



**NOTICE OF ANNUAL GENERAL MEETING 2019**



29 March 2019

Dear Shareholder

On behalf of the Board of Directors, I invite you to the 2019 Annual General Meeting ("AGM") of WPP AUNZ Limited ("WPP AUNZ").

**Meeting Details:**

**Date** 2nd May 2019

**Time** 10.00am (AEST)

**Venue** The Bond – Level 4, 30 Hickson Road, Millers Point, NSW 2000

The AGM is an important event for WPP AUNZ and provides shareholders with an opportunity to receive an update on WPP AUNZ's performance during the year to 31 December 2018, to ask questions of the Board, management and WPP AUNZ's auditor, and to vote on items of business before the AGM.

Enclosed is the Notice of Annual General Meeting, together with the proxy form and AGM Question Form. A map to the AGM venue is included for your convenience.

If you are attending the AGM, please bring your proxy form with you. This will allow WPP AUNZ's Share Registry to promptly register your attendance.

For those of you unable to attend the AGM, you can:

- appoint a proxy to attend and vote on your behalf at the AGM by lodging your proxy vote online or completing the enclosed proxy form and returning it to WPP AUNZ's Share Registry (see "Proxies" in Information for Shareholders section for further details);
- submit questions to me or to WPP AUNZ's auditor by completing the enclosed AGM Question Form and returning it to WPP AUNZ's Share Registry no later than 5.00pm (AEST) on 24 April 2019; and
- follow a live webcast of the AGM proceedings via the weblink <http://webcast.openbriefing.com/5148/>

The Board and I look forward to seeing you at the AGM and thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'R Mactier', with a long horizontal flourish extending to the right.

Robert Mactier  
Non-Executive Chairman

T +61 2 9290 7500 [wppaunz.com](http://wppaunz.com)  
1 Kent Street, Millers Point NSW 2000  
ABN 84 001 657 370

# NOTICE OF ANNUAL GENERAL MEETING

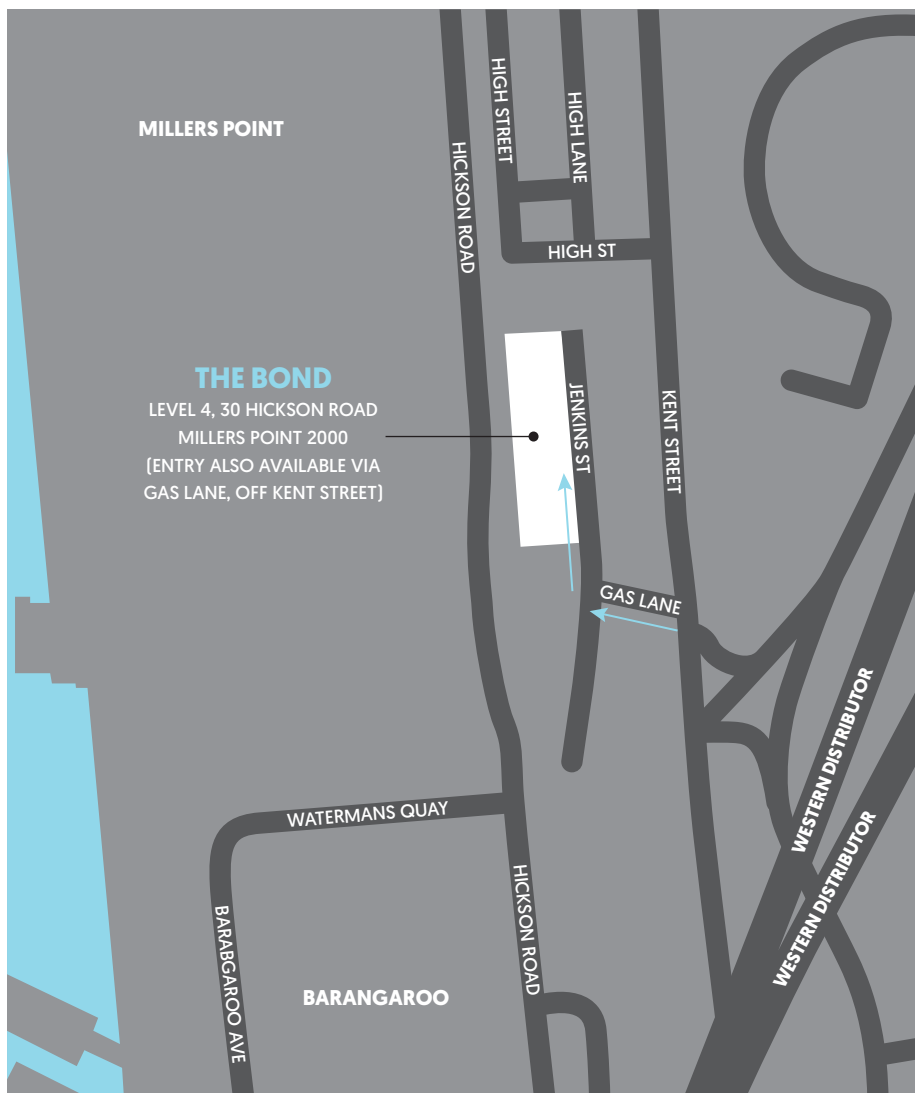
**WPP AUNZ LIMITED**  
ABN 84 001 657 370

