

**WPP MAGIC LIMITED (the Company)**

(Company number: 4622033)

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

This solvency statement is effective from 10 May 2021.

The shares of the Company are held by WPP Sparky Limited (the **Shareholder**).

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

- (i) reducing the nominal value of the ordinary shares held by the Shareholder from £1.00 to £0.00000001; and
- (ii) reducing the amount standing to the credit of the Company's share premium account (being £210,123,017) to £0.00.

(the **Share Capital Reduction**), the amount generated by the Share Capital Reduction would be added to the Company's retained losses of £1,243,921,054.37 to generate distributable reserves of £3,932,611,869.97.

We, Andrew Payne, Daniel Conaghan and Charles van der Welle, 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:


**Andrew Payne**

Director

10 May 2021

**Daniel Conaghan**

Director

\_\_\_\_\_ 2021

**Charles van der Welle**

Director

\_\_\_\_\_ 2021

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.....	<u>D.P. 21</u>	.....
<b>Andrew Payne</b>	<b>Daniel Conaghan</b>	<b>Charles van der Welle</b>
Director	Director	Director
_____ 2021	<u>10 May</u> 2021	_____ 2021

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**Andrew Payne**

Director


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**Daniel Conaghan**

Director

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**Charles van der Welle**

Director

10 May 2021