

#### **ASX Release**

# WPP AUNZ amends Scheme Implementation Deed to increase permitted dividends to up to \$0.20 per share

Sydney, Australia – 10 March 2021

WPP AUNZ Ltd ("**WPP AUNZ**" or the "**Company**") refers to its announcement on 25 December 2020<sup>1</sup> in which it informed the market that it had entered into a binding scheme implementation deed with WPP plc ("**WPP plc**") and Cavendish Square Holding B.V. ("**Cavendish**") (an indirect wholly-owned subsidiary of WPP plc) ("**Scheme Implementation Deed**"), under which it is proposed that WPP plc, via Cavendish, will acquire all of the WPP AUNZ shares that it does not already own by way of scheme of arrangement ("**Scheme**").

WPP AUNZ is pleased to announce that it has today entered into a deed of amendment and restatement with WPP plc and Cavendish ("**Deed of Amendment and Restatement**") to amend the Scheme Implementation Deed to permit WPP AUNZ to pay fully franked ordinary and special dividends of up to A\$0.20 per WPP AUNZ share (increased from up to A\$0.15 per WPP AUNZ share).

The consideration offered under the Scheme is unchanged at A\$0.70 per WPP AUNZ share, which will be reduced by the amount of any permitted dividends paid or declared in 2021 prior to the Scheme. This includes the dividend of A\$0.044 per share declared as part of the FY20 result on 25 February 2021. Payment of any further permitted dividends is subject to the Scheme becoming effective, WPP AUNZ Board determination, tax and accounting considerations, an ATO ruling and bank consent.<sup>2</sup>

The increase in the amount of permitted dividends provides an opportunity (subject to a determination being made to pay such dividends) for eligible WPP AUNZ shareholders, subject to their marginal tax rate and specific personal circumstances, to receive franking credits of up to A\$0.086 per WPP AUNZ share (increased from the previous limit of up to A\$0.064 per WPP AUNZ share). Shareholders should seek independent professional taxation advice in relation to their own circumstances.

No other material changes have been made to the Scheme Implementation Deed, and a full copy of the amended and restated Scheme Implementation Deed will be included in the scheme booklet to be sent to shareholders in connection with the Scheme.

Subject to the Independent Expert concluding that the Scheme is in the best interests of WPP AUNZ minority shareholders, the Independent Board Committee of WPP AUNZ ("**IBC**") unanimously recommends that WPP AUNZ minority shareholders vote in favour of the proposed Scheme, and IBC members intend to vote shares in their control in favour of the proposed Scheme, in the absence of a superior proposal.

<sup>&</sup>lt;sup>1</sup> The announcement was released to the market by ASX on Tuesday, 29 December 2020.

<sup>&</sup>lt;sup>2</sup> WPP AUNZ has applied to the ATO requesting a class ruling to confirm the key taxation implications of the Scheme and the permitted dividends.

### Next steps and indicative timing

Shareholders are not required to take any action at this time.

Shareholders will receive a scheme booklet containing further details in relation to the Scheme, including the notice convening the Scheme meeting, once the scheme booklet has been approved by the Court and registered with ASIC.

The scheme booklet will also include the reasons for the IBC's recommendation that WPP AUNZ shareholders vote in favour of the Scheme, in the absence of a superior proposal, a general outline of the taxation implications of the Scheme for WPP AUNZ shareholders and an opinion from an independent expert as to whether the Scheme is in the best interests of WPP AUNZ shareholders.

The scheme booklet is expected to be provided to shareholders on or around 22 March 2021.

#### 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

## Contact:

Susie Reinhardt, Cannings Strategic Communications T: +61 401 399 781 E: <u>sreinhardt@canningscomms.com.au</u>

#### Authorised by:

The Independent Board Committee of WPP AUNZ WPP AUNZ Limited L4 1 Kent Street Sydney 2000 NSW