

PROXY FORM

WPP Scangroup Plc
 PO Box 34537 - 00100 GPO,
 Nairobi, Kenya

GDSC ACCOUNT NO.....
 SHAREHOLDER No.
 ID/REGISTRATION No.

I/We of (address)
 being a member/members of **WPP**

SCANGROUP PLC hereby appoint:

..... of:
 (address) TEL. No: or failing him/her:
 of:
 (address) TEL. No:

and failing him/ her the Chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the 2020 Annual General Meeting to be held on Wednesday 30th September 2020 and at any adjournment thereof.

As witness my/our hand thisday of 2020

Signature(s)

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) below:

About the agenda items of Annual General Meeting:

- a) The Proxy is authorized to vote according to his/her opinion
- b) The Proxy is authorized to vote in favor of all proposed resolutions
- c) The Proxy is authorized to vote in accordance with the following instructions stated in the table below.

* Delete whichever is not applicable.

Agenda items	Accept	Reject	Dissenting Opinion
ORDINARY BUSINESS:			
3. To receive and, If approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2019, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
4. To ratify the special interim dividend totaling to Kshs. 3,457,247,880.00 (on 432,155,985 shares @ 8 per share) declared by the Directors on 6th July 2020 and paid on or before 28th August 2020 and note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2019..			
5. Directors: Mr. Richard Omwela retires by rotation in accordance with Article 93 of the Company's Articles of Association and, being eligible, offers himself for re-election.			
6. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Group Board Audit & Risk Committee be elected to continue to serve as members of the said Committee: - Mr. Pratul Shah Mr. Richard Omwela Mr. Jonathan Neil Eggar			

7. To approve the Directors Remuneration			
SPECIAL BUSINESS:			
<p>1. Amendment of the Articles of Association of the Company: To consider and if thought fit to pass the following Special Resolution:</p> <p>To amend the Articles of Association of the Company by adding the following Article immediately after Article 64</p> <p>64A ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS</p> <p>64A.1 In the case of any general meeting, the Board may resolve to and make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.</p> <p>64A.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:</p> <p>a) participate in the business for which the meeting has been convened; and</p> <p>b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.</p>			

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not be a member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or, if the appointor is a Corporation, either under seal, or under the hand of an officer or attorney duly authorized.
3. To be valid, this Proxy Form must be duly completed by a Member and must either be emailed to sgagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 28th September 2020 at 11:00 a.m.