



WPP SCANGROUP PLC

Incorporated in Kenya on 26th January 1999 under the Companies Act (Cap 486) (Registration Number C 11/2006)

NOTICE OF GENERAL MEETING

NOTICE is hereby given to Shareholders that, in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No. E680 of 2020 on Wednesday 29th April 2020, an Extra-Ordinary General Meeting (EGM) of the Company will be held via electronic communication on Wednesday 27th May 2020 at 11:00 A.M. for the purpose of considering and, if thought fit, passing the Ordinary Resolution set out below. Due to ongoing Government restrictions on public gatherings Shareholders will not be able to attend the EGM in person but will be able to register for, access information pertaining to the proposed resolution, follow the meeting in the manner detailed below and to vote electronically or by proxy. Shareholders may ask questions in advance of the meeting, as detailed below.

Proposed Resolution:

1. That the sale by the Company of its Kantar business in Africa, which includes (i) an 80% shareholding in Research and Marketing Group Investment Limited (ii) a 100% shareholding in Millward Brown East Africa Limited and (iii) the entire shareholdings owned by the Company indirectly through its subsidiary Scangroup Mauritius Holdings Limited of each of Millward Brown Nigeria Limited and Millward Brown West Africa Limited to KANTAR SQUARE TWO B.V., registered in the Dutch Commercial Register under number 74179373 ("the Transaction"), be and is hereby approved.

A circular providing shareholders with detailed information of the proposed sale together with a report from an Independent advisor on the proposed sale is available on the Company's website.

Appointment of Proxy:

A member entitled to attend and vote may appoint a proxy to participate and vote on his/her behalf in the manner prescribed in the proxy form. A proxy need not be a shareholder of the Company.

BY ORDER OF THE BOARD

Reuben Mwangi
Company Secretary

Date: 1st May, 2020

Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, for WPP Scangroup Plc to hold a physical general meeting in the manner prescribed in its Articles of Association. Pursuant thereto, the Company, through its Managing Director/Chief Executive Officer made an application to the High Court of Kenya in Miscellaneous Application No. E680 of 2020, under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) for special dispensation to convene and conduct a general meeting using electronic means. The application joined the Capital Markets Authority as an interested party. On 29th April 2020, the High Court of Kenya made an order allowing the convening and conducting of a general meeting by the Company using electronic means.

2. Any shareholder wishing to participate in the meeting should register for the EGM by dialing *384*020# on their Safaricom mobile telephone line or *483*020# on their Airtel and Telkom mobile telephone line and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number to hand. For assistance, Shareholders should dial the following helpline number: 0709 170 000 from 9 a.m. to 3 p.m. on a working day.

3. Registration for the EGM opens on Friday 1st May 2020 at 9:00 a.m. and will close on Sunday 24th May 2020 at 11:00 a.m. Shareholders will not be able to register after Sunday 24th May at 11:00 a.m.

4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.wpp-scangroup.com/>: (i) a copy of this Notice; (ii) the Company's audited financial statements for the years 2018, 2017 and 2016; (iii) the Shareholders' Circular relating to the Transaction; (iv) the Independent Advisor Report relating to the Transaction; and (v) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; (the Documents).

A copy of the Share Purchase Agreement relating to the Transaction (the SPA) may be inspected by Shareholders either:

a. to the extent possible, by appointment at the Company's offices or Image Registrars offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street from Monday 4th May 2020 to Tuesday 26th May 2020 between 9.00 a.m. and 4.00 p.m. (excluding weekends/Sundays and public holidays). Due to the measures introduced through ministerial directives and the Rules regarding social distancing, all appointments must be arranged with the Company Secretary at least 48 hours in advance. To arrange an inspection time, Shareholders should send an email to the following address Documents.EGM@wpp-scangroup.com, providing their full details (full names, Kenyan national identity card/Passport Number/CDSC Account Number) and outlining their request to physically inspect the Documents and the SPA; OR

b. by request to the Company Secretary by email 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.

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 way of entry into of a non-disclosure agreement with the Company.

