

# DIRECTORS' COMPENSATION POLICY

This section of the report sets out the proposed new Directors' Compensation Policy ('the Policy'). The Policy will take effect from the date of the 2026 AGM, subject to approval by shareholders.

## REVIEW OF EXISTING POLICY

During the year the Committee undertook an extensive review of the existing Directors' Compensation Policy, which was approved by shareholders at the AGM in 2023. The Committee considered the extent to which the existing compensation structure and performance-related pay remain fit for purpose, as well as how appropriate the compensation opportunity is, from both a market competitive and internal relativity basis.

The Committee concluded that, as a global business operating in a competitive talent market, changes were needed to ensure our Policy is fit for purpose and supports the next critical phase of our strategy. The Committee is mindful of both retention of top talent and the increasing compensation compression at leadership levels.

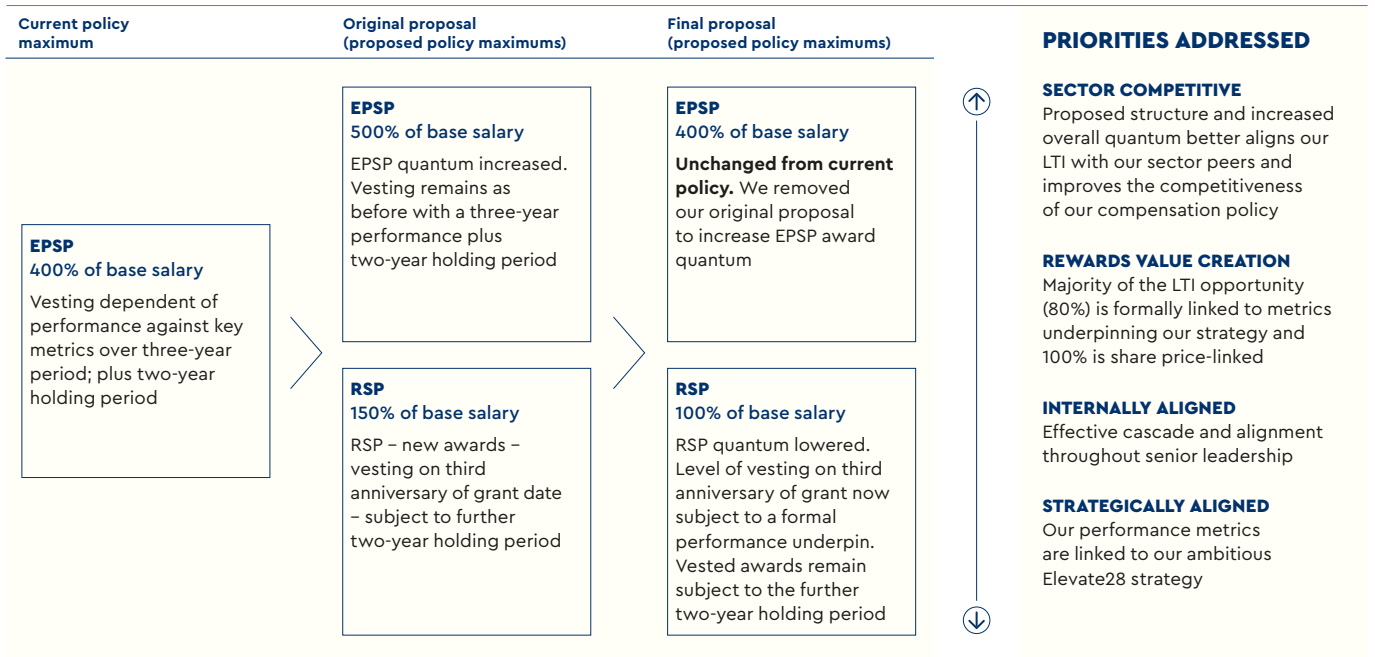
## CONSULTATION WITH SHAREHOLDERS

The Committee Chair consulted extensively with a significant number of our largest shareholders representing c.81% of share ownership and proxy agencies to seek their views on potential changes to the Policy. This was a valuable exercise in which shareholders provided thoughtful views and opinions which allowed for a useful and constructive conversation around the challenges and possible solutions. Overall, the majority of our investors understood the challenges that we face as a global technology and media business in a highly competitive market and were supportive of the proposed changes. As noted in the Committee Chair's letter, a number of adjustments were made in finalising our proposals to reflect investor feedback received, including:

- Removal of proposal to increase the maximum quantum of Executive Performance Share Plan (EPSP) awards
- Reduction in the proposed maximum quantum of Restricted Share (RSP) award
- Introduction of robust performance underpin in relation to the RSP awards, providing that vesting of these awards will be conditional on the Committee being satisfied that the vesting outcome is consistent with overall Group performance and the shareholder experience. The Committee will ensure that there is clear disclosure provided to shareholders at the end of the period on the factors considered before the award is released. The Committee has the power to reduce vesting outcomes (including to nil)

## DEVELOPMENT OF OUR FINAL LONG-TERM INCENTIVE PROPOSALS

### LONG-TERM INCENTIVES



## CHANGES TO DIRECTORS' COMPENSATION POLICY

The key changes we are proposing are to our long-term incentive structure, to ensure it is competitively positioned in the market. Changes are proposed to the STIP to align with market practice including a reduction in the proportion mandatorily deferred from 40% to 20% where shareholding guidelines have been met, and a minor change to allow a modest level of vesting at threshold in line with more typical market practice. Changes are also proposed to align the minimum shareholding requirements for the Executive Directors with the levels of their ongoing long-term incentive awards.

