulations, including obtaining clearance from regulators. Disclosures will occur outside of trading hours to ensure broad stakeholder access and understanding for informed decision-making.
- 6.2 Material information as defined in the POLD will be disclosed through various channels such as leading newspapers, press releases, investor briefings, or the Group's website. In certain cases, the Group may delay or withhold sensitive information subject to approval by regulators to preserve market integrity.
- 6.2 The Board, with the assistance of Management and Company Secretary, shall exercise judgment in determining whether the information in question is material and requires disclosure in line with POLD, the CMA Code and the listing regulations.
- 6.3 The Company shall ensure timely and accurate disclosure of material information in compliance with the applicable laws and regulations including the CMA Code and Nairobi Stock Exchange (NSE) listing regulations. All persons responsible for disseminating

material information to the investing public exercise shall exercise due diligence in ensuring that information to be released is accurate, clear, timely and complete.

- 6.4 All Directors, Senior Management and Employees are required to maintain confidentiality of material information until they are disclosed to the public in accordance with this Policy. There shall not be any selective disclosure of material information to any person whomsoever, other than in the manner and to the extent permitted by the CMA Code and NSE listing regulations. Shareholders and investors may at any time direct their general inquiries in relation to the Company, its activities or any material information disclosed, in accordance with this Policy and the Stakeholder Engagement Policy.

## **7. GENERAL PRINCIPLES OF ACCESS TO INFORMATION**

- 7.1 Information accessible to the public shall be made available, as far as reasonable and practical, through the Company's website.
- 7.2 This Policy is guided by the principles of openness and transparency, aiming to make relevant Company information is publicly accessible, or available upon request, unless one or more of the exceptions to the Policy applies.
- 7.3 The disclosure of data is subject to the applicable laws and policies in each case. The disclosure of personal data is addressed in Section 9.1 below.
- 7.4 Employees other than the Group Chief Executive Officer, General Counsel or the Company Secretary shall not respond to requests for corporation information from the investing public unless specifically asked to do so by an authorised person. Any such requests should be referred to the GCEO, General Counsel or Company Secretary. Unauthorised disclosure of Information by a staff member could result in disciplinary measures further to HR policies.

## **8. ACCESS TO PERSONAL DATA**

The disclosure of personal data is subject to the applicable laws and the Company's data protection policy, which lays down the rules and principles relating to the onward transfer and processing of personal data by and within the Group. Any requests for access to personal data are subject to, and should be made pursuant to, the relevant provisions of the applicable law and Company policy.

## **9. CATEGORIES OF INFORMATION**

The Company is committed to open and transparent information disclosure. At the same time, legal, operational, and practical considerations must be observed to protect the interests of the Group, its employees, and third-party partners. As a result, some exceptions to full disclosure apply. Information is classified into three categories: publicly available information, information available upon request, and confidential information.

### **9.1 Category 1: Publicly available Information**

This refers to events or information that shall be considered material upon occurrence of the event and in accordance with the POLD Regulations, NSE Listing Regulations and the CMA Code.

### **9.2 Category 2: Information available on request**

The Company makes available certain types of information on request only. In some cases, limitations may apply with regard to the types of requestors to whom information will be made available. This includes, the CMA, independent auditors, Company's bankers, financiers, lenders, information for KYC purposes e.t.c.

### **9.3 Category 3: Confidential information**

- 9.3.1 Information identified as “confidential” or “strictly confidential” by the Company, pursuant to the Company's policies or other legal obligation, constitutes an exception to the principle of public disclosure. For the purposes of this Policy, “confidential” information encompasses “strictly confidential” information. Annex 1 provides an overview of information considered by the Company to be confidential. The exceptions to disclosure reflect what is necessary to preserve legitimate public or private (including personal privacy) interests, and to address the interests of the Company as a matter of priority in the event that the interests of the Company could conflict with private interests.
- 9.3.2 Decisions and resolutions of Board of Directors contain information disclosure limitations. Nothing in or relating to this Policy will be deemed in any way to limit or modify the application of decisions or resolutions of the Company's governing bodies.

## **10. PUBLIC INTEREST OVERRIDE**

The Company may disclose information marked as confidential when it determines that the overall public interest in disclosure outweighs the potential harm to protected interests. This may apply in situations where disclosure is likely to prevent serious and imminent harm to public health, safety, or the environment. Disclosures will be limited to what is strictly necessary to achieve the intended purpose. Where confidential information involves a third party, the Company will notify the party and consider any proposed actions to address or reduce the potential harm.

