

Electronic Meeting Guide

This guide has been prepared to provide a simple overview of the conduct of the virtual General Meeting of WPP Scangroup Plc (the Company or Scangroup) to be held at 11 AM on Wednesday 27 May 2020.

1. BACKGROUND

Scangroup is in the process of selling its data research, consulting and analytics business (the **Proposed Transaction**). The sale requires approval of its shareholders to be completed. A virtual meeting of shareholders to consider this has been scheduled for 27 May 2020.

Due to the Coronavirus 2019 (COVID-19) pandemic and the related public health regulations, it is not possible for the Company to hold a physical general meeting in the usual manner. The board of directors of the Company (the **Board**) has obtained a court order allowing the Company to hold the meeting using electronic means.

The Company has engaged Image Registrars Limited to provide it with the technology and infrastructure it requires to conduct the general meeting through electronic means.

2. MEETING FORMAT

To ensure that we comply with public health regulations prohibiting public gatherings, only the Chairman, Chief Executive Officer, Company Secretary and other persons required for the conduct of the meeting will be physically present at the registered offices of the Company at 5th Floor, The Chancery, Valley Road, Nairobi, Kenya (**Company's Offices**) where the meeting will be conducted. Everyone else will attend/follow the meeting virtually.

Shareholders will be provided with a link through which those with an internet enabled device will be able to follow the proceedings in real time (details set out below).

3. REGISTRATION

Any shareholder wishing to attend/follow the meeting will need to register beforehand and between the registration dates outlined below, by dialing ***384*020#** on their Safaricom mobile telephone line or ***483*020#** on their Airtel and Telkom mobile telephone line and following the registration SMS/USDD prompts. For assistance, shareholders should dial the following helpline number: **0709 170 000** from 9 a.m. to 3 p.m. on Monday to Friday (excluding public holidays and weekends).

PLEASE note that any mobile phone can be used for registration and voting and that a smartphone is not required.

Shareholders are entitled to appoint a proxy to vote on their behalf. The proxy form is available on the Company's website via this link: <https://www.wpp-scangroup.com/>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street (**Image Registrars' Office**). A completed form of proxy should be emailed to sgeg@image.co.ke or delivered to the Image Registrars' Office on or before Sunday 24 May 2020 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Monday 25 May at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday 26 May 2020 to allow time to address any issues.

Registration of shareholders and proxies opened Friday 1 May 2020 and will close on Sunday 24 May 2020 at 11:00 am. Failure to register shall preclude the shareholder or proxy from being able to follow or vote at the meeting.

On 26 May 2020, 24 hours before the start of the meeting, registered shareholders and proxies shall receive a meeting alert via short message service (SMS) on their registered mobile numbers, acting as a reminder of the meeting set to begin the following day.

An hour before the start of the meeting, registered shareholders and proxies shall receive a final reminder (via SMS on their registered mobile numbers) of the meeting commencement which will be followed by another SMS containing the link to the livestream. The link may be accessed using a smartphone, tablet or computer and is compatible with any internet browser.

The message will read as follows: "Dear Shareholder, the WPP Scangroup Plc EGM will commence at 11.00 am today, you will shortly receive a live stream link which you may use (by clicking on the link) should you wish to follow the proceedings of the EGM."

Image Registrars shall provide Scangroup with a summary of shareholders and proxies who have registered at the close of registration.

4. QUESTIONS AND COMMENTS

Shareholders are reminded that any questions and comments on the Proposed Transaction and the virtual meeting should be received by the Company on or before Sunday 24 May 2020 at 11:00 am and that during the meeting no questions shall be taken.

Shareholders wishing to raise any questions or clarifications regarding the transaction may do so by either:

1. sending their written questions by email to Questions.EGM@wpp-scangroup.com;
2. to the extent possible, physically delivering their written questions with a return physical address or email address to the Company's Offices or the Image Registrars' Office; or
3. sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 34537, GPO 00100, Nairobi.

Questions received together with the responses to them will be available on the Company's website on or before 11.00 a.m. on Tuesday 26 May 2020.

5. DOCUMENT INSPECTION

The following documents may be viewed on the Company's website <https://www.wpp-scangroup.com>:

- (i) a copy of the notice calling for the general meeting;
- (ii) the Company's audited financial statements for the years 2018, 2017 and 2016;
- (iii) the Shareholders' Circular relating to the Proposed Transaction;
- (iv) Independent Advisor Report relating to the Proposed Transaction; and
- (v) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020;
- (vi) a copy of the Electronic Meeting Guide.

together (the **Documents**).

A copy of the share purchase agreement relating to the Proposed Transaction (the **SPA**) may be inspected by shareholders either:

- (i) by email request to the following address: Documents.EGM@wpp-scangroup.com, providing their full details (full names, address, ID/Passport Number/CDSC Account Number) outlining their request to view the SPA which request must be made on or before Tuesday 26th May 2020; or
- (ii) by appointment at the Company's offices or Image Registrars' Office from Monday 4th May 2020 to Tuesday 26th May 2020 between 9.00 a.m. and 4.00 p.m. (excluding weekends and public holidays). All appointments must be arranged at least 48 hours in advance by sending an email outlining the request to physically inspect the SPA and the Documents to the following address Documents.EGM@wpp-scangroup.com. The email must include the full name, Kenyan and national identity card/Passport Number/CDSC Account Number of the requesting shareholder.

As the SPA remains a confidential document, any shareholder wishing to inspect the same will be required to confirm that they will maintain confidentiality by signing a non-disclosure agreement with the Company.