Our key Policy changes and how we propose to implement them in 2026 are summarised below:

### LONG-TERM INCENTIVES

Proposed Policy change	How we propose to implement in 2026
Introduction of ability to make Restricted Share Plan (RSP) awards to Executive Directors	
RSP awards to vest after three years with a further two-year holding period (replicating the EPSP holding period)	
Vesting of RSP awards to be subject to both continued employment and a performance underpin to be operated by the Committee prior to vesting to ensure vesting outcomes are consistent with the overall group performance and the shareholder experience. Vesting outcomes may be reduced (including to nil)	Subject to shareholder approval at the 2026 AGM, RSP awards under the new Policy of 100% of base salary will be made to the CEO and CFO in 2026

### SHORT-TERM INCENTIVE PLAN (STIP)

Proposed Policy change	How we propose to implement in 2026
Minor change to the STIP to allow for a vesting of up to 20% of the maximum opportunity for the achievement of threshold performance	
Change to operation of mandatory deferral; when shareholding guidelines met, the proportion deferred may be reduced from 40% to 20%	Subject to approval from shareholders at the 2026 AGM, these provisions will apply to the operation of the 2026 STIP (for the 2026 financial year) for the Executive Directors

### SHAREHOLDING REQUIREMENT

Proposed Policy change	How we propose to implement in 2026
Change to the determination of the minimum shareholding requirement, to align the minimum requirement to the aggregate of one times the ongoing EPSP award opportunity plus two times the ongoing RSP award opportunity	Subject to shareholder approval of the Policy at the 2026 AGM, this will apply with effect from that date  This will result in no change to the CEO requirement of 600% of base salary and the CFO minimum requirement will increase to 500% of base salary (from 300%)

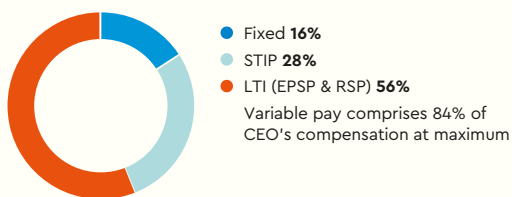
**GUIDING PRINCIPLES**

Our Directors' Compensation Policy is designed in the context of the UK Corporate Governance Code to attract and retain best-in-class talent and incentivise Directors to deliver the business strategy, thereby producing long-term value for shareholders.

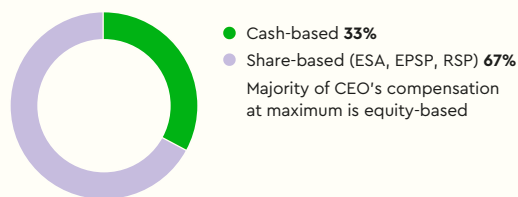
THE WPP DIRECTORS' COMPENSATION POLICY IS DETERMINED BY THE FOLLOWING GUIDING PRINCIPLES:



**FIXED AND VARIABLE PAY MIX**



**CASH AND EQUITY PAY MIX**



**ALIGNING PERFORMANCE-LINKED COMPENSATION WITH STRATEGY**

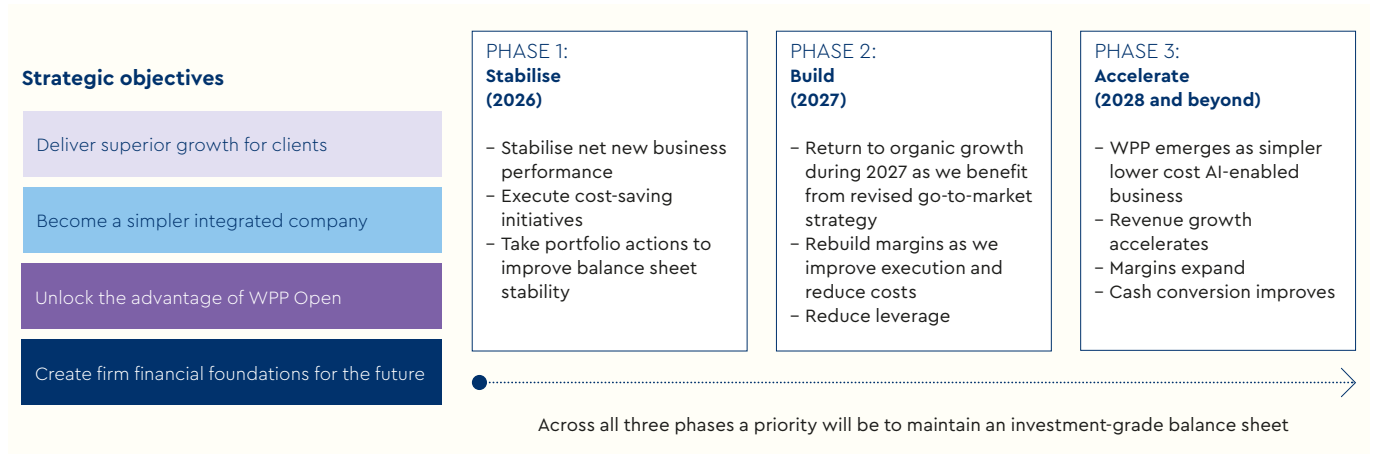
The key performance-linked elements of compensation are the STIP and EPSP. To ensure continued alignment between the performance metrics of each and our strategic business priorities, in parallel with the Compensation Policy review process and in conjunction with the strategy review, the Committee undertook a comprehensive review of the performance measures in both the STIP and EPSP, the results of which were referenced in the Committee Chair's letter. The significant majority of the compensation opportunity for our Executive Directors is performance-based and consequently the performance metrics to be used for the 2026 STIP and 2026 EPSP awards were one of the core areas discussed with investors in our Policy consultation process.