## **11. PROCEDURE FOR SUBMITTING REQUESTS FOR DISCLOSURE OF INFORMATION**

- 11.1 Individuals or entities seeking information not publicly accessible through the Company's website may submit a request for non-confidential disclosures, subject to the Company's disclosure procedures. The request must be in writing, either physically or electronically, clearly stating the reason for the request and providing relevant background information.
- 11.2 This Policy does not apply to data existing only in raw form, either physically or electronically. The Company is not able to respond to requests that require the selection and/or manipulation of data to produce content.

## **12. CONDITIONS FOR FACILITATING REQUESTS FOR DISCLOSURE OF INFORMATION**

The Company will endeavour to process requests for information disclosure as promptly as possible, taking into account the complexity of each request. A fee may be charged to cover the cost of materials and labour involved in retrieving and supplying the requested information. This fee will be based on estimated costs, communicated to the requestor in advance, and must be paid prior to processing. In more complex cases, The Company reserves the right to impose an additional charge.

## **13. WITHHOLDING CONFIDENTIAL INFORMATION**

- 13.1 The Company may deny a request for disclosure of information where the following situations apply;
- 13.1.1 If the information is subject to legal, regulatory, or contractual restrictions on disclosure.
- 13.1.2 If the information is commercially sensitive or could cause competitive or reputational harm to the Group.

- 13.1.3 If the request pertains to internal deliberations, draft materials, or pre-decisional content not intended for public release.
- 13.1.4 If the information is related to ongoing legal proceedings, investigations, or audits, and disclosure would prejudice such processes.
- 13.1.5 If the disclosure may compromise the safety or security of the Group, staff, systems, or operations.
- 13.1.6 If the disclosure will breach applicable data protection laws or compromise the privacy rights of individuals.
- 13.1.7 If, in the judgment of the Company, the request is unreasonable, repetitive, abusive or vexatious; or
- 13.2 If only part of the information that is responsive to a particular request for disclosure is subject to one of the limitations set out in this Policy or its Annex, the Company may decide, at its sole discretion, that the remaining part of the information, responsive to that request, will be disclosed. In such cases, the Company will take appropriate measures to preserve the confidentiality of the information that is not disclosed.
- 13.3 The implementation of this Policy is subject to the intellectual property and other proprietary rights of the Group and third parties, including but not limited to patents, copyrights, and trademarks, which may, inter alia, limit the right to reproduce or exploit information.
- 13.4 The disclosure of information pursuant to this Policy shall not be construed as conveying any intellectual property or other rights to any third parties, including any requestor, of Information, which shall remain vested in the Company or parties collaborating with it, as the case may be.
- 13.5 The Group makes no representation or warranty, whether express or implied, regarding the accuracy, completeness, or suitability of the information it discloses. Furthermore, The Group does not guarantee that the use of any third-party components or materials included in the disclosed information will be free from infringement of third-party rights. Any risk associated with such use rests solely with the requestor or user. It is the sole responsibility of the requestor to determine the need for, and obtain, any necessary permissions from the rightful copyright holders. The Group shall not, under any circumstances, be held liable for any direct, indirect, incidental, or consequential loss or damage arising from the use or reliance on the disclosed information.

#### **14. COMMUNICATION**

- 14.1 This policy shall be made accessible to the public through the Company's website.
- 14.2 All communication regarding any corporate disclosures will be conducted in accordance with the approved stakeholder engagement policy.

#### **15. REVIEW AND ACCEPTANCE**

- 15.1 The Board shall have overall responsibility for overseeing the implementation of this Policy and ensuring that the principles therein are adhered to consistently.
- 15.2 This Policy will be reviewed annually to ensure its continued relevance and effectiveness. Any necessary updates or revisions will be made in line with best practices and be presented to the Board for approval.

## APPROVAL

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

PENDING AGM APPROVAL



## **ANNEX 1 - OVERVIEW OF TYPES OF INFORMATION CONSIDERED TO BE CONFIDENTIAL ("CONFIDENTIAL INFORMATION")**

### **Confidential information is not normally subject to disclosure.**

Confidential information encompasses "strictly confidential information", which applies to data assets and information that are highly sensitive and whose unauthorised disclosure, alteration or destruction could represent a significant risk of grave damage to the Company, Group or individuals.

