

WPP SCANGROUP Plc

REMUNERATION POLICY

	DESIGNATION	SIGNATURE	DATE
Prepared by:	Company Secretary		
Reviewed by:	Nomination, Governance and Remuneration Committee		
Approved by:	Board		
Adopted by:	Shareholders		

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PENDING AGM APPROVAL

1) PREAMBLE

- 1.1. This document sets out the Directors' Remuneration Policy of WPP Scangroup Plc (the "Company"). This Directors' Remuneration Policy (hereinafter referred to as the Policy) is designed in the context of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 (CMA Code) to attract and retain best-in-class talent and incentivise Directors to deliver growth, creativity and outstanding performance, thereby producing long-term value for shareholders.
- 1.2. The Capital Markets (Public Offers, Listings, and Disclosures) Regulations, 2023 (POLD Regulations, 2023) require issuers to establish formal and transparent policies and procedures, including a remuneration policy, which must be approved by the shareholders.

2) PURPOSE

- 2.1 The Directors' Remuneration Policy is designed in the context of the CMA Code to attract and retain the best-in-class talent and incentivise Directors to deliver growth, creativity and outstanding performance, thereby producing long term value for shareholders, while aligning with industry practices, shareholder interests and applicable employment laws.

3) APPLICATION

- 3.1 This Policy applies to the Company's Board members, comprising its Executive and Non-Executive Directors.
- 3.2 This Policy is intended to supplement but not replace any applicable laws governing remuneration. In circumstances where the terms of this Policy are inconsistent with any enacted laws, regulations or standards governing the Company, the relevant law, regulation, or standard will take precedence over this Policy and the Policy shall be amended accordingly.

4) REMUNERATION STRUCTURE

4.1 Remuneration of Executive Directors

- 4.1.1 Remuneration of the Company's Executive Directors is determined by the following guiding principles:
 - 4.1.1.1 Performance driven Reward: the compensation structure has a significant proportion of performance based variable compensation spilt between fixed pay and Short-Term Incentive Pay (STIP).
 - 4.1.1.2 Competitiveness: Executive Director compensation is designed to attract and retain the best-in-class talent.
 - 4.1.1.3 Long-Term Alignment with Shareholder Interests: The Company has implemented strategies focusing on executive compensation, corporate governance and shareholder engagement to ensure long term alignment with shareholder interests. A significant portion of Executive Director compensation is tied to metrics that reflect shareholder value creation such as profitability and return on equity.
 - 4.1.1.4 Alignment to the Company's Strategy and Values: The Company's incentive plans contain metrics linked to the Company's strategy and values. The performance measures include a range of financial and non-financial measures. Non-financial measures are set out in a scorecard based on role and accountabilities of the Executive Director.

4.1.2 The elements of Executive Directors' compensation include:

4.1.2.1 **Base Salary:** Regular fixed amount paid monthly. The base salary is typically reviewed annually to align with the wider workforce. Salary levels and increases take into consideration salary increases awarded across the Group, individual performance and levels in other companies of similar size, scope and complexity.

4.1.2.2 **Employee Benefits:** Executive Directors may receive other benefits that are judged to be cost effective and appropriate. The details are outlined in the Group's Reward Policy.

4.1.2.3 **Pension:** This is provided by way of a contribution to a defined contribution arrangement as per the Company's policies.

4.1.2.4 **Short Term Incentive Plan (STIP):** This is an incentive plan designed to reward annual performance. Its purpose and link to strategy is to drive achievement of strategic priorities for the financial year and to motivate, retain and reward Executive Directors over the short and medium term.

4.1.3 Executive Directors are compensated as per their negotiated employment contracts. No separate Directors' fees are paid.

4.1.4 The Board Nomination, Governance and Remuneration Committee (the "Committee") is mandated to review and make recommendations on the remuneration of Executive Directors. The Committee also reviews the performance targets set out in each year and determines the extent to which the targets are achieved at the end of the year. Based on performance, it has the discretion to adjust the formulaic outcome to ensure the outcome reflects underlying Company performance and value creation for shareholders.