In respect of the 2026 STIP, the Committee agreed that revenue growth and operating margin should continue to be key areas of focus and that the 2026 financial metrics would be like-for-like revenue less pass-through costs growth and headline operating margin performance with equal weighting, comprising 75% of the STIP opportunity. The 25% element of the STIP will continue to be based on individual strategic priorities and, for 2026, will be linked to specific Elevate28 priorities for the individual director.

In relation to the 2026 EPSP awards, the Committee concluded ACF, relative TSR and ROIC remained appropriate measures to drive value creation for WPP. However, they agreed two changes were needed. First, to reflect our new strategy and our focus on a return to competitive growth, a new measure of relative organic revenue growth (ORG) will be introduced with a weighting of 1/6th. Relative ORG will measure our growth in like-for-like revenue over the three-year performance period relative to that of our global media sector peers (Dentsu, Havas, Omnicom and Publicis). Second, to strengthen pay for performance alignment relative to our media peers, for the 2026 EPSP awards our relative TSR performance will be measured solely by reference to a global media sector peer group.

These changes reflect both the Committee's view and feedback from investors during the 2026 Policy consultation process. The performance measures utilised in both the STIP and EPSP are aligned to our business KPIs. See page 24 for further details.

## OUR STRATEGY – ELEVATE28



The alignment of the metrics of our 2026 STIP and 2026 EPSP awards with our multi-year Elevate28 strategy are set out below.

### SHORT-TERM INCENTIVE PLAN (STIP) – 2026 FINANCIAL YEAR

Measure	Summary	Rationale for inclusion
Like-for-like revenue less pass-through costs growth (37.5%)	A key financial KPI. Like-for-like revenue growth excludes the impact of currency and acquisitions	Core measures for assessing our progress towards delivering our Phase 1: Stabilise goals
Headline operating profit margin (37.5%)	A key financial KPI that measures our profit on trading activities	
Individual strategic objectives (25%)	Individual objectives will be linked to our Elevate28 strategy in the four areas of: Deliver superior growth for clients; Becoming a simpler, integrated company; Unlock the advantage of WPP Open; and Create firm financial foundations for the future	By linking the individual performance element of the 2026 STIP to the achievement of specific Elevate28 strategic objectives we ensure strategic alignment

### LONG-TERM INCENTIVE PLAN EXECUTIVE PERFORMANCE SHARE PLAN (EPSP) – 2026 EPSP AWARDS

Measure	Summary	Rationale for inclusion
Adjusted free cash flow (AFCF) (33.3%)	AFCF measures the cash the business generates over the three-year performance period	Our aim is to grow the business whilst delivering improved cash generation. AFCF is a key long-term measure of our success in this area
Total shareholder return (TSR) (33.3%)	TSR measures the returns received by our shareholders over the three-year performance period relative to those of our global media sector peers	Delivering our strategy will benefit our shareholders through improved returns. Relative TSR provides a key measure of our success in generating shareholder value
Relative organic revenue growth (ORG) (16.67%)	ORG measures our like-for-like revenue growth relative to those of our global media sector peers	A key element of our strategy is to deliver organic growth. Relative ORG will help us measure how successful we have been in this area
Return on invested capital (ROIC) (16.67%)	ROIC measures the return (operating profit) made relative to the invested capital over the final financial year of the three-year performance period	ROIC will help us measure how efficiently we are executing our strategy and building firm foundations

## REMUNERATION POLICY TABLE FOR THE EXECUTIVE DIRECTORS

The table below summarises the new proposed Policy.

The new proposed Policy reflects the key policy proposals previously set out on page 104. In addition, a number of minor wording changes have been made throughout to ensure the Policy continues to reflect best practice and align with the principles of good governance whilst reflecting the global talent market in which WPP operates.

### FIXED ELEMENTS

#### BASE SALARY

<b>Purpose and link to strategy</b>	To maintain package competitiveness and reflect skills and experience; to enable recruitment and retention.
<b>Operation</b>	<p>Base salary is typically reviewed annually to align with the review cycle of the wider workforce</p> <p>In reviewing salaries the Committee may consider factors including, but not limited to:</p> <ul style="list-style-type: none"> <li>- Salary increases awarded across the Group</li> <li>- Individual performance</li> <li>- Levels in other companies of similar size, scope and complexity</li> </ul>
<b>Opportunity</b>	<p>Increases for Executive Directors will usually be aligned to the wider workforce which will reflect the performance of the Company, the individual and local economic factors.</p> <p>Increases above the normal level may be made to take into account special circumstances such as:</p> <ul style="list-style-type: none"> <li>- Increase in nature and scope of the role</li> <li>- To reflect development in a role such as in the case of an Executive Director appointed at a below-market salary</li> </ul>

