

# M&C SAATCHI PLC

## Notice of Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

M&C SAATCHI PLC

4 December 2020

Registered office: 36 Golden Square, London W1F 9EE  
Registered in England and Wales under number 05114893

## Letter from the Chairman

Dear Shareholder,

The annual general meeting of M&C Saatchi plc (the “**Company**”) for 2020 will be held at 11a.m. on 31 December 2020.

Due to social distancing rules and the recommendations of the UK Government in respect of the Covid-19 pandemic and so as to protect the health and welfare of shareholders, as well as the Company’s employees, directors and advisors, the meeting will be held as a closed meeting and shareholders will not be able to attend in person.

The Company will ensure that the legal requirements to hold the annual general meeting can be satisfied through the attendance of a minimum number of director shareholders and/or employee shareholders. It is our present intention to hold this meeting at our registered office, however, this may change at short notice.

The Company will issue any update regarding the arrangements for the annual general meeting via a regulatory news service and further information will be posted on the Company’s website, [www.mcsaatchiplc.com](http://www.mcsaatchiplc.com).

We will only include the Ordinary and Special Business published in the notice of annual general meeting. There will be no management presentations or questions.

The formal notice of the annual general meeting for 2020 is set out on pages 6-10 of this document.

The resolutions proposed at this year’s annual general meeting are routine. The board of directors of the Company (the “**Board**”) intends that all resolutions will be put to a poll vote, rather than being decided by a ‘show of hands’. A form of proxy is enclosed with this notice of annual general meeting and shareholders are strongly encouraged to consider appointing the Chairman of the annual general meeting as their proxy in order to ensure their vote is counted. The results of the poll will be announced as soon as possible after closure of the annual general meeting.

Given the unusual circumstances we now find ourselves in, the Board is recommending that no dividend be paid.

The Board recommends that shareholders vote in favour of each of the resolutions to be proposed at the annual general meeting as they propose to do so in respect of the shares in which they are beneficially interested, being 13,767,076 shares representing approximately 12 per cent. of the Company’s issued share capital.

Yours sincerely,

Jeremy Sinclair  
Chairman

## ORDINARY BUSINESS

### Report and accounts 2019 (Resolution 1)

Shareholders are being asked to approve the Company's report and accounts for the year ended 31 December 2019 (the "Annual Report and Accounts").

The Annual Report and Accounts are available from the Company's website ([www.mcsaatchiplc.com](http://www.mcsaatchiplc.com)).

### Directors' remuneration report 2019 (Resolution 2)

The Directors' Remuneration Report is set out in the Annual Report and Accounts. It is proposed that the Directors' Remuneration Report for the year ended 31 December 2019 be approved.

As this vote is advisory, it does not directly affect the remuneration paid to any Director, and no entitlement of a Director to remuneration is conditional on the passing of this resolution.

### Re-appointment of auditors and approval of remuneration (Resolutions 3 and 4)

The Company is required to appoint auditors for each of its financial years.

Resolution 3 will, therefore, propose the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors for the financial year ending 31 December 2020.

Resolution 4 will authorise the Directors to determine their remuneration.

### Resolutions 5 to 10 relate to the re-appointment of the Directors

The articles of association of the Company (the "Articles of Association") require that at each general meeting (a) any Director who was appointed by the Board shall hold office only until the next annual general meeting and then shall be eligible for election, b) excluding such Directors in (a) one third of the Directors or if their number is not three or an integral multiple of three, the number nearest to but not exceeding one-third shall retire from office and (c) each Director must retire at the third annual general meeting following his appointment or re-appointment in a general meeting.

The UK Corporate Governance Code 2018 (the "Code") recommends that all directors of listed companies should be subject to annual re-election by shareholders. The Directors have decided to endorse this recommendation of the Code and therefore all

the Directors will retire at the annual general meeting and offer themselves for re-election, except for Jeremy Sinclair and David Kershaw who are retiring immediately following the close of the annual general meeting. The biographical details set out below set out the skills and experience each Director

brings to the Board. The Board recommends each retiring Director for re-election.

### Gareth Davis

#### Non-Executive Deputy Chairman

Gareth joined the Board on 3 February 2020. He has been Chairman of DS Smith Plc, a FTSE 100 packaging business, since 2012, having joined the company's board in 2010. Gareth is also a Non-Executive Director of Gresham House Plc, the asset manager. Previously, Gareth sat on the board of Ferguson Plc, the FTSE 100 building materials business, between 2003 and 2019, spending the last nine years as Chairman. He was Chairman of William Hill Plc, the FTSE 250 betting and gaming company, between 2010 and 2018. Gareth was Chief Executive of Imperial Tobacco Group Plc (now Imperial Brands plc), between 1996 and 2010, having joined the business in 1972.

Subject to Gareth's re-election, Gareth will replace Jeremy Sinclair, the current Chairman of the Board, at the end of the annual general meeting and going forward Gareth will be the Company's Non-Executive Chairman.

### Lisa Gordon

#### Senior Independent Non-Executive Director

Lisa joined the Board on 17 March 2020. She has almost 25 years' board experience, in both executive and non-executive roles, with specialisms in TMT and finance. She is currently a Non-Executive Director of Alpha FX Group Plc, a listed foreign exchange specialist, and Magic Light Pictures, a children's film and television production company. She was recently appointed as Chairman of Cenkos Securities Plc, a securities firm focused on growth companies. Until recently, Lisa was Non-Executive Chairman of Albert Technologies Plc, an online advertising software business. She was also a founding Director of Local World Plc, which was acquired by Trinity Mirror in 2015. Prior to this, Lisa was Chief Operating Officer of Yattendon Group, a private conglomerate, for six years and Corporate Development Director at the media group Chrysalis Group Plc for ten years. Previously, Lisa has also served as a Non-Executive Director of Future Plc, the magazine group.

### Louise Jackson

#### Independent Non-Executive Director

Louise joined the Board on 17 March 2020. She has significant experience of consumer-facing businesses, particularly in human resources, board advisory and change leadership. She is currently Group Director of Talent and Leadership at Selfridges Group Ltd, the global luxury retailer, where she also sits on the Remuneration Board. Previously, Louise was Human Resource Director of the Japanese pharmaceutical company, Kyowa Hakko Kirin Co Ltd and Senior Partner in Leadership and Talent Consulting at Korn Ferry International Ltd. Prior to this, she was Chief Executive and co-founder of change consultancy firm 7days Ltd for 10 years. Louise has held a number of Group HRD roles and spent her early career at Coopers & Lybrand LLP and TUI Thomson Travel Group.

**Colin Jones**  
**Independent Non-Executive Director**

Colin joined the Board on 3 February 2020. He is currently Non-Executive Chairman of Centaur Media Plc, the market intelligence company, having joined in 2018 as a Non-Executive Director. Colin is also a Non-Executive Director of The City Literary Institute, the adult education college. Colin previously spent over 20 years as Finance Director of Euromoney Institutional Investor PLC, the FTSE 250-listed media company, until he retired in 2018. Colin began his career at PricewaterhouseCoopers LLP where he qualified as a chartered accountant.

**Bill Muirhead**  
**Executive Director**

Bill is a founding Director of the Company. In 1971 he was one of the first account handlers at Saatchi & Saatchi. He became Group Account Director and was subsequently appointed Chairman of Saatchi & Saatchi Europe with additional responsibility