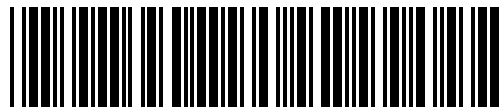


**Return of Allotment of Shares**Company Name: **WPP Group Holdings Limited**Company Number: **02668657**Received for filing in Electronic Format on the: **14/01/2022**

XAVOUZ82

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>21/12/2021</b>	<b>21/12/2021</b>

<b>Class of Shares:</b>	<b>US\$, 1.00,</b>	Number allotted	<b>369000000</b>
	<b>NON-</b>	Nominal value of each share	<b>1</b>
	<b>REDEEMABLE</b>	Amount paid:	<b>1</b>
	<b>PREFERENCE</b>	Amount unpaid:	<b>0</b>

Currency: **USD**

No shares allotted other than for cash

---

## Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>?, 0.10,</b>	Number allotted	<b>6499848938</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>649984893.8</b>
	<b>A</b>		
Currency:	<b>GBP</b>		

Prescribed particulars

**THE "A" ORDINARY SHARES RANK PARI PASSU WITH THE ORDINARY SHARES AS REGARDS TO RIGHTS ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE AND ANY OTHER RIGHTS TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE "A" ORDINARY SHARES RANK BEHIND THE PAYMENT OF THE PREFERENCIAL DIVIDENDS. THEY DO NOT CONFER ANY VOTING RIGHTS.**

<b>Class of Shares:</b>	<b>?, 1.00,</b>	Number allotted	<b>102</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>102</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>US\$,</b>	Number allotted	<b>7578125</b>
	<b>1.00, A</b>	Aggregate nominal value:	<b>7578125</b>
	<b>PREFERENCE</b>		
Currency:	<b>USD</b>		

Prescribed particulars

**THE A PREFERENCE SHARES CARRY VOTING RIGHTS.**

<b>Class of Shares:</b>	<b>US\$,</b>	Number allotted	<b>1000000</b>
	<b>1.00, B</b>	Aggregate nominal value:	<b>1000000</b>
	<b>PREFERENCE</b>		

Currency: **USD**

Prescribed particulars

**THE B PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS.**

<b>Class of Shares:</b>	<b>US\$,</b>	Number allotted	<b>369000000</b>
	<b>1.00,</b>	Aggregate nominal value:	<b>369000000</b>
	<b>NON-</b>		
	<b>REDEEMABLE</b>		
	<b>PREFERENCE</b>		

Currency: **USD**

Prescribed particulars

**THE NON-REDEEMABLE PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. THE SHARES ARE NON-CONVERTIBLE AND NON-REDEEMABLE. THE HOLDERS OF THE NON-REDEEMABLE PREFERENCE SHARES SHALL BE ENTITLED TO A CUMULATIVE FIXED RATE DIVIDEND IN PREFERENCE TO THE HOLDERS OF ANY OTHER CLASS OF SHARES WHICH WILL ACCRUE FROM THE DATE OF ISSUE AND BE PAYABLE ANNUALLY ON THE LAST BUSINESS DAY OF DECEMBER IN ANY CALENDAR YEAR.**

<b>Class of Shares:</b>	<b>US\$,</b>	Number allotted	<b>4200000</b>
	<b>10.00, C</b>	Aggregate nominal value:	<b>42000000</b>
	<b>PREFERENCE</b>		

Currency: **USD**

Prescribed particulars

**THE C PREFERENCE SHARES CARRY VOTING RIGHTS.**

---

# Statement of Capital (Totals)

---

Currency:	<b>GBP</b>	Total number of shares:	<b>6499849040</b>
		Total aggregate nominal value:	<b>649984995.8</b>
		Total aggregate amount unpaid:	<b>0</b>
Currency:	<b>USD</b>	Total number of shares:	<b>381778125</b>
		Total aggregate nominal value:	<b>419578125</b>
		Total aggregate amount unpaid:	<b>0</b>

---

## Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.