6. MEETING FORMALITIES

6.1 Call to order

The Company Secretary shall be the master of ceremonies and will call the meeting to order.

Upon calling the meeting to order, the Company Secretary will remind attendees to ensure that they are in a noise free environment for their own convenience in order to properly follow the meeting. Attendees will only be able to hear and watch the proceedings and all gadgets joining the meeting will be muted automatically by the system to ensure no background noise or interference to the proceedings.

The Company Secretary shall then read the notice convening the meeting and invite the Chairman to take over the conduct of the meeting.

6.2 Explanation of conduct of the General Meeting

The Chairman shall issue his opening address to shareholders and proxies, welcoming them to the meeting and introduce the persons who will run the virtual meeting venue. The Chairman shall explain the rationale for conducting of the virtual meeting pursuant to the approval of the Court and confirmation of no objection by the CMA. The Chairman shall also give a summary of the published notice calling for the meeting and documents pertaining to the Proposed Transaction.

The Chairman will ask the Company Secretary to confirm the presence of a quorum and that the meeting is



properly convened. While confirming the meeting is quorate, the Company Secretary will confirm the number of shareholders that have registered for the meeting via the USSD registration process, the received proxies and whether the registered shareholders and proxy holders satisfy quorum requirements.

6.3 Presentation on the Proposed Transaction

The Chairman shall then present the highlights of the Proposed Transaction as outlined in his letter that forms part of the shareholders circular. He will also refer to this circular and remind attendees that this document (along with other relevant documents pertaining to the Proposed Transaction) have been on the company's website since 1 May 2020.

The Chairman will remind shareholders that questions asked and responses thereto are available on the company's website for their review.

6.4 Company Secretary reading out the resolution

The Chairman shall invite the Company Secretary to read out the ordinary resolution that has been tabled for approval in relation to the Proposed Transaction.

6.5 Moving of the resolution

The Chairman shall then explain that the tabled resolution had been made available on the company's website and he shall formally propose the resolution to the meeting.

The Chairman will explain that the voting will be conducted via a poll. This is the practice in other jurisdictions where virtual meetings are more common and is expressly permitted under the Company's articles of association. It addresses the difficulty of voting by a show of hands in a virtual forum and also more accurately reflects the views of shareholders.

7. VOTING

The Chairman will explain that the registered shareholders and proxies will cast their vote via USSD (SMS prompts) on their mobile phones.

Once the Chairman declares the ballot open, those eligible to vote at the meeting will receive a prompt on their mobile phones asking them to key in and dial the USSD code on their mobile phones. They will be required to follow the prompts to cast their vote. Those with multiple accounts and holding proxies on behalf of other shareholders will be prompted to vote for the various accounts consecutively.

The cost of the USSD voting shall be borne by the Company.

The voting process will be as follows:

Registered shareholders and proxies will key in and dial the following USSD codes:

1 Safaricom: *384*020# | Airtel / Telkom: *483*020#
For efficiency, the system will only send the respective code to each shareholder based on the network that the telephone number they registered with is subscribed to.

2 Preferred Language: the prompt will be as follows: Lughu: Atapata jibu lifuatalo
Mwanahisa atapochagua lughu, atapata jibu lifuatalo:

3 English: Welcome to WPP-Scangroup EGM, Reply with 1 | Kiswahili: Karibu kwa mkutano mkuu wa WPP Scangroup, Bonyeza 1
Once the shareholder chooses the language, the next prompt will be as follows: Mwanahisa anaweza kurudia mchakato mzima ili kupiga kura tena ikiwa ana akaunti zaidi ya moja.

4 English: Accounts registered with your number are listed below. Reply with 1 to vote using the first listed account. 1. XXXXXX | Kiswahili: Akaunti iliyosajiliwa kwa nambari yako imeorodheshwa hap chini. Bonyeza 1 kupiga kura 1. XXXXXX
Once the shareholder has responded, they shall receive the following prompt: Mwanahisa atapochagua lughu, atapata jibu lifuatalo:

5 English: Do you approve the Resolution of the Sale by WPP Scangroup Plc of its Kantar business in Africa? Reply 1 if in favor Reply 2 if against. | Kiswahili: Unatoa kibali cha kuuzwa kwa biashara ya Kantar Afrika na WPP Scangroup Plc? Bonyeza 1- Kukubali Bonyeza 2: Kukataa
Shareholders with multiple accounts shall be prompted to vote until they exhaust all their accounts. Mwanahisa anaweza kurudia mchakato mzima ili kupiga kura tena ikiwa ana akaunti zaidi ya moja.

6 English: Thank you (Name) your vote has been registered | Kiswahili: Ahsante (Jina) Kura yako imesajiliwa
Once the vote is made, the shareholder shall receive this final prompt confirming that their vote is accepted. Mwanahisa anaweza kurudia mchakato mzima ili kupiga kura tena ikiwa ana akaunti zaidi ya moja.

Voting will close at 5:00 pm on Wednesday, 27 May 2020.

8. SCRUTINY OF THE VOTING PROCESS

The voting will be independently monitored and supervised by PricewaterhouseCoopers to provide further systemic safeguards and ensure the integrity of the voting process.

9. ANNOUNCEMENT OF THE POLL RESULTS

Results of the voting shall be published in two newspapers of national circulation and on the Company's website not later than Friday, 29 May 2020.

10. CLOSING THE MEETING

The Chairman shall give his closing remarks and close the meeting following which access to the livestream shall be terminated.