#### BENEFITS

<b>Purpose and link to strategy</b>	To provide a market competitive benefits allowance and other benefits sufficient to enable recruitment and retention
<b>Operation</b>	<p>An annual benefits allowance may be provided. The level allowance is set with regard to the individual concerned and the role they undertake. The Committee has discretion to replace the allowance with direct provision of benefits where it considers it appropriate.</p> <p>The Committee has discretion to provide additional benefits where necessary, relevant and cost effective and such expenses may be grossed up. (This may include, but is not limited to, relocation or recruitment).</p> <p>Executive Directors may also participate in local salary sacrifice or net pay benefit arrangements on the same terms as available to other employees locally.</p> <p>Expenses incurred in the ordinary course of business, which are deemed taxable benefits by the relevant tax authorities, may also be provided.</p>
<b>Opportunity</b>	There is no maximum level of benefits. The level of annual benefits allowance is reviewed periodically to ensure it remains market competitive and cost effective (excluding relocation benefit).

#### PENSIONS

<b>Purpose and link to strategy</b>	To enable provision for retirement benefits.
<b>Operation</b>	Pension is provided by way of a contribution to a defined contribution retirement arrangement, a cash allowance or a combination of the two. Determined as a percentage of base salary.
<b>Opportunity</b>	The maximum pension contribution/cash allowance will normally be in line with those applicable to employees in the country in which the Executive Director is employed. Contributions for the Executive Directors employed in the UK are in line with the UK employee contribution rates, currently 10% of base salary.

## VARIABLE ELEMENTS

**SHORT-TERM INCENTIVE PLAN (STIP)**

The STIP is an incentive plan designed to reward annual performance. The plan makes awards in cash and Executive Share Awards (ESA).

<b>Purpose and link to strategy</b>	To drive the achievement of strategic priorities for the financial year and to motivate, retain and reward executives over the short and medium term; the ESA element of the incentive aligns executives with shareholder interests.
<b>Operation</b>	<p>Targets are normally set annually. The Committee determines the extent to which these targets have been achieved at the end of the year based on performance and has discretion to adjust the formulaic outcome both upwards and downwards (including to zero) to ensure the outcome reflects underlying Company performance and value creation for shareholders.</p> <p>Where the shareholding requirement has not been met, normally at least 40% of the STIP award will be delivered in the form of conditional deferred shares (ESA) which will normally be released after a period of two years.</p> <p>Where the minimum shareholding requirements have been met, the proportion of STIP deferred may be reduced to 20%.</p> <p>STIP is subject to the malus and clawback policy as may be amended from time to time.</p>
<b>Opportunity</b>	<p><b>Maximum opportunity:</b></p> <p>250% of base salary in respect of a financial year.</p> <p>Up to 20% of the maximum opportunity will pay out for threshold performance with 100% pay out for achieving stretch targets.</p> <p>Dividends may accrue on the ESA during the deferral period.</p>
<b>Performance</b>	<p>Performance measures and targets are normally reviewed and set annually to ensure continued strategic alignment.</p> <p>Financial measures typically represent a minimum of 75% of the award; individual strategic or non-financial objectives usually represent up to 25% of the award. These might include Company-wide priorities, individual performance goals and/or other individual or Company-wide non-financial objectives.</p>

**LONG-TERM INCENTIVE PLAN (LTIP)**

## PERFORMANCE SHARE AWARDS (EPSP AWARDS) AND RESTRICTED SHARE AWARDS (RSP AWARDS)

**Awards are made in shares and designed to reward long-term performance. Two types of award may be made; EPSP awards vest subject to the achievement of certain metrics over a three-year period and continued employment; RSP awards vest subject to continued employment over a three-year period and a performance underpin.**

<b>Purpose and link to strategy</b>	To drive the achievement of long-term strategic priorities, to aid retention and to align Executive Director and shareholder interests over the long term.
<b>Operation</b>	<p>EPSP awards comprise a grant of performance share awards which will normally vest subject to both the achievement of performance conditions and continued employment. The Committee has the discretion to adjust the formulaic outcome of the award to ensure that vesting reflects underlying Company performance and value creation for shareholders.</p> <p>An EPSP award normally has a performance period of three years, normally followed by a two-year holding period of the vested shares.</p> <p>RSP awards comprise a grant of restricted share awards, which will vest subject to continued employment and the operation of a performance underpin. The performance underpin requires that prior to vesting, the Committee considers the performance of the Company over the vesting period and has the ability to reduce the vesting outcome to ensure it is reflective of Company performance, the business context and shareholder experience.</p> <p>An RSP award normally has a vesting period of three years, followed by a two-year holding period of the vested shares.</p> <p>EPSP awards and RSP awards are both subject to the malus and clawback policy as may be amended from time to time.</p>
<b>Opportunity</b>	<p><b>Maximum opportunity:</b></p> <p>Total annual EPSP award maximum 400% of base salary in respect of a financial year.</p> <p>Total annual RSP award maximum 100% of base salary in respect of a financial year.</p> <p>Dividends may accrue on EPSP awards and RSP awards during their respective performance and vesting periods.</p>