Notice is given that the Annual General Meeting ("AGM") of shareholders of WPP AUNZ Limited ("Company" or "WPP AUNZ") will be held at:

**The Bond**

Level 4, 30 Hickson Road  
Millers Point NSW 2000

**Thursday, 2nd May 2019**  
10.00am (AEST)



# BUSINESS

## 1 FINANCIAL REPORT AND OTHER REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report for the Company and its controlled entities for the year ended 31 December 2018.

## 2 RE-ELECTION OF DIRECTORS RETIRING BY ROTATION

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

### 2.1 RE-ELECTION OF MR ROBERT MACTIER

'That Mr Robert Mactier, being a Director of the Company who retires by rotation in accordance with the Company's constitution and, having offered himself for re-election and being eligible, be re-elected as a Director of the Company.'

### 2.2 RE-ELECTION OF MS KIM ANDERSON

'That Ms Kim Anderson, being a Director of the Company who retires by rotation in accordance with the Company's constitution and, having offered herself for re-election and being eligible, be re-elected as a Director of the Company.'

## 3 GRANT OF PERFORMANCE RIGHTS TO INTERIM CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR UNDER LONG TERM INCENTIVE PLAN

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14, approval be given for the grant of Performance Rights with a value of \$1,000,000 to the Company's Interim Chief Executive Officer ("CEO") and Executive Director, Mr John Steedman, pursuant to the WPP AUNZ Long Term Incentive Plan on the terms and conditions summarised in the explanatory statement accompanying the Notice of Annual General Meeting.'

Note: a voting exclusion, as set out in the Information for Shareholders section of this Notice of Annual General Meeting, applies to this resolution.

## 4 GRANT OF STIP PERFORMANCE SHARES TO INTERIM CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR UNDER SHORT TERM INCENTIVE PLAN

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14, approval be given for the grant of up to \$ 412,500 worth of STIP Performance Shares to the Company's Interim CEO and Executive Director, Mr John Steedman under the WPP AUNZ Short-Term Incentive Plan on the terms and conditions summarised in the explanatory statement accompanying the Notice of Annual General Meeting.'

Note: a voting exclusion, as set out in the Information for Shareholders section of this Notice of Annual General Meeting, applies to this resolution.

## 5 REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

'That the Remuneration Report for the year ended 31 December 2018 be adopted.'

Note: the vote on this resolution is a non-binding, advisory vote only.

A voting exclusion, as set out in the Information for Shareholders section of this Notice of Annual General Meeting, applies to this resolution.

