

**Return of Allotment of Shares**Company Name: **WPP MR OVERSEAS MEDIA HOLDINGS LIMITED**Company Number: **04177804**Received for filing in Electronic Format on the: **11/12/2023**

XCI66E8H

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>11/12/2023</b>	

**Class of Shares: ORDINARY**Number allotted **14771814578**Currency: **GBP**Nominal value of each share **0.001**Amount paid: **1**Amount unpaid: **0**

Non-cash consideration

**ISSUED TO WPP JUBILEE LIMITED IN CONSIDERATION FOR THE ACQUISITION BY WPP MR OVERSEAS MEDIA HOLDINGS LIMITED OF 23,598,978,553 ORDINARY SHARES OF £0.0002 EACH IN THE CAPITAL OF WPP 2005 LIMITED.**

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## Statement of Capital (Share Capital)

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Class of Shares:	REDEEMABLE	Number allotted	900000000
	PREFERENCE	Aggregate nominal value:	900000000

Currency: EUR

Prescribed particulars

THE HOLDERS OF THE REDEEMABLE CUMULATIVE PREFERENCE SHARES SHALL BE ENTITLED TO A CUMULATIVE FLOATING RATE DIVIDEND IN PREFERENCE TO THE HOLDERS OF ANY OTHER CLASS OF SHARES. THE PREFERENCE DIVIDEND WILL BE CALCULATED ON THE CAPITAL FOR THE TIME BEING PAID UP ON THE REDEEMABLE CUMULATIVE PREFERENCE SHARES AND WILL BE PAYABLE ANNUALLY ON THE LAST BUSINESS DAY IN JUNE IN EACH CALENDAR YEAR COMMENCING 30 JUNE 2021. THE RATE OF THE PREFERENCE DIVIDEND WILL BE THE 12 MONTH EURIBOR RATE PLUS 40 BASIS POINTS AS QUOTED ON THE LAST BUSINESS DAY PRIOR TO 30 JUNE 2020. THE PREFERENCE DIVIDEND RATE WILL BE RESET ANNUALLY ON 30 JUNE EACH YEAR STARTING ON 30 JUNE 2021 AND AT THE END OF EVERY 12 MONTH CALENDAR PERIOD THEREAFTER TO BE THE CURRENT MARKET 12 MONTH EURIBOR RATE PLUS A MARGIN EQUAL TO THAT CHARGED UNDER THE TERMS OF THE WPP PLC REVOLVING CREDIT FACILITY AGREEMENT DATED 15 MARCH 2019, AS AMENDED, OR SUBSEQUENT REPLACEMENT BANK FACILITY ARRANGEMENTS FOR THE WPP GROUP OF COMPANIES IN PLACE AT THE RELEVANT RESET DATE. THE PAYMENT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND SHALL HAVE PRIORITY TO ANY DIVIDEND PAID TO THE HOLDERS OF ANY OTHER CLASS OF SHARES IN THE CAPITAL OF THE COMPANY. ON A WINDING UP OR REPAYMENT OF CAPITAL, THE REDEEMABLE CUMULATIVE PREFERENCE SHARES SHALL ENTITLE THE HOLDERS TO REPAYMENT OF THE CAPITAL PAID UP ON THESE SHARES (TOGETHER WITH A SUM EQUAL TO ANY ARREARS OR DEFICIENCY OF THE PREFERENCE DIVIDEND, WHETHER DECLARED OR EARNED OR NOT, CALCULATED UP TO THE DATE OF THE RETURN OF THE CAPITAL) IN PRIORITY TO ANY PAYMENT TO THE HOLDER OF THE ORDINARY SHARES. THE REDEEMABLE CUMULATIVE PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS TO ANY FURTHER OR OTHER PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY NOR TO RECEIVE NOTICE OF OR ATTEND OR VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION DIRECTLY OR ADVERSELY AFFECTING ANY OF THE SPECIAL RIGHTS ATTACHED TO THE REDEEMABLE CUMULATIVE PREFERENCE SHARES.

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>14776815973</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>14776815.973</b>

Prescribed particulars

**THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING WINDING UP) RIGHTS. THE ORDINARY SHARES ARE NON-REDEEMABLE.**

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## Statement of Capital (Totals)

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Currency:	<b>EUR</b>	Total number of shares:	<b>900000000</b>
		Total aggregate nominal value:	<b>900000000</b>
		Total aggregate amount unpaid:	<b>0</b>
Currency:	<b>GBP</b>	Total number of shares:	<b>14776815973</b>
		Total aggregate nominal value:	<b>14776815.973</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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