<b>Performance</b>	<p>Vesting of EPSP awards is subject to both the achievement of stretching performance targets and continued employment. Performance measures and targets are normally reviewed and set annually by the Committee to ensure continued strategic alignment. These may be a mix of market, financial and non-financial measures.</p> <p>Threshold performance will normally result in an award of 20% of the award granted and increases to 100% for maximum performance achievement.</p> <p>Vesting of RSP awards is subject to both continued employment throughout the vesting period and the performance underpin. The performance underpin requires that prior to each vesting the Committee may exercise its discretion to adjust vesting levels (down or to nil) where:</p> <ul style="list-style-type: none"> <li>- The vesting outcome does not adequately reflect the underlying financial or non-financial performance of the Group</li> <li>- The vesting level is not appropriate in the context of circumstances that were unexpected or unforeseen at the point the awards were granted or</li> <li>- There exists any other compelling reason why an adjustment to the level of vesting of the award is appropriate to ensure fairness and alignment with the Company's performance and shareholder experience</li> </ul> <p>Full details of the EPSP awards and RSP awards including performance targets attached to the EPSP awards in respect of each year will be disclosed in the relevant Annual Report on Compensation.</p>
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## SHAREHOLDING REQUIREMENTS

<b>Purpose and link to strategy</b>	To align the interests of Executive Directors with shareholders.
<b>Operation</b>	<p>Executive Directors and other members of the senior management team are subject to share ownership requirements which seek to reinforce the WPP principle of alignment of management's interests with those of shareholders.</p> <p>Executive Directors are normally required to hold 100% of their shareholding requirement, or their shareholding at the date of departure, for a period of one year following cessation of employment, reducing to 50% for a second year.</p> <p>If an Executive Director fails to achieve the required level of share ownership, the Committee will decide what remedial action or penalty is appropriate. This may involve a reduction in future share awards or requiring the Executive Director to purchase shares in the market to meet the ownership requirements.</p> <p>If an Executive Director fails to maintain their shareholding requirement post-employment, this may result in a reduction of outstanding awards.</p>
<b>Opportunity</b>	<p>Executive Directors will each be required to build a minimum shareholding.</p> <p>The minimum requirement for an individual Executive Director will be set at no less than the aggregate of one times their ongoing EPSP award opportunity plus two times their ongoing RSP award opportunity.</p> <p>Executive Directors will ordinarily be permitted a period of seven years from the date of their appointment to achieve the required level.</p>

## NOTES TO THE POLICY TABLE

### PLAN RULES

Copies of the various plan rules are available for inspection at the Company's registered office and head office.

The Directors' Compensation Policy table for Executive Directors provides a summary of the key provisions relating to their ongoing operation.

The Committee has the authority to ensure that any awards being granted, vested or lapsed are treated in accordance with the plan rules which are more extensive than the summary set out in the table.

### SELECTION OF PERFORMANCE MEASURES

Performance measures are selected by the Committee based on their alignment with strategic priorities and the key metrics used across the business.

### STIP

STIP measures are reviewed annually by the Committee taking into account business performance and priorities. The performance targets for the STIP are set to incentivise and reward strong, sustainable performance. The Committee is of the view that the targets for the STIP are commercially sensitive and it would be detrimental to the Company to disclose them in advance of or during the relevant performance period. The Committee will disclose these targets at the end of the relevant performance period in that year's Annual Report, if these targets are no longer commercially sensitive.

### EPSP

The performance metrics for the EPSP awards are selected to complement the annual STIP measures and capture the longer-term performance of the Company.

When setting targets, the Committee takes into account a combination of factors including internal forecasts, analysts' expectations and historical performance relative to budgets.

**CASCADE TO WPP GROUP PAY POLICY**

As well as setting the policy for the Executive Directors, the Committee is also responsible for managing the compensation of the Executive Committee and the Company Secretary.

Compensation packages for these individuals are typically reviewed annually to align with the Executive Directors and the wider workforce. As is the case for Executive Directors, the WPP Group pay policy ensures a clear and direct link between the performance of the Group or relevant operating company and compensation. Substantial use of performance-driven compensation not only ensures the continued alignment of the interests of shareholders and senior individuals within the Group, but also enables the Group to attract, retain and motivate the talented people upon whom its success depends.

**STOCK PLAN 2018**

The WPP plc Stock Plan 2018 is used to satisfy awards under the short-term incentive plans (including ESAs) as well as to grant awards to management under the WPP Leadership Award programme.

Executive Directors, and other senior management employees, may receive part of their annual bonus entitlement as a deferred share award (ESA) under the Stock Plan 2018. Executive Directors are ineligible to participate in any other aspect of the management share award programme, other than in relation to awards granted prior to appointment or in relation to awards granted to buy-out previous awards on appointment.

**WPP PLC SHARE OPTION PLAN**

The WPP plc Share Option Plan is an all-employee plan that makes annual grants of stock options to employees with two years of service who work in wholly-owned subsidiaries. The Plan was approved by shareholders at the 2025 AGM.

The WPP plc Share Option Plan has the capability to make grants of executive share options.