By order of the Board



**Chris Rollinson**  
Company Secretary

29 March 2019

# INFORMATION FOR SHAREHOLDERS

## VOTING ENTITLEMENTS

The Directors of the Company have determined that for the purposes of the Annual General Meeting (including voting at the meeting) shareholders are those persons who are registered holders of ordinary shares in the Company at 7.00pm (AEST) on 30 April 2019.

## VOTING EXCLUSION STATEMENTS RESOLUTIONS: ITEM 3 AND 4

In accordance with the ASX Listing Rules and the Corporations Act 2001 (Cth) ("Corporations Act"), the Company will disregard any votes on items 3 or 4:

- cast in favour of the resolution by or on behalf of Mr Steedman or his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a person who is a member of key management personnel ("KMP") at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on items 3 or 4:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Items 3 and 4 are connected with the remuneration of a member of the Company's KMP.

Please read the information under the heading 'Appointing the Chairman of the meeting as proxy' below.

For the definition of 'key management personnel' and 'a closely related party of a member of key management personnel', see the notes in Resolution: Item 5 below. Please note, as explained under "Other Information" in the Explanatory Statement below, no Director, other than Mr. Steedman, is entitled to participate in the LTIP or STIP.

## RESOLUTION: ITEM 5

In accordance with the Corporations Act, the Company will disregard any votes cast on item 5:

- by or on behalf of a member of the Company's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 5:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though item 5 is connected with the remuneration of the Company's KMP.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of the KMP comprise Directors (both executive and non-executive) and certain executives.

A closely related party of a member of the KMP is:

- a company the member controls;
- the member's spouse, child or dependant (or a child or dependant of the member's spouse); or
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company.

Please read the information under the heading 'Appointing the Chairman of the meeting as proxy' below.

## PROXIES

A shareholder is entitled to appoint a proxy to attend and vote on behalf of the shareholder at the meeting. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes, they may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If a shareholder does not specify the percentage or number of votes each proxy may exercise, then each proxy may exercise half the shareholder's votes.

If a shareholder wishes to appoint an individual or body corporate as a proxy, please complete and return the proxy form distributed with this Notice of Annual General Meeting. For an appointment of a proxy to be effective, the Company must receive the proxy form, duly completed and signed, no later than 10.00am (AEST) on 30 April 2019, and if signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority.

# INFORMATION FOR SHAREHOLDERS (CONTINUED)

A shareholder can send the proxy form to Computershare Investor Services Pty Limited by doing one of the following:

- online (see below);
- faxing it to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- posting it by using the enclosed reply paid envelope to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001.

To lodge your proxy vote online, visit [www.investorvote.com.au](http://www.investorvote.com.au). You will need your SRN or HIN and six digit Control Number located on your proxy form. You will be taken to have signed the proxy form if you lodge your proxy vote in accordance with the online instructions.

Custodians, nominees, non-broker participants, portfolio administrators, portfolio aggregators and eligible financial advisers may also lodge their proxy vote online. Visit [www.intermediaryonline.com](http://www.intermediaryonline.com).

## CORPORATE SHAREHOLDERS AND PROXYHOLDERS

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with section 250D of the Corporations Act.

The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed, unless previously given to the Company.

## APPOINTING THE CHAIRMAN OF THE MEETING AS PROXY

You may appoint the Chairman of the meeting as your proxy.

If a member directs the Chairman of the meeting how to vote on a resolution, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution. In relation to each of the remuneration-related resolutions (being items 3, 4 and 5), if the Chairman of the meeting is appointed as your proxy, or becomes your proxy by default, and you have not directed your proxy how to vote on the relevant resolution, please note that by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise your undirected proxy on these resolutions in accordance with his discretion even though they are connected with the remuneration of the Company's key management personnel.

The Company recommends that all shareholders who submit proxies direct their proxy how to vote on each resolution.

