



Roberto Quarta
CD&R LLP
Cleveland House
33 King Street
London SW1Y 6RJ

18 December 2014

Dear Roberto,

Appointment as Non-Executive Director and Chairman Designate of WPP plc

This letter confirms the terms of your appointment as a non-executive director and chairman designate of the board of directors ("**Board**") of WPP plc (the "**Company**"). It is agreed that this is a contract for services and is not a contract of employment.

By accepting this appointment, you confirm that you are not subject to any restrictions which prevent you from holding office as a director of the Company.

Appointment

1. Subject to the Company's articles of association, your appointment as a non-executive director will commence on 1 January 2015 and you will become chairman of the Board following the retirement of the current chairman, at the later of the close of the 2015 annual general meeting of the Company and the cessation of one of your existing LSE chairman appointments. Your appointment may be terminated at the discretion of either party upon two months' written notice. Continuation of your appointment is contingent on satisfactory performance and re-election at each annual general meeting.

Time commitment

2. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. This will include attending at least 6 Board meetings per year, as well as the annual general meeting and any extraordinary general meetings, meetings with the non-executive directors, meetings with share owners, and meetings forming part of the Board evaluation process. Some of these meetings may involve overseas travel. In addition, you will be expected to devote appropriate time to preparation ahead of each meeting and to any ad hoc matters which may arise.
3. The overall time commitment will increase if you are a member or chairman of any committee, or if you are given additional responsibilities. It is anticipated that you will be a member of the Nomination and Governance Committee and be a member of the Compensation Committee and will be invited to attend Audit Committee meetings at the discretion of the Chairman of the Audit Committee.
4. The agreement of the Board should be sought before accepting additional commitments that might affect the time you are able to devote to your role as a non-executive director and chairman of the Company.

Role

5. Non-executive directors have the same general legal responsibilities to the Company as any other director and you are expected to perform your duties (whether statutory, fiduciary or common law) faithfully, diligently and to a standard commensurate with the functions of your role and your knowledge, skills and experience. The Board as a whole is collectively responsible for the success of the Company. The Board:

- provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
- sets the Company's values and standards and ensures that its obligations to its share owners and others are understood and met.

In addition to the requirements of all directors, your role as a non-executive director has the following key elements:

- **Strategy:** Non-executive directors should constructively challenge and contribute to the development of strategy;
- **Performance:** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk:** Non-executive directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
- **People:** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, senior management and in succession planning;
- **Standards:** Non-executive directors should uphold high standards of integrity and probity and support the executive directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond; and
- **Consideration of share owner views:** Non-executive directors should take into account the views of share owners and other stakeholders where appropriate.

6. In addition in your role as chairman of the Company you will:

- chair the Board and general meetings of the Company, including setting the Board's agenda and ensuring that adequate time is set aside to enable discussion of all agenda items, in particular those issues relating to strategy, risk, performance, value creation and accountability;
- ensure that the Board considers and debates the nature and extent of any significant risks that the Company is considering in implementing its strategy and ensure that, in order to do so, the Board receives accurate, timely and clear information;
- by developing productive working relationships both personally and between all executive directors, non-executive directors and the chief executive, encourage all Board members to engage in Board and committee meetings and to make use of their skills, experience, knowledge and, where appropriate, independence;

- set clear expectations concerning the Company's ethics, culture, and behaviour and the style and tone of Board discussions by demonstrating and promoting the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level;
 - ensure that the Board has effective decision-making processes and applies sufficient challenge to major proposals, including ensuring that Board committees are properly structured, are provided with appropriate terms of reference and that those committees provide suitable reports in accordance with the provisions of the UK Corporate Governance Code;
 - have particular regard to the UK Corporate Governance Code and associated Guidance for boards and board committees in respect of the role of the Board and the role of a non-executive director and chairman and consult the senior independent director where appropriate on Board matters in accordance with the UK Corporate Governance Code;
 - ensure effective communication by the Company with share owners and other stakeholders and that their respective views are provided to the Board;
 - ensure that the performance and composition of the Board, its committees and individual directors are evaluated at least annually and act on the results of that evaluation.
7. All executive directors and non-executive directors must take decisions objectively in the interests of the Company. As a director you owe a fiduciary duty to the Company which includes an obligation not to do anything that might bring the Company into disrepute. You must also have regard (among other matters) to:
- the likely long-term consequences of any decision taken by the Board or the Company;
 - the interests of the Company's employees;
 - the Company's business relationships with suppliers, customers and others;
 - the impact of the Company's operations on the community and the environment; and
 - the desirability of the Company to maintain a reputation for high standards of business conduct and ethics.
8. In order to enable you to discharge your duties, you will be entitled to request all relevant information about the Company's affairs as is reasonably necessary to discharge those duties effectively.

Fees

9. On appointment as a non-executive director of the Company from 1 January 2015 you will be paid a fee of £70,000 gross per annum. You will also be paid a fee of £10,000 gross per annum for membership of the Nomination and Governance Committee and £20,000 gross per annum for membership of the Compensation Committee.
10. When you become chairman of the Company, you will be paid an annual fee of £475,000 gross per annum. This will be reviewed in accordance with the applicable Executive Remuneration Policy as approved by the Company's share owners from time to time. The total annual fee of £475,000 is inclusive of any fees in respect of membership or chairmanship of any Board committees.
11. Any fees due to you will be paid monthly in equal instalments in arrears and will cease to accrue with effect from the date on which your appointment terminates.

