

# WPP | SCANGROUP PLC

## 20<sup>TH</sup> ANNUAL GENERAL MEETING

### POLLING RESULTS

The Board of Directors of WPP Scangroup Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Monday, 8th June 2026.

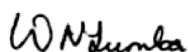
1. The total shares eligible to participate were 432,155,185.
2. There were 976 valid registered voters with a total of 309,757,636 shares.
3. Total number of shares that participated were 306,664,160 shares. This presents a participation level of 70.96%.

The Poll was conducted by Image Registrars Ltd and Audited by FEKAN Howell LLP.

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
<b>1.</b>	<b>Agenda 3</b>						
	To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31st December 2025, together with the Chairman's, the Directors' and Auditor's Reports thereon.	256,288,421	83.5891%	50,316,579	16.4108%	59,160	PASSED
<b>2.</b>	<b>Agenda 4</b>						
	To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2025.	244,162,137	80.0008%	61,037,373	19.9991%	1,464,650	PASSED
<b>3.</b>	<b>Agenda 5</b>						
	i) In accordance with Section 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. Richard Omwela, having attained the age of 70 years, retires by rotation and being eligible offers himself for re-election.	243,822,128	79.5199%	62,795,406	20.4800%	46,626	PASSED
	ii) In accordance with the provisions of Article 30.1 of the Company's Articles of Association, Ms Patricia Kiwanuka retires by rotation and being eligible, offers herself for re-election.	243,858,025	79.5323%	62,756,850	20.4676%	49,285	PASSED
	iii) To re-appoint Ms. Kagiso Musi who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.	244,089,103	79.6071%	62,527,792	20.3928%	47,265	PASSED
	iv) To re-appoint Mr. Nick Douglas who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.	243,787,928	79.5087%	62,829,907	20.4912%	46,325	PASSED
	v) To re-appoint Mr. Manuel Segimon who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.	243,765,053	79.5043%	62,840,802	20.4956%	58,305	PASSED
	vi) In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to serve as members of the said committee: – a) Mr. Peter Kimurwa b) Ms. Patricia Kiwanuka c) Ms. Beverley Spencer-Obatoyinbo d) Mr. Nick Douglas e) Mr. Manuel Segimon.	244,188,575	79.6575%	62,359,459	20.3424%	116,126	PASSED
<b>4.</b>	<b>Agenda 6</b>						
	a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2025.	244,340,523	79.7833%	61,914,412	20.2166%	409,225	PASSED
	b) To approve the Directors' Remuneration report as shown in the audited Financial Statements for the year ended 31 December 2024.	244,554,583	79.7704%	62,018,312	20.2295%	91,265	PASSED
<b>5.</b>	<b>Agenda 7</b>						
	To note that the auditors, PricewaterhouseCoopers LLP (Kenya), will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.	298,459,069	97.3541%	8,111,346	2.6458%	93,745	PASSED
<b>6.</b>	<b>Agenda 8</b>						
	<u>Part A: Removal of Directors</u> THAT, pursuant to section 139 of the Companies Act, 2015 and Article 34.1(g) of the Articles of Association of the Company, Richard Omwela, Akua Brayie Owusu-Nartey, Beverley Spencer-Obatoyinbo, Peter Kimurwa, Patricia Kiwanuka, Kagiso Musi, Nick Douglas, Manuel Segimon and Tebogo Skwambane be and are hereby removed from office as a Director of the Company with effect from the conclusion of this meeting.	63,501,851	20.7108%	243,109,708	79.2891%	52,601	FAILED
	<u>Part B – Appointment of replacement directors</u> THAT, subject to his/her written consent to act and compliance with the Articles of Association of the Company and applicable law, Bharat Kumar Thakrar, Andrew John Laird White, Carl Adam Ogola, Kunal Kamlesh Bid and Rishab Bharat Thakrar be and are hereby appointed as a Director of the Company with effect from the conclusion of this meeting.	63,533,463	20.7192%	243,106,392	79.2807%	24,305	FAILED
	<u>Part C – Ancillary request to the newly constituted Board</u> THAT, following the conclusion of this meeting, the newly constituted Board is requested to consider, as its first order of business, the appropriate appointment of the chairperson of the Board, any Managing Director or Chief Executive Officer and the composition of Board committees, in each case in accordance with the Articles of Association, the Companies Act, 2015, the Capital Markets regulatory framework and applicable corporate governance requirements.	63,520,629	20.7159%	243,106,286	79.2840%	37,245	FAILED

The Board of Directors hereby thanks all our shareholders who registered and participated at the 20th Hybrid Annual General Meeting.

BY ORDER OF THE BOARD



WINNIE JUMBA  
COMPANY SECRETARY  
8<sup>TH</sup> JUNE 2026