## ATTENDANCE AT THE ANNUAL GENERAL MEETING

If you are attending the Annual General Meeting in person, please bring with you the proxy form enclosed with this Notice of Annual General Meeting as the bar code at the top of the proxy form will facilitate registration.

Registration will be open from 9.30am (AEST) on the day of the meeting.

## QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders at the meeting to ask questions about, or make comment on, the management of the Company. Shareholders will also have reasonable opportunity to ask the Company's auditor, Deloitte, questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also provide written questions to the auditor concerning the content of the audit report or the conduct of the audit of the Company's financial report for the year ended 31 December 2018, in advance of the meeting.

Written questions must be submitted using the enclosed AGM Question Form and returning it to WPP AUNZ's Share Registry by no later than 5.00pm (AEST) on 24 April 2019.



# EXPLANATORY STATEMENT

This explanatory statement has been prepared to provide the shareholders of WPP AUNZ with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company to be held on 2nd May 2019.

All shareholders should read this explanatory statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

## FINANCIAL REPORT AND OTHER REPORTS

The Financial Report, Directors' Report and Independent Auditor's Report ("Reports") for the Company and its controlled entities for the year ended 31 December 2018 will be laid before the Annual General Meeting in accordance with the requirements of the Corporations Act.

The Company's 2018 Annual Report has been made available to shareholders and is also available on the Company's website ([www.wppaunz.com](http://www.wppaunz.com)).

Shareholders will be given reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Reports.

There is no requirement for shareholders to approve the Reports and no formal resolution will be put to the Annual General Meeting in relation to item 1.

## RESOLUTION ITEMS 2.1 AND 2.2: RE-ELECTION OF DIRECTORS RETIRING BY ROTATION

In accordance with the Company's constitution, it is necessary for one-third of the Directors, excluding the Executive Director, (rounded down to the nearest whole number), to retire by rotation each year.

Accordingly, Mr Robert Mactier and Ms Kim Anderson retire by rotation in accordance with the Company's constitution and being eligible, each offer themselves for re-election as a Director of the Company at the Annual General Meeting.

## MR ROBERT MACTIER BEC MAICD (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr Mactier was appointed as a Director of WPP AUNZ in December 2006 and Chairman with effect from 1 July 2008. Mr Mactier is a consultant to the investment banking division of UBS AG in Australia, a role he has held since June 2007. He has extensive investment banking experience in Australia, having previously worked for Citigroup, E.L & C. Baillieu and Ord Minnett Securities between 1990 and 2006. During this time, he was primarily focused on the media and entertainment and private equity sectors and initial public offerings generally. Prior to these roles, he worked with KPMG from 1986 to 1990 during which time he qualified as a Chartered Accountant.

Mr Mactier is currently also the Non-executive Chairman of ASX listed ALE Property Group [ASX:LEP] (since November 2016). He was a Non-executive Director of Melco Resorts and Entertainment Limited, which is publicly listed on NASDAQ, from December 2006 to January 2017.

Mr Mactier is a member of the WPP AUNZ Audit and Risk Committee.

## MS KIM ANDERSON BA GRAD DIP INF SC (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Ms Anderson was appointed as a Director of WPP AUNZ in November 2010.

Ms Anderson is a Non-Executive Director of carsales.com Limited (from 2010), Marley Spoon (from 2018), Chair of Beem It, a fintech joint venture between CBA, NAB and Westpac (2018), and Acting Chair and Non-Executive Director of the Sax Institute (2017). A former Fellow of the Sydney University Senate, Ms Anderson has more than 25 years' experience in various media executive positions in both Australia and the US, including Southern Star Entertainment, Publishing and Broadcasting Limited, ninemsn, Harper Collins and Reading Room Inc of which she was a founder and CEO.

Ms Anderson is Chair of the WPP AUNZ Remuneration and Nominations Committee.

## BOARD RECOMMENDATION

The Board (with the Directors concerned abstaining in relation to their own re-election) recommends that shareholders vote in favour of the re-election of Mr Robert Mactier and Ms Kim Anderson.