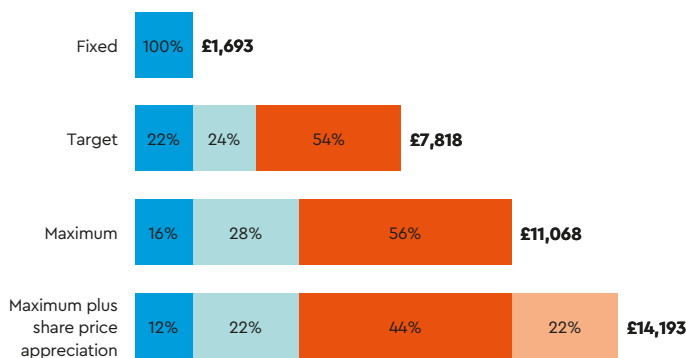
**ILLUSTRATIONS OF TOTAL COMPENSATION**

The charts below provide an illustration of the potential future total remuneration of the Executive Directors. Four scenarios of potential outcomes are provided based on the assumptions set out in the notes on the following page. The charts are reflective of the Policy that is being presented for approval at the 2026 AGM.

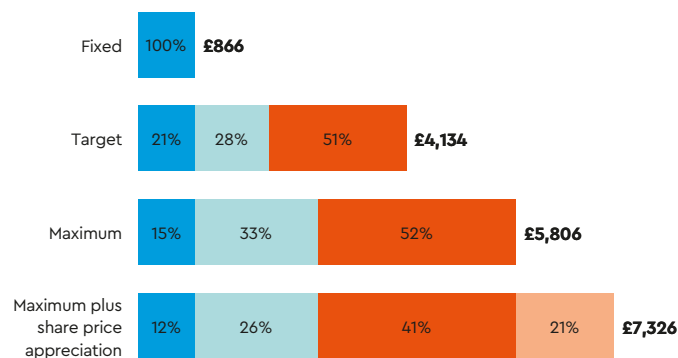
**COMPENSATION SCENARIO**

(£'000)

**Cindy Rose**  
CEO



**Joanne Wilson**  
CFO



- Fixed, consisting of base salary, benefits and pension
- Short-term incentives (STIP)
- Long-term incentives (EPSP award and RSP award)
- 50% share price appreciation

## NOTES TO THE COMPENSATION SCENARIO CHARTS

The scenarios in the charts on the previous page have been calculated based on the following assumptions:

<b>Fixed pay</b>	Consists of base salary, benefits and pension Base salary as at 1 January 2026 Pension at 10% of base salary
<b>Target</b>	Assumed for the STIP as the midpoint between threshold and maximum Assumes EPSP award vesting of 60% of maximum Assumes RSP award vesting of 100%
<b>Maximum excluding any share price growth</b>	Assumes maximum STIP and maximum EPSP award and RSP award vesting
<b>Maximum including 50% share price growth</b>	Assumes maximum STIP, maximum EPSP and RSP and 50% share price appreciation on the EPSP and RSP elements of the package

## APPOINTMENTS TO THE BOARD

This section sets out details with respect to the appointment of a new Executive Director to the Board of WPP, whether it is an external or internal appointment.

### FIXED COMPENSATION

Base salary will be set considering a range of factors, including the profile and prior experience of the candidate, internal relativities, cost and external market data.

Other elements of fixed pay will be set in accordance with the Policy table. The Committee may also provide one-off benefits such as reasonable relocation expenses and assistance with visa applications. Short-term benefits, such as accommodation following appointment and tax filing assistance, may also be provided.

### ONGOING VARIABLE COMPENSATION

The Committee will seek to pay only that level of reward necessary to recruit the exceptional talent needed to lead such a broad and diverse global group. The actual level of incentive offered will be in accordance with the Policy limits and will be dependent on the role and existing package of the candidate.

The Committee retains the discretion to make awards on recruitment, within the Policy limits, to provide an immediate alignment with the interests of shareholders.

### BUY-OUT AWARDS

In addition to the above (and outside the Policy limits) the Committee may consider buying-out compensation entitlements that the individual has had to forfeit by accepting the appointment. This may include the utilisation of the provisions of Listing Rule 9.3.2. The structure and value of the awards will generally be made on a like-for-like basis and will be informed by the structure and value of those entitlements being forfeited, unless the Committee consider it not to be practical or appropriate. The performance targets, time horizon and method of payment will be set in an appropriate manner at the discretion of the Committee and may or may not reflect the vesting, deferral and holding requirements in the Policy.

### TERMS SPECIFIC TO INTERNAL APPOINTMENTS

The Committee can honour any pre-existing commitments if an internal candidate is appointed to the Board.

### SERVICE CONTRACTS

Executive Directors' service contracts are on a rolling basis without a specific end date.

- Executive Directors contracts provide for a notice period of up to 12 months from both parties
- Remuneration terms include base salary, benefits (including benefits allowance), pension, holidays and participation in the short and long-term incentive plans
- At the Committee's discretion, the Executive Director's employment may be terminated by making a payment in lieu of notice of fixed compensation (base salary, benefits and pension) either in a lump sum or by monthly instalments rather than as a lump sum. The Committee has the discretion to reduce or stop the monthly instalment payments if alternative employment is taken up or other remuneration is received for the provision of services during the period when monthly instalments are due. Current Executive Directors' contracts align to the above
- More detail on the loss of office provisions is included on page 112

The effective dates and notice periods under the current Executive Directors' service contracts are shown in this table:

Name	Effective from	Notice period
Cindy Rose	1 September 2025	12 months
Joanne Wilson	19 April 2023	12 months

The Executive Directors' service contracts are available for inspection at the Company's registered office and head office. The contracts are effective from commencement of employment. Cindy Rose commenced employment and became CEO on 1 September 2025; Joanne Wilson commenced employment and was appointed CFO designate on 19 April 2023, and was appointed CFO on 27 April 2023.

