



**SCANGROUP**

**WPP SCANGROUP PLC**

**BOARD SUCCESSION 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		

PENDING AGM APPROVAL

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## 1. INTRODUCTION

- 1.1 The Board Nomination, Governance and Remuneration Committee is mandated by the Board Charter, its Terms of Reference and the Capital Markets Authority Code of Corporate Governance for Issuers of Securities to the Public 2015 (CMA Code), to assist the Board in overseeing its size and composition, as well as the development of succession plans for the Board and Senior Management.
- 1.2 The Capital Markets (Public Offers, Listings, and Disclosures) Regulations, 2023 (POLD Regulations, 2023) require issuers to adopt formal and transparent policies and procedures, including a policy guiding the attraction and retention of Board members, which must be approved by the shareholders.
- 1.3 The Board of Directors of WPP Scangroup Plc (the "Company") has the responsibility of ensuring that effective processes are in place, to provide continuity to the Board having due regard to its mix of diversity, independence, skills and expertise.

## 2. APPLICATION

- 2.1 The Board Succession Policy (hereinafter referred to as "the Policy") focuses mainly on succession planning at the Board and Senior Management level.
- 2.2 'Board' shall mean and include Directors of the Company appointed by the Board/ Shareholders in accordance with the Board Charter and the Company's Articles of Association.
- 2.3 "Senior Management" refers to officers of the Company and its subsidiaries who form part of the core management team. This includes Executive Directors and, where not serving on the Board, shall also comprise the Chief Executive Officer, Chief Operations Officer, General Counsel, Risk Assessment and Controls Director, Chief Finance Officer and People and Culture Director, as well as individuals two (2) levels below these roles.

## 3. PURPOSE STATEMENT

This Policy is intended to ensure that Board succession planning remains current and aligned with the CMA Code, the Companies Act, 2015, and the Company's Articles of Association. It reaffirms the Company's commitment to the selection and appointment of highly qualified Directors who can navigate industry complexities, foster innovation, and support the Company's strategic objectives while upholding its regulatory and governance responsibilities.

## 4. SUCCESSION PLANNING FRAMEWORK

- 4.1 The Board Nominations, Governance and Remuneration Committee (the "Committee") is charged with the responsibility of review the structure, size and composition of the Board, including the balance of skills, knowledge, experience and diversity, and the requirements for non-executive independence, making recommendations to the Board for any adjustments.
- 4.2 The Board shall keep under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 4.3 The Board shall adopt the following approach in succession planning:
  - 4.3.1 Pre-Board Appointment: The Board through the Committee shall identify and engage potential board members with the requisite skills, expertise, and strategic insight.

4.3.2 Active Board Service: The Company shall provide continuous mentorship and leadership development, as well as create a supporting environment.

4.4 The Board shall develop and adopt a practical succession plan that prioritises identifying and shortlisting qualified candidates suited for directorship roles.

## 5. BOARD SELECTION AND APPOINTMENT PROCESS

### 5.1 Positions at the Non-Executive Directors level

5.1.1 The Committee is mandated to assess the skills mix and expertise that Non-Executive Directors contribute to the Board and make the necessary recommendations while ensuring that such assessments inform the Board's succession planning efforts.

5.1.2 The Company's Articles of Association allow for the Board to nominate candidates for directorships, save for those Directors to be nominated and appointed by Cavendish Square Holding B.V. pursuant to Article 29.6 of the Company's Articles of Association.

5.1.3 The Committee shall on an annual basis review the current Board composition and succession plans, so as to identify any gaps and determine the necessary changes.

5.1.4 In the event of vacancies in the Board, the Committee in consultation with the Chairman and other Members of the Board, shall recommend the name(s) of the candidate(s) (whether internal or external) who possess the appropriate qualifications and attributes for being considered for such position(s).

5.1.5 In evaluating and recommending potential appointees, the Committee shall consider the following factors: -

5.1.5.1 The Company's Strategy.

5.1.5.2 Size and composition of the Board.

5.1.5.3 Skills gap in the Board, if any.

5.1.5.4 Qualifications – i.e. academic/professional qualifications, skills and industry/specialty expertise.

5.1.5.5 Diversity.

5.1.5.6 Recommendations of continuous Board evaluations and governance audits.

5.1.6 The following steps will be used as a guideline in the appointment process:-

5.1.6.1 Based on the considerations as defined above, the Committee shall proceed to metrics that will guide the nomination process and shall develop a structured framework for evaluating potential candidates.