## RESOLUTION ITEM 3: GRANT OF PERFORMANCE RIGHTS TO INTERIM CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR UNDER LONG TERM INCENTIVE PLAN

The Company proposes to grant Performance Rights, with a grant value of \$1,000,000, to the Company's Interim CEO and Executive Director, Mr John Steedman, under the WPP AUNZ Long Term Incentive Plan ("LTIP"), on the terms and conditions summarised below.

The number of Performance Rights to be granted will be determined by dividing the value of the grant by the Company's volume weighted average share price over the 30-day period ending on the day prior to the date of grant.

The value of Performance Rights that are proposed to be granted is the maximum value that can vest if stretch performance is achieved (see Vesting Outcome table below). If target performance is achieved, 50% of the Performance Rights will vest.

Performance Rights are granted to executives at no cost as part of the long term incentive component of their remuneration. Each Performance Right is a conditional entitlement to receive one fully paid ordinary share in the Company (or the cash equivalent value). Receipt of the share (or the cash equivalent value) is subject to the satisfaction of the applicable vesting conditions, as explained below.

Performance Rights are automatically exercised following vesting unless the executive elects to defer the exercise date (in which case the Performance Rights are automatically exercised at that later date).

# EXPLANATORY STATEMENT

## (CONTINUED)

### WHY IS APPROVAL BEING SOUGHT?

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of new securities to a director under an employee incentive scheme, and the Company wishes to have flexibility to satisfy the Performance Rights other than by way of an on-market purchase.

### KEY TERMS

The LTIP has a four-year Vesting Period, consisting of a two-year Performance Period and a two-year Service Period (as set out below). The number of Performance Rights that vest will be determined according to the extent that vesting conditions are satisfied. Broadly, the vesting conditions are:

- achievement of the relevant performance conditions ("Performance Conditions") over the performance period, a two-year period commencing on 1 January 2019 and ending on 31 December 2020 ("Performance Period"); and
- continued employment with the Company over the Performance Period and subsequent two-year period commencing on 1 January 2021 and ending on 31 December 2022 ("Service Period") (in aggregate, the "Vesting Period").

### PERFORMANCE CONDITIONS

Provided that the executive satisfies the continued employment vesting condition, the number of Performance Rights that will be eligible to vest at the end of the four-year Vesting Period, will be determined according

to the extent that the Performance Conditions are satisfied over the two-year Performance Period, using a matrix of:

- normalised organic revenue ("NOR") compound annual growth rate ("CAGR"); and
- normalised absolute earnings per share ("EPS") CAGR.

The hurdles applying to each Performance Condition, as well as the matrix that will be used to determine the number of Performance Rights that are eligible to vest are set out in the table below. The threshold for both measures must be met before any Performance Rights are eligible to vest, except in circumstances where the NOR CAGR threshold is not met and the absolute earnings per share ("EPS") CAGR exceeds 5%, in which case the Board may use its discretion to determine whether any Performance Rights remain eligible to vest. Testing of the NOR and EPS hurdles will occur shortly after the end of the Performance Period in February 2021 ("Performance Test Date"). Based on the testing results, the number of Performance Rights that will be eligible to vest (if any) will be determined by the Board.

The Board retains discretion to adjust the Performance Conditions and how they are measured, to ensure that executives are neither advantaged nor disadvantaged by matters that affect the Performance Conditions (for example, by excluding one-off items or the impact of significant changes to the business, acquisitions or disposals).

Any Performance Rights that do not remain eligible to vest following testing will lapse immediately.