## LOSS OF OFFICE PROVISIONS FIXED COMPENSATION ELEMENTS

As noted on page 111, the service contracts of Executive Directors provide for notice to be given on termination.

The fixed compensation elements of the contract will continue to be paid in respect of any notice period. Alternatively, a payment in lieu of notice (as described on page 111 under 'Service Contracts') may be made at the Committee's discretion. If an Executive Director is placed on garden leave, the Committee retains the discretion to settle benefits in the form of cash.

The Executive Directors are entitled to compensation for any accrued and unused holiday although, to the extent it is possible and in shareholder interests, the Committee will encourage Executive Directors to use their leave entitlements prior to the end of their notice period. Except in respect of any remaining notice period, no aspect of any Executive Director's fixed compensation is payable on termination of employment.

## VARIABLE COMPENSATION ELEMENTS

The table below summarises the policy on short-term and long-term incentives in certain leaver scenarios. As noted on page 113, the Committee has the authority to ensure that any awards that vest or lapse are treated in accordance with the plan rules, which are more extensive than the summary set out in the table below.

<b>STIP</b>	- The Executive Directors are entitled to receive their short-term incentive (cash element and/or ESA element) for any particular year provided they are employed on the last date of the performance period. If they are not employed they will not receive it unless the Committee decides to award a pro rata bonus in respect of the period worked
<b>ESA (unvested existing awards)</b>	- Provided the Executive Director is a Good Leaver, awards will vest in full on the normal vesting date subject to their terms. If the Executive Director is not a Good Leaver, unvested awards will lapse. Good Leaver for these purposes includes leaving on retirement, ill health, injury or disability, as a result of death in service and other circumstances determined by the Committee. Generally awards will vest on the date of death. In exceptional circumstances, the Committee may determine that an award will vest on a different basis
<b>EPSP awards</b>	- Provided the Executive Director is a Good Leaver, awards will vest subject to performance to the end of the performance period and (unless the Committee decides otherwise) time pro-rating. Awards will vest on the normal date. If the Executive Director is not a Good Leaver, unvested awards will lapse. Good Leaver for these purposes includes leaving on retirement, ill health, injury or disability, as a result of death in service and other circumstances determined by the Committee - Generally, awards will vest on the date of death, having regard to the extent to which any performance conditions have been achieved and any holding period will come to an end (and subject to time pro-rating unless the Committee decides otherwise) - Awards will vest immediately on a change of control subject to performance and time pro-rating will be applied (unless the Committee decides otherwise) unless the outstanding shares are exchanged for equivalent new awards - In exceptional circumstances, the Compensation Committee may determine that an award will vest on a different basis
<b>RSP awards</b>	- Provided the Executive Director is a Good Leaver, awards will vest subject to the operation of the performance underpin which is applied by the Committee following the end of the vesting period and (unless the Committee decides otherwise) time pro-rating. Awards will vest on the normal date. If the Executive Director is not a Good Leaver, unvested awards will lapse. Good Leaver for these purposes includes leaving on retirement, ill health, injury or disability, as a result of death in service and other circumstances determined by the Committee - Generally, awards will vest on the date of death, having regard to the operation of the performance underpin, and any holding period will come to an end (and subject to time pro-rating unless the Committee decides otherwise) - Awards will vest immediately on a change of control subject to the operation of the performance underpin and time pro-rating will be applied (unless the Committee decides otherwise) unless the outstanding shares are exchanged for equivalent new awards - In exceptional circumstances, the Compensation Committee may determine that an award will vest on a different basis

#### OTHER COMMITTEE DISCRETIONS NOT SET OUT ABOVE

Leaver status: the Committee has the discretion to determine an Executive Director's leaver classification considering the guidance set out within the relevant plan rules.

Settlement agreements: the Committee is authorised to reach settlement agreements with departing Executive Directors, informed by the default position set out above, such agreements may include the provision of outplacement support.

Minor amendments to the Policy: the Committee has the discretion to make minor changes to the Policy set out above, for reasons which may include, but are not limited to, ensure ongoing compliance with regulatory, administrative, tax, exchange control or legal requirements, without obtaining shareholder approval for that amendment.

Legacy arrangements: The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments), notwithstanding that they are not in line with the Policy set out in this report, where the terms of payment were agreed (i) before the Policy came into effect (provided that the commitment to make the payment complied with any applicable Compensation Policy at the time of the Company at the time it was agreed) or (ii) at a time when the relevant individual was not a Director of the Company. For these purposes, 'payments' includes the satisfaction of awards of variable remuneration and, in relation to awards of shares, the terms of the payment which are agreed at the time the award is granted.

#### EXTERNAL APPOINTMENTS

Executive Directors are permitted to serve as non-executives on the boards of other organisations. 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.