4.1.5 The base salary will be set considering a range of factors, including the profile and prior experience of the Executive Director, internal relativities, cost and external market data and implemented in line with the Group's Reward Policy.

4.1.6 The Committee retains the discretion to make awards on recruitment within policy limits. These may include realigning base salary set at lower initial level, seek to pay only that level of reward necessary to recruit exceptional talent, determine one off on-boarding benefits, consider buy out compensation entitlements to provide an immediate alignment with the interest of shareholders.

4.1.7 Compensation for loss of office will be determined by the Committee, taking into account the specific circumstances of the departure. Such compensation will be in accordance with the Group's human resource policies and applicable laws.

4.1.8 Executive Directors are permitted to serve as non-executives of other organisations subject to internal clearance procedures. If the Company is a shareholder in that organisation, non-executive fees for those roles are waived. However, if the Company is not a shareholder in that organisation, any non-executive fees can be retained by the office holder.

4.2 Remuneration of Non-Executive Directors

4.2.1 The Committee is responsible for reviewing and recommending the remuneration for Non-Executive Directors. No element of the pay is performance linked.

- 4.2.2 Non-Executive Directors are entitled to an annual fee and sitting allowances.
- 4.2.3 The annual fee is determined to reflect the skills, experience and time required to undertake the role of a Non-Executive Director. It also considers the fee levels in similar sized Kenyan companies.
- 4.2.4 Non-Executive Directors are eligible to receive sitting allowance in respect to attendance at Board and Board Committee meetings, Annual General Meetings, strategy meetings, investor briefings and special sittings.
- 4.2.5 Non-Executive Directors may receive consultancy fees in respect of other work that falls outside the remit of their role for the Company. Consultancy fees will be set on a discretionary basis, taking into account the nature of the role and time required.
- 4.2.6 Non-Executive Directors will be reimbursed for all reasonable and properly documented expenses incurred in performing their duties of office. In the event that the reimbursement of these expenses gives rise to a personal tax liability, the Company retains the discretion to meet this cost (including, where appropriate, costs in relation to tax advice and filing).
- 4.2.7 Non-Executive Directors have the benefit of indemnity in relation to liability incurred in their capacity as a Director of the Company.
- 4.2.8 Non-Executive Directors are not entitled to pension, bonus payments or long-term incentives, such as performance share schemes.
- 4.2.9 Non-Executive Directors' fees are reviewed annually by the Board and approved by the shareholders, having regard to recommendations from the Committee.
- 4.2.10 No notice period or termination fees are applicable when Non-Executive Directors resign.

4.3 Remuneration of Employees

- 4.3.1 The remuneration of the Group's employees shall be guided by the approved Reward Policy, which outlines the principles and procedures for determining employee salaries and other benefits.

5) DISCLOSURE AND TRANSPARENCY

- 5.1 The Board shall, annually, disclose in its annual report its policies for remuneration including incentives for the Board and senior management particularly the quantum and component of remuneration for Executive and Non-Executive Directors on a consolidated basis in the following categories:
 - 5.1.1 Executive Directors' salary and value of non-cash benefits.
 - 5.1.2 Non-Executive Directors' fees.
 - 5.1.3 Non-Executive Directors' allowances.
- 5.2 Approval will be sought from shareholders for the remuneration of the Directors as outlined in the Audited Financial Statements of the Company.

6) **REVIEW**

- 6.1 The Board shall have overall responsibility for overseeing the implementation of this policy.
- 6.2 The Board shall review this Policy annually to ensure its continued relevance and effectiveness, taking into account regulations, shareholders' interests, industry standards and emerging issues.

APPROVAL

This Policy was adopted by the Shareholders of WPP Scangroup Plc on.....2025.

PENDING AGM APPROVAL