NOR CAGR	Vesting Outcome (% of target number of Performance Rights that are eligible to vest based on satisfaction of the Performance Conditions)					
	Stretch	2 %	0 %	50 %	75 %	100 %
	Target	1 %	0 %	35 %	50 %	90 %
	Threshold	0 %	0 %	25 %	45 %	80 %
	Below Threshold	Less than 0 %	0 %	0 %	0 %	0 %
EPS CAGR						
	Less than 2.5 %	2.5 %	5 %	7%		
	Below Threshold	Threshold	Target	Stretch		

### SERVICE CRITERIA

If the executive remains employed with the Company for the duration of the Vesting Period (i.e. the two-year Performance Period and the subsequent two-year Service Period), the number of Performance Rights that are eligible to vest (based on satisfaction of Performance Conditions) will vest following the end of the Service Period.

If the executive ceases employment prior to the Performance Rights vesting, the treatment of their unvested Performance Rights will depend on the circumstances of their cessation. Where the executive ceases employment due to resignation or termination for cause (including gross misconduct), all of their unvested Performance Rights will automatically lapse.

Where the executive ceases employment for any other reason:

- Cessation of employment prior to the Performance Test Date: The

executive's unvested Performance Rights will be prorated based on the proportion of the four-year Vesting Period which has elapsed at the date of cessation. The prorated number of Performance Rights will stay "on-foot" and will be performance tested at the end of the Performance Period. To the extent that the relevant Performance Conditions have been satisfied, the Performance Rights will vest at the end of the Vesting Period;

- Cessation of employment after the Performance Test Date but prior to the Vesting Date: The executive's unvested Performance Rights will be prorated based on the proportion of the four-year Vesting Period which has elapsed at the date of cessation. The prorated number of Performance Rights will vest at the end of the Vesting Period.

The Board has discretion to determine whether a different treatment should apply to unvested Performance Rights upon cessation of employment.



# EXPLANATORY STATEMENT

## (CONTINUED)

### DIVIDENDS

Unvested Performance Rights do not carry a right to receive dividends. However, to the extent Performance Rights vest, the executive is eligible to receive additional shares equivalent in value (at the time of vesting) to cash dividends paid on the underlying shares over the two-year Service Period (ignoring any franking credits) ("Additional Shares"). The Additional Shares will be sourced on market.

The number of additional shares the executive will receive will be determined by multiplying the number of Performance Rights vesting at the end of the Vesting Period by a dividend reinvestment factor (which calculates the number of Additional Shares the executive could have acquired using the cash dividend on the date the executive would have received the dividend over the two-year Service Period).

Where the executive elects to defer the exercise of Performance Rights, the executive will not receive any Additional Shares in respect of any dividends paid between the end of the Vesting Period and the allocation of shares upon exercise (at the future date).

### CHANGE OF CONTROL

Under the LTIP Rules, the Board has discretion to determine the treatment of unvested Performance Rights and the timing of such treatment if a change of control event occurs (as defined in the LTIP Rules).

### LAPSE OF PERFORMANCE RIGHTS

If this grant is approved, some or all of the Performance Rights may lapse in certain circumstances including if the executive breaches obligations in relation to confidentiality and restrictive covenants, or in the event of fraud, gross misconduct or material misstatement.

In such cases, the Board has discretion to determine the treatment of unvested Performance Rights and the timing of such treatment, in accordance with the LTIP Rules.

### OTHER INFORMATION

If approval is obtained, it is intended that the Performance Rights will be granted on the date of the Annual General Meeting, and in any case, on a date which is no later than 12 months after the date of the Annual General Meeting.

Mr Steedman is the only Director entitled to participate in the LTIP.

There is no loan scheme in relation to the Performance Rights.

The ASX Listing Rules require this notice of meeting to state the number and price of securities received by directors under the LTIP since the last shareholder approval:

- 432,105 Performance Rights were received by Mr Steedman, for nil consideration, under the Company's LTIP pursuant to shareholder approval obtained at the 2018 Annual General Meeting; and
- 1,080,264 Performance Rights were received by Mr Connaghan for nil consideration, under the Company's LTIP pursuant to shareholder approval obtained at the 2018 Annual General Meeting.

Details of the total equity holdings of all key management personnel are provided in the Remuneration Report for the year ended 31 December 2018.

