

WPP Group (UK) Ltd (the Company)

(Company number 2670617)

SOLVENCY STATEMENT MADE FOR THE PURPOSE OF  
SECTION 642 OF THE COMPANIES ACT 2006

This solvency statement is made on 21 February 2012

The Company is proposing that its Share Premium Account be reduced by £3,440,073,838 by cancelling the share premium on 679,079,608 ordinary shares of £1 each registered in the name of WPP LN Limited, and that the Share Capital be reduced by re-designating the 679,079,608 £1 ordinary shares held by WPP LN Limited as £0 1 ordinary shares and the 25,759,475 £1 preference shares held by WPP 2005 Limited as £0 1 preference shares

We, Paul Delaney, Chris Sweetland and Andrew Scott being all of the directors of the Company as at the date of this solvency statement, have each 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 in counterpart by all of the directors of the Company

Paul Delaney



Chris Sweetland



Andrew Scott

