

WPP MR GROUP HOLDINGS LIMITED (the Company)

(Company number: 02306038)

SOLVENCY STATEMENT MADE FOR THE PURPOSE OF

SECTION 642 OF THE COMPANIES ACT 2006

This solvency statement is effective from 11 November 2022.

The shares of the Company are held by Tempus Group Limited.

The Company is proposing that its share capital be reduced by;

- (i) reducing the nominal value of each ordinary-A share from GBP 0.05 to GBP 0.000000000005;
- (ii) reducing the nominal value of each ordinary-B share from GBP 0.05 to GBP 0.000000000005;
- (iii) reducing the amount standing to the credit of the Company's capital redemption reserve (being £864,189) to £0.00; and
- (iv) reducing the amount standing to the credit of the Company's share premium account (being £1,169,896) to £0.00.

We, Richard Payne, Andrew Payne, Anthony Jordan and Nicholas Douglas, being all the directors of the Company as at the date of this solvency statement, have formed the opinion that:

- (a) as at the date of this solvency statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this solvency statement.

In forming this opinion, the directors have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

Signed by all the directors of the Company:


.....
Richard Payne

Director

11 November 2022

.....
Nicholas Douglas

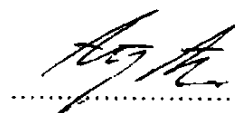
Director

_____ 2022

.....
Andrew Payne

Director

_____ 2022


.....
Anthony Jordan

Director

11 November 2022

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Richard Payne

Director


 2022



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Nicholas Douglas

Director

11 November 2022



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Andrew Payne

Director

11 November 2022

.....
Anthony Jordan

Director

 2022