Under ASX Listing Rule 7.1, a listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue utilises part of the 15% capacity available under that rule. However, if approval

is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the Performance Rights granted and any shares issued pursuant to this resolution will not utilise part of the 15% capacity under ASX Listing Rule 7.1.

### BOARD RECOMMENDATION

The Board (with Mr Steedman abstaining) recommends that shareholders vote in favour of Item 3.

### RESOLUTION ITEM 4: GRANT OF STIP PERFORMANCE SHARES TO INTERIM CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR UNDER SHORT TERM INCENTIVE PLAN

Subject to shareholder approval, the Company proposes to grant fully paid ordinary shares in the Company under a short-term employee incentive plan ("STIP") ("STIP Performance Shares") to Mr Steedman, on the terms and conditions summarized below.

### WHY IS APPROVAL BEING SOUGHT?

The Company is seeking the approval for the proposed grant of STIP Performance Shares to Mr Steedman pursuant to ASX Listing Rule 10.14, which requires the Company to obtain shareholder approval for the issue of new securities to a director under an employee incentive scheme.

Outlined below are the details of Mr Steedman's proposed STIP arrangements effective for the year ending 31 December 2019, which contemplate that 50% of any award under the STIP will be deferred into equity and held on trust for a two-year period.

### KEY TERMS

For the year ending 31 December 2019, the Company proposes that Mr Steedman will be entitled to a payment based on the achievement of the relevant financial and personal performance conditions ("STIP Payment"). Half of the achieved STIP Payment will be payable in cash, with the remainder being deferred and delivered in the form of STIP Performance Shares. STIP Performance Shares will be held on trust for a two- year period.

There are two performance conditions applicable to the STIP ("Performance Conditions"):

- financial performance: 75% of the STIP Payment is based on WPP AUNZ achieving net sales target (50% weighting) and an operating profit target (50% weighting). Any STIP payment resulting from achieving net sales targets will be the subject to maintaining operating margin; and
- personal performance: 25% of the STIP Payment is based on achievement of company-wide objectives and specific key performance indicators.

The Board retains discretion to adjust the Performance Conditions and how they are measured, to ensure that executives are neither advantaged nor disadvantaged by matters that affect the Performance Conditions (for example, by excluding one-off items or the impact of significant changes to the business, acquisitions or disposals).

# EXPLANATORY STATEMENT

## (CONTINUED)

Mr Steedman's STIP opportunity will be determined as follows:

	Threshold Minimum Performance Conditions	Target Performance Performance Conditions fully achieved	Stretch Performance Outperformance on all Performance Conditions		
	STIP Payment \$	Target STIP Payment \$	% of salary	Maximum STIP Payment \$	% of salary
John Steedman	0	550,000	58 %	825,000	87 %

### STIP PAYMENT

Subject to the satisfaction of the Performance Conditions, the cash component of the STIP Payment will be payable after the Company's financial results for the year ending 31 December 2019 have been finalised. This is expected to be in February 2020.

Subject to satisfaction of the Performance Conditions and shareholder approval at the 2019 Annual General Meeting, the STIP Performance Shares will be granted to Mr Steedman following the release of the Company's financial results for the year ending 31 December 2019 (which is expected to be in February 2020), and in any case, on a date which is no later than 12 months after the date of the meeting, on the terms and conditions set out below:

- **Trust:** the STIP Performance Shares will be held initially on trust for the two years and only transferred to Mr Steedman on 1 January 2022;
- **Dividends:** Mr Steedman will be entitled to any dividends paid by WPP AUNZ in relation to the vested STIP Performance Shares;
- **Forfeiture:** on resignation from the Company, or on dismissal for cause, Mr Steedman will forfeit his rights to the STIP Performance Shares, unless otherwise determined by the Board; and
- **Termination:** on termination of employment by the Company other than for cause, Mr Steedman will be entitled to his rights to the STIP Performance Shares.