The following categories of information are classified as "Confidential information":

#### **1) Personal information**

1.1 The Company does not provide access under this Policy to information and documentation pertaining to either staff members or collaborators that has not already been made public by a staff member, collaborator or third party, including:

- 1.1.1 Private and employment-related information beyond the title of a position, including human resources records, medical records, salaries and benefits, personal communications;
- 1.1.2 Personal information received from individuals performing work for the Group including technical experts;
- 1.1.3 Information on staff appointment and selection processes;
- 1.1.4 Specific information on claims and internal conflict resolution proceedings;
- 1.1.5 Personal declaration of interest forms and related internal deliberations or similar issues submitted by staff members, as well as other individuals performing work for WPP Group.
- 1.1.6 Prior to conclusion of a disciplinary process following an investigation, personally identifiable information of a subject of an investigation, allegations and/or investigations of allegations of misconduct (other than as reported to the Board of Directors, or as required on a confidential basis to comply with rules and laws.

#### **2) Security and safety**

- 2.1 Information, the disclosure of which may endanger the life, safety or security of any individual, or
- 2.2 Information, the disclosure of which may endanger the security of any Group entity, the public or prejudice the security or proper conduct of any operation or activity of the Group;
- 2.3 Information, the disclosure of which may jeopardise the Company property.

#### **3) Information obtained or shared in confidence**

- 3.1 Information received from or sent to third parties under an expectation of confidentiality;
- 3.2 Information obtained in confidence from a government, or other entity or person that would or would be likely to, if disclosed, compromise the Company's relations with that party.

#### **4) Confidential Internal documents**

- 4.1 Internal email correspondence;

- 4.2 Internal reports, analyses, reviews, notes for the record of internal meetings or meetings with third parties, statistics prepared solely to inform the Company's internal decision-making processes;
- 4.3 Investigation reports;
- 4.4 Medical records and personal medical information that is subject to doctor/patient confidentiality;
- 4.5 Requests for ethics advice
- 4.6 Internal policy, guidelines, standard operating procedures, unless otherwise decided;
- 4.7 Internal telephone directories;
- 4.8 Information pertaining to corporate administrative matters.

**5) Deliberative information**

- 5.1 Information concerning the Group's own internal deliberations, communications (including internal inter office or intra-office documents such as emails, memos, and draft documents);
- 5.2 Documents relating to the communications, deliberations and decisions of WPP internal bodies and internal advisory committees, and other technical committees.
- 5.3 Contributions to and deliberations of the Group's expert panels and committees.
- 5.4 Internal management documents produced by the Group for the information of senior management including without being limited to internal briefings, reports, self-assessments, corporate risk register;

**6) Privileged information**

- 6.1 Information covered by legal privilege, or the disclosure of which may expose the Company to legal risk;
- 6.2 Legal advice and requests for legal advice;
- 6.3 Information related to due process rights of individuals involved in internal audits and investigations.

**7) Financial information**

- 7.1 Documents, analyses, correspondence or other information prepared for financial and budgetary transactions, or for the development of internal or external financial reports;
- 7.2 Banking or billing information of the Group's offices, contractors and vendors (companies or individuals), including consultants.
- 7.3 Information relating to insurers, reinsurers and brokers who help to manage and underwrite the Company's products and provide with reinsurance and insurance services.

**8) Commercial information**

- 8.1 Commercial information which, if disclosed, may harm either the financial interests of the Company Group or those of third parties;

- 8.2 Information that is subject to obligations of confidentiality or non-disclosure pursuant to confidentiality agreements or other contractual or legal obligations of the Company or which could, if disclosed, expose the organisation to disproportionate legal risk or violate applicable law or the organisation's internal regulations, rules and procedures.

9) **Other**

- 9.1 Other kinds of information, which because of its nature, content or the circumstances surrounding its creation, use or communication is deemed confidential in the interests of the Group or third parties;
- 9.2 Passwords, pins and other access codes for the Group's systems.
- 9.3 Disclaimer: This list is not exhaustive. the Company may, at its discretion, following a case-by-case review, decide to classify other types of information as "Confidential information".

PENDING AGM APPROVAL