



ASX Release

Scheme of arrangement legally effective

Sydney, Australia – 26 April 2021

Further to its announcement on Friday, 23 April 2021, WPP AUNZ Ltd (“**WPP AUNZ**”) is pleased to announce that an office copy of the orders made by the Supreme Court of New South Wales (“**Court**”) approving the proposed scheme of arrangement under which WPP plc, via Cavendish Square Holding B.V. (an indirect wholly-owned subsidiary of WPP plc), will acquire all of the WPP AUNZ shares that it does not already own (“**Scheme**”) has been lodged with the Australian Securities and Investments Commission pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth).

A copy of the Court orders is set out in **Annexure A** to this announcement. As a result, the Scheme is now legally effective and it is expected that WPP AUNZ shares will be suspended from trading on the ASX from close of trading today.

As announced on Friday, 23 April 2021, WPP AUNZ shareholders who are registered as such at both 7:00pm (Sydney time) on Friday, 30 April 2021 (“**Special Dividend Record Date**”) and 7:00pm (Sydney time) on Tuesday, 11 May 2021 (“**Scheme Record Date**”) will receive:

- (**Special Dividend**) a fully franked special dividend of \$0.156 in cash per WPP AUNZ share (“**Special Dividend**”) held by them on the Special Dividend Record Date. Payment of the Special Dividend is expected to be made on Friday, 7 May 2021; and
- (**Scheme Consideration**) scheme consideration of \$0.50 in cash per WPP AUNZ share (“**Scheme Consideration**”) held by them on the Scheme Record Date. Payment of the Scheme Consideration is expected to be made on Tuesday, 18 May 2021.

Payment of the Special Dividend and the Scheme Consideration is in addition to the fully franked dividend of \$0.044 per WPP AUNZ share which was paid on Wednesday, 7 April 2021 (“**FY20 Total Dividend**”) to those WPP AUNZ shareholders who were on the WPP AUNZ Share Register on Wednesday, 31 March 2021 (“**FY20 Total Dividend Record Date**”), so that WPP AUNZ shareholders who held their WPP AUNZ shares on all the relevant record dates will have received a total of \$0.70 per WPP AUNZ share, as outlined in the Scheme Booklet.

End

About WPP AUNZ:

WPP AUNZ is Australasia’s leading creative transformation company. You can read more at wppaunz.com or follow us @WPP_AUNZ

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Authorised by:

The Independent Board Committee of WPP AUNZ
WPP AUNZ Limited
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Attached:

Annexure A - Orders of Justice Black, Supreme Court of New South Wales



Issued: 23 April 2021 10:58 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2021/00058272

TITLE OF PROCEEDINGS

First Plaintiff	WPP AUNZ Limited ACN 001657370
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First

DATE OF JUDGMENT/ORDER

Date made or given	23 April 2021
Date entered	23 April 2021

TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 1 March 2021. Second Court hearing.

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Subject to order 2 of these orders, pursuant to subsection 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between the Plaintiff and its members holding fully paid ordinary shares other than Excluded Shareholders (as defined in the Scheme, at Annexure 2 of Exhibit 1), be approved.

2 Pursuant to subsection 411(6) of the Act, the definition of "Excluded Shareholder" in the Scheme be amended to "Cavendish Square Holding B.V.".

3 Pursuant to section 411(12) of the Act, the Plaintiff be exempt from compliance with section 411(11) of the Act in relation to the Scheme.

4 These orders be entered forthwith.

SEAL AND SIGNATURE



Signature Chris D'Aeth
Capacity Principal Registrar
Date 23 April 2021

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
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Client reference

Legal representative for plaintiffs

Name LUKE BRADSHAW HASTINGS
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FURTHER DETAILS ABOUT (s)