The number of STIP Performance Shares to be granted to Mr Steedman will be determined using the following formula:

Number of STIP Performance Shares = A / B, where:

A = 50% x the total STIP Payment earned for the year ending 31 December 2019; and

B = the volume weighted average market price of the Company's shares for the 10 trading days prior to the release of the Company's financial results for the year ending 31 December 2019.

### PRICE OF STIP PERFORMANCE SHARES

The STIP Performance Shares are granted to Mr Steedman as part of his remuneration and no cash amount is payable by him, either on grant or vesting.

### OTHER INFORMATION

Mr Steedman is the only Director eligible to participate in the STIP.

There is no loan scheme in relation to the STIP Performance Shares.

The ASX Listing Rules require this notice of meeting to state the number and price of securities received by directors under the STIP since the last shareholder approval:

- 122,962 STIP Performance Shares were received by Mr Steedman, for nil consideration, under the Company's Short Term Incentive Plan pursuant to shareholder approval obtained at the 2018 Annual General Meeting.

Details of the total equity holdings of all key management personnel are provided in the Remuneration Report for the year ended 31 December 2018.

As explained in more detail in the explanatory note to Item 3, if approval is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

### BOARD RECOMMENDATION

The Board (with Mr Steedman abstaining) recommends that shareholders vote in favour of item 4.

### RESOLUTION ITEM 5: REMUNERATION REPORT

The Remuneration Report can be found on pages 38 – 55 of the Company's 2018 Annual Report. It sets out the remuneration policy and remuneration arrangements for the key management personnel which comprise the Company's Directors and certain executives.

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report is put to shareholders for adoption.

This resolution to adopt the Remuneration Report is advisory in nature and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering its remuneration policy.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the meeting. If you intend to appoint a proxy to vote on your behalf on the Remuneration Report Resolution: Item 5, please read the information above, under the heading 'Appointing the Chairman of the meeting as proxy' in the Information for Shareholders section.

The Remuneration Report forms part of the Directors' Report in the Company's 2018 Annual Report which has been made in accordance with a unanimous resolution of the Board.

### BOARD RECOMMENDATION

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report.

## Questions from Shareholders

The Annual General Meeting (AGM) of WPP AUNZ Limited will be held on Thursday, 2 May 2019 commencing at 10.00am (Sydney Time). Shareholders who are unable to attend the meeting or who may prefer to register questions in advance of the AGM are invited to do so. This form is provided to shareholders as a convenient way to submit any questions you may have.

Shareholders may also use this form to submit a written question to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

During the course of the AGM we intend to address as many of the more frequently asked questions as is practicable.

**Shareholder questions must be received by 5:00pm Wednesday, 24 April 2019.** Please return the form to our Share Registry, Computershare Investors Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001 or by Facsimile to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia). The envelope provided for the return of your proxy form may also be used for this purpose.

Shareholder's Name	
Address	

Shareholder Reference Number or Holder Identification Number																																							
I																				OR	X																		

Question(s)	
1.	
2.	
3.	
4.	

**WPP AUNZ**

1 Kent St  
Millers Point  
NSW 2000

+61 2 9290 7500

**WPPAUNZ.COM**

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

WPP

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (AEST) Tuesday, 30 April 2019**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of WPP AUNZ Limited hereby appoint

☐ the Chairman  
of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of WPP AUNZ Limited to be held at The Bond - Level 4, 30 Hickson Road, Millers Point, NSW, 2000 on Thursday, 2 May 2019 at 10:00am (AEST) and any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4 & 5 (except where I/we have indicated a different voting intention below) even though Items 3, 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting becomes my/our proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4 & 5 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2.1 Re-election of Mr Robert Mactier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 Re-election of Ms Kim Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Performance Rights to Interim Chief Executive Officer and Executive Director under Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of Stip Performance Shares to Interim Chief Executive Officer and Executive Director under Short Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date

\_\_\_\_/\_\_\_\_/\_\_\_\_

WPP

999999A

Computershare +