5. Shareholders wishing to raise any questions or clarifications regarding the Transaction may do so by:

- a. sending their written questions by email to Questions.EGM@wpp-scangroup.com or
- b. to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at The Chancery, 5th Floor, Valley Road or Image Registrars offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
- c. 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.

Shareholders must provide their full details (full names, Kenyan national identity card/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarifications must reach the Company on or before Sunday 24th May 2020 at 11:00 a.m.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before 11.00 a.m. on Wednesday 27th May 2020. A full list of all questions received and the answers thereto will be published on the Company's website not later than 12 hours before 11.00 a.m. on Wednesday 27th May 2020.

6. In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company, but if not the Chairman of the EGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and 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. A proxy must be signed by the appointor or his attorney duly authorised in writing, or, if the appointor is a company, either under seal, or under the hand of an officer or attorney duly authorised by the company. A completed form of proxy should be emailed to sgegm@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 Monday 25th 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 25th May at 11:00 a.m. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than Tuesday 26th May 2020 to allow time to address any issues.

7. The EGM will be streamed live via a link which shall be provided to all Shareholders who will have registered to participate in the EGM. Duly registered Shareholders and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the start of the EGM acting as a reminder of the EGM. A second SMS/USSD prompt shall be sent one hour ahead of the EGM, reminding duly registered shareholders and proxies that the EGM will begin in an hours' time and providing a link to the livestream.

8. Duly registered Shareholders and proxies may follow the proceedings of the EGM using the livestream platform and may access the agenda. Duly registered Shareholders and proxies may vote (when prompted by the chairman) via the SMS/USSD prompts. Shareholders will not incur any costs for registering or voting at the meeting, which costs will be borne by the Company.

9. Results of the EGM together with a Certificate from the Company's auditors shall be published within 24 hours following conclusion of the EGM.

10. As the situation regarding COVID-19 is evolving and Government directives remain subject to change, the Company strongly encourages all Shareholders to monitor the Company's website <https://www.wpp-scangroup.com/> for further updates or changes in relation to the EGM. The Company appreciates the understanding of its Shareholders as it navigates the changing business conditions posed by COVID-19.

WPP SCANGROUP PLC
(the "Company")

CDSC A/c No:
Shareholder No:
ID/Registration No:

FORM OF PROXY - 2020 EXTRAORDINARY GENERAL MEETING (EGM) Please complete in BLOCK CAPITALS

I/WE.....
of.....

Being a shareholder of the Company hereby appoint the Chairman of the Meeting or (see notes 1 and 5) (Name of proxy) in respect of my (Number of shares) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the virtual Extraordinary General Meeting of the Company to be held electronically and chaired from the Company's Registered office at, 5th Floor, Chancery Valley Road, Nairobi at 11.00 a.m. on Wednesday 27th May 2020 and at any adjournment thereof.

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorise my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

Please clearly mark the box below to instruct your proxy how to vote

Resolution:
That the sale by the Company of its Kantar business in Africa, which includes (i) an 80% shareholding in Research and Marketing Group Investment Limited, (ii) a 100% shareholding in Millward Brown East Africa Limited and (iii) the entire shareholdings owned by the Company indirectly through its subsidiary Scangroup Mauritius Holdings Limited of each of Millward Brown Nigeria Limited and Millward Brown West Africa Limited to KANTAR SQUARE TWO B.V., registered in the Dutch Commercial Register under number 74179373 ("the Transaction"), be and is hereby approved.

For:

Against:

Withheld:

Signature:

WPP SCANGROUP PLC ELECTRONIC COMMUNICATIONS PREFERENCE FORM

Please complete in BLOCK CAPITALS

Full name of member(s):

.....

.....

Address:

.....

.....

CDSC No (if known)

(This can be found on your CDSC Statement)

Mobile Number (of the proxy holder)

Date:

Please tick the boxes below and return to Image Registrars at P.O. Box 9287, GPO 00100, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street:

Approval of Registration

I/WE approve to register to participate in the virtual EGM to be held on Wednesday 27th May 2020.

Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the EGM