5.1.6.2 The Committee shall undertake comprehensive evaluations of the candidates, interviewing and assessing the shortlisted candidates.

5.1.6.3 The Committee shall proceed to shortlist the candidates in order of preference and presents a list of names/resumes for further evaluation by the Board.

- 5.1.6.4 Shortlisted applicants will then be invited to a formal interview including a skills based exercise with the Chair.
- 5.1.6.5 The vetting process shall be conducted as follows:
  - 5.1.6.5.1 The candidates resumes shall be reviewed to establish their skills, competence and fit in relation to their role as a Director.
  - 5.1.6.5.2 Appropriate background checks shall be conducted to determine whether the candidate is eligible to serve as a Director of the Company, assess any potential conflicts of interest, and evaluate the candidate's professional track record and ethical standing.
- 5.1.6.6 The Committee shall afterwards prepare a detailed recommendation report based on these evaluations and present it to the Board Chair for consideration and presentation to the wider Board.
- 5.1.6.7 Following the recommendation of the Committee and Board Chair, the Board shall make a determination on the successful candidate.
- 5.1.6.8 The Director shall be issued with a formal letter of appointment confirming the terms upon which the Director has been engaged.
- 5.1.6.9 An announcement on the new appointment shall be made through the appropriate regulatory channels and filings made with the Registrar of Companies.
- 5.1.6.10 Board induction sessions shall be conducted to familiarise the Director with their roles and responsibilities, rights and liabilities, the Company's operations, and any other relevant information necessary for the effective execution of their duties as a Director.
- 5.1.6.11 An induction pack that contains the Company's governance document, last annual report, and any other relevant documents shall be provided.
- 5.1.6.12 Finally, the appointment of the Director is tabled at a General meeting in line with the provisions of the Articles of Association for ratification.

## **5.2 Positions at the Senior Management and other critical positions**

- 5.2.1 The Chief Executive Officer, with the support of the People and Culture Director, is responsible for overseeing executive succession planning for the Company.
- 5.2.2 The Board through the Committee shall conduct an annual review of any existing or anticipated vacancies at the Senior Management level and other critical positions.
- 5.2.3 The Board shall develop and adopt an appropriate action plan, with priority given to identifying and shortlisting internal candidates, either from within the same function or through lateral transfers across other functions or locations.
- 5.2.4 Where suitable internal candidates are not available, the plan may extend to sourcing qualified external candidates with the necessary skills, experience, leadership capabilities, and expertise required for the role.

## **5.3 Positions at other levels**

- 5.3.1 Senior Management, through the respective Heads of Department, shall be responsible for developing succession plans for critical roles within their functions and submitting these plans to the Board for review and approval prior to implementation.

5.3.2 The Management Risk Committee and the Board Audit and Risk Committee shall review the Enterprise Risk Management framework, including human resource (HR) risks such as succession planning.

## 6. **ATTRACTION AND RETENTION**

6.1 Executive Directors, Senior Management and other Employees receive salary and benefits as set out in the Company's HR policies.

6.2 The retention strategies for Non-Executive Directors are as follows:

6.2.1 Non-Executive Directors are remunerated in the form of an annual retainer and sitting allowances for Board and Committee meeting attendance, save for those who hold executive roles within the wider WPP group.

6.2.2 Directors are reimbursed for travel expenses associated with their official duties, where necessary, as well as other direct business-related expenses.

6.2.3 The Company has put in place professional liability insurance cover to provide protection for Directors undertaking their duties in such capacity.

6.2.4 The Board assesses its key initiatives and determines specific skill sets and qualifications that Board members should possess to help contribute to these goals.

6.2.5 The Company, through the Company Secretary, facilitates continuous professional development sessions for Directors to ensure they remain informed of their duties, governance practices, and emerging issues relevant to the business and regulatory environment.

6.2.6 The Board remains committed to fostering a positive organisational culture. The Company has prioritised the development of workplace policies that uphold respect, professionalism, transparency, accountability, and inclusivity.

6.2.7 Directors have access to any company information, records, and books through the Chairman or Company Secretary.

6.2.8 Board members shall be provided with the necessary resources to effectively discharge their duties.

6.2.9 The Company supports the development of Board members by providing performance feedback through annual Board evaluation exercise and biennial governance audits.

6.2.10 The Board Chair continues to promote Board effectiveness by ensuring the implementation of sound and robust corporate governance practices.

## 7. **REVIEW**

7.1 The Board shall have overall responsibility for overseeing the implementation of this Policy and ensuring that the principles therein are adhered to consistently.

7.2 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.

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