#### PAYMENTS AND AWARDS IN EXCEPTIONAL CIRCUMSTANCES

In unforeseen and exceptional circumstances, the Committee retains the discretion to make emergency payments and awards which might not otherwise be covered by this Policy. This may include the utilisation of the provisions of Listing Rule 9.3.2. The Committee will not use this power to exceed the recruitment policy limit, nor will awards be made in excess of the limits set out in the Directors' Compensation Policy table. An example of such an exceptional circumstances could include the untimely death of a Director, requiring another Director to take on an interim role until a permanent replacement is found.

#### MALUS & CLAWBACK POLICY

WPP operates a Malus & Clawback Policy to which certain awards under the Compensation Policy may be subject. The Malus & Clawback Policy is managed by the Committee who also have the power to amend it from time to time, to ensure, for example, it reflects current governance and regulatory requirements. The Malus & Clawback Policy applies to awards under the STIP and EPSP together with any other share awards which may be made, for example on recruitment, and subject to approval of the 2026 Compensation Policy by our shareholders will also apply to the RSP awards. Circumstances in which the operation of the Malus & Clawback Policy may be triggered are comprehensive and include actions or failures to act by the participant (covering fraud, misconduct, misbehaviour, non compliance with internal rules and policies, breach of restrictive covenants, failure to supervise others resulting in a trigger event, inducing others to breach obligations) together with material risk management or controls failures, significant downturns in financial performance, financial misstatement which resulted in a greater level of payment or vesting than would otherwise have been the case and any other circumstance which in the opinion of the Committee justify its operation.

Malus may be operated over the period from the date of grant to the date of vesting. This allow awards which have not yet vested to be reduced, cancelled or forfeited. Clawback may be operated over the three-year period from vesting. This allows the recovery of amounts relating to awards which have been settled, including via reducing or lapsing other awards held, deduction from payments due or direct reclamation. The Committee considers these periods are appropriate given the design of the Group's incentive arrangements and business cycle.

**DIRECTORS' COMPENSATION POLICY TABLE – CHAIR AND NON-EXECUTIVE DIRECTORS**

The following table sets out details of the ongoing compensation elements for WPP's Chair and Non-Executive Directors. No element of pay is performance-linked. Minor changes have been made including to permit the future potential payment of fees in shares, to ensure continued alignment with the market and best practice.

<p><b>Base fees</b> To reflect the skills, experience and time required to undertake the role.</p>	<p>The Chair and Non-Executive Directors receive a 'base fee' in connection with their appointment to the Board.</p>	<p>An overall cap on all non-executive fees, excluding consultancy fees, will apply consistent with the prevailing and shareholder-approved limit in the Articles of Association.</p>
<p><b>Additional fees</b> To reflect the additional time required in any additional duties for the Company.</p>	<p>Non-Executive Directors are eligible to receive additional fees in respect of serving as:</p> <ul style="list-style-type: none"> <li>- Senior Independent Director</li> <li>- Chair of a Board Committee</li> <li>- Member of a Board Committee</li> <li>- Consultancy fees in respect of other work that falls outside the remit of their role for the Company</li> </ul> <p>Additional fees or other payments may be paid to reflect additional responsibilities, roles or contribution as appropriate.</p>	<p>An overall cap on all non-executive fees, excluding consultancy fees, will apply consistent with the prevailing and shareholder-approved limit in the Articles of Association.</p> <p>Consultancy fees will be set on a discretionary basis, taking account of the nature of the role and time required.</p>
<p><b>Benefits and allowances</b> To enable the Chair and Non-Executive Directors to undertake their roles.</p>	<p>Fees and Additional fees are typically reviewed annually and consider the skills, experience and time required to undertake the role, and any additional duties as well as fee levels in similarly-sized UK companies.</p> <p>Although Non-Executive Directors currently receive their fees and any additional fees in cash, the Company may pay part or all of their fees and any additional fees in the form of shares.</p> <p>The Company will reimburse the Chair and Non-Executive Directors for all reasonable and properly documented expenses incurred in performing their duties of office.</p> <p>The Company may provide additional allowance to facilitate the operation of the Board such as a travel allowance for attendance at international meetings.</p> <p>In the event that the reimbursement of these expenses gives rise to a personal tax liability for the Chair or Non-Executive Director, the Company retains the discretion to meet this cost (including, where appropriate, costs in relation to tax advice and filing).</p> <p>The Company may provide additional benefits or cash allowances to the Chair including, but not limited to, use of car, office space and secretarial support where considered appropriate and necessary.</p>	<p>Benefits and allowances for the Chair and Non-Executive Directors will be set at a level that is appropriate for the performance of the role.</p>

**OTHER CHAIR AND NON-EXECUTIVE DIRECTOR POLICIES****LETTERS OF APPOINTMENT FOR THE CHAIR AND NON-EXECUTIVE DIRECTORS**

Letters of appointment have a one- to two-month notice period and there are no payments due on loss of office.

**APPOINTMENTS TO THE BOARD**

Letters of appointment will be consistent with the current terms as set out in this Annual Report. The Chair and Non-Executive Directors are not eligible to receive any variable pay. Fees for any new Non-Executive Directors will be consistent with the operating policy at their time of appointment. In respect of the appointment of a new Chair, the Committee has the discretion to set fees considering a range of factors including the profile and prior experience of the candidate and external market data.

**SHAREHOLDING**

Non-Executive Directors are encouraged to hold shares in the Company. The ownership guideline is to reach a shareholding equal to one times annual base fee within a three-year period.