



The Capital Markets Act

Chapter 485A of the Laws of Kenya

Regulation 19, paragraphs 4 & 5 of the Fourth Schedule and paragraph G.05 1 (c) of the Fifth Schedule (Continuing Obligations) of the Capital Markets (Securities)(Public Offers, Listing and Disclosures) Regulations, 2002

## WPP SCANGROUP LIMITED

[Company Number C.11/2006]

# PROPOSED ISSUE OF 53,290,883 NEW ORDINARY SHARES OF WPP SCANGROUP LIMITED TO RUSSELL SQUARE HOLDING B.V.

### 1. Introduction

WPP Scangroup Limited (**WPP Scangroup**) and Russell BV have on 25 April 2018 entered into a share purchase agreement for the sale and purchase of all of the shares held by Russell BV in Research and Marketing Group Investment Limited (Mauritius) (the "**Target**") an entity engaged in market research business. The purchase is of 3,660 shares (**Sale Shares**) which comprise 70% of the total issued share capital in the Target. Russell BV and WPP Scangroup have agreed that the consideration for the Sale Shares shall be settled by the issue to Russell BV of 53,290,883 new ordinary shares in WPP Scangroup (**Additional Shares**).

### 2. Issue of Additional Shares

Additional Shares to be allotted to satisfy the consideration for the Sale Shares has been calculated by dividing the purchase price for the Sale Shares by the strike price agreed at KES 17.39 for each sale share, which represents the average ruling trading price on the Nairobi Securities Exchange, on which WPP Scangroup's shares are traded, for the 3 months prior to 12 April 2018.

The issue of the Additional Shares is subject to shareholder and regulatory approval. WPP Scangroup intends to obtain shareholder approval for the purchase of the Sale Shares and the issue of the Additional Shares at the next general meeting.

### 3. Associated Persons

Russell BV is a subsidiary of WPP Plc.

WPP Plc, through its subsidiaries Cavendish Square Holding B.V. and Ogilvy & Mather South Africa (Pty) Ltd, controls 189,811,416 ordinary shares in WPP Scangroup comprising 50.1% of the total issued shares of WPP Scangroup.

Following the proposed issue of the Additional Shares, Russell BV and its associated persons (Cavendish BV, O&M and WPP Plc) will beneficially own an aggregate of 243,102,299 ordinary shares in WPP Scangroup, comprising 56.25% of the total issued shares of WPP Scangroup.

### 4. Completion

It is expected that the proposed acquisition of the Sale Shares and the issue of the Additional Shares will be completed no later than 31 July 2018, although this date may be extended by mutual agreement of Russell BV and WPP Scangroup and is subject to the necessary regulatory approvals.

Dated 26 April 2018

WPP Scangroup Limited