12. The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office, including but not limited to travel and hotel expenses in accordance with the Company's travel policy. The Company will provide you with an allowance of £12,000 gross per annum towards the cost of secretarial and office support but will not provide an office.

Outside interests

13. It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are currently apparent. In the event that you become aware of any future potential conflicts of interest, these should be disclosed to the chief executive and company secretary as soon as they are apparent and where appropriate prior authorisation of the Board should be obtained.

Confidentiality and Business Ethics

14. Notwithstanding your fiduciary obligations to the Company, all information acquired during your appointment is confidential to the Company and its subsidiaries and associates (the "**Group**"), and should not be released, disclosed or permitted to be released or disclosed to third parties at any time either during your appointment or following termination (by whatever means), without prior clearance from the chief executive. You agree to immediately notify the chief executive or the senior independent director in the event that you become aware of any such disclosure or release (howsoever arising and whether by yourself or any other person) and to return any copies of such information in your possession to the Company promptly upon termination of your appointment (howsoever arising).
15. Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the chief executive or company secretary. You may not for any reason make use of or permit use to be made of any information relating to the Company's business affairs or finances received by you as a result of furtherance of your duties and agree to immediately notify the chief executive or the senior independent director in the event that you suspect that any person is making use of such information.
16. You will be expected to comply with the Company Policy Book (incorporating the Code of Business Conduct and Ethics).
17. Nothing in this letter of appointment shall prevent you from disclosing information which you are entitled to disclose under the Public Interest Disclosure Act 1998, provided that disclosure is made in accordance with the provisions of that Act and that you have complied with the Company's policy from time to time in force regarding those disclosures.

Induction

18. Following the commencement of your appointment, the Company will provide you with a comprehensive and tailored induction. The Company will provide you with the opportunity to meet with senior management from the Company and the Group as well as the Company's auditors. In addition, the Company's major share owners will be given the opportunity to meet you. You will be expected to make yourself available during your first year of appointment (in addition to the usual annual time commitment outlined above) for the purposes of the induction. The company secretary will contact you with further details of the same.

Review process

19. The performance of individual directors and the whole Board and its committees is evaluated annually. In addition, the composition of the Board and its committees is monitored on an ongoing basis to ensure the right balance of skills, experience, independence and knowledge is present. If, in the interim, there are any matters which cause you concern about your role, the Board, any of its committees or the Company, you should discuss them with the chief executive or, failing this, the senior independent director, as soon as is appropriate.
20. You are expected to make use of resources available both within the Company and/or Group and generally for developing and refreshing your knowledge and skills as a director. You should satisfy yourself that you have the appropriate information of sufficient quality to make sound judgements in relation to the Company's business and affairs.

Insurance

21. The Company has directors' and officers' liability insurance and it is intended to maintain that cover for the full term of your appointment.

Independent professional advice

22. Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred in obtaining that independent advice.

Committees

23. This letter refers to your appointment as non-executive director and chairman designate of the Board. In addition to these duties, it is presently anticipated that you will hold the position of member of the Nomination and Governance Committee and a member of the Remuneration Committee which will operate in accordance with its terms of reference.

Resignation

24. If for any reason during the term of your appointment you are unable or unwilling to continue to serve, you should then inform the senior independent director in writing, for circulation to the Board, of the reasons for your resignation upon giving notice to terminate this appointment.

Data protection

25. By signing this letter, you consent to the Company holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998) including, as appropriate:
 - a) information about your physical or mental health or condition in order to monitor reasons for absence and take decisions as to your fitness to attend meetings; or
 - b) your racial or ethnic origin or religious or similar beliefs in order to monitor compliance with equal opportunities legislation; or
 - c) information relating to any criminal proceedings in which you have been involved for insurance purposes and in order to comply with legal requirements and obligations to third parties.

26. You consent to the Company making such information available to any of its group companies, those who provide products or services to the Company (such as advisers and payroll administrators), regulatory authorities, governmental or quasi-governmental organisations and potential purchasers of the Company.
27. You also consent to the transfer of such information to the Company's business contacts outside the European Economic Area in order to further its business interests.

Governance

28. It is the Company's policy to follow, whenever possible, both the spirit and the word of the UK Corporate Governance Code and to that end, if there are any subsequent variations in that Code, the senior independent director will at that time discuss with you any consequential variation in the terms and conditions of your appointment.

Governing law and jurisdiction

29. This letter and any dispute or claim arising out of or in connection with it or your appointment shall be governed by and construed in accordance with the law of England and Wales. The parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this letter or your appointment.

Please indicate your acceptance of the content of this letter by signing the enclosed copy and returning it to me.

Yours sincerely




Marie Capes
Company Secretary

For and on behalf
of WPP plc

Appointment as Non-Executive Director and Chairman designate of WPP plc

I, Roberto Quarta hereby accept the terms set out in the above mentioned letter.

Signed:  _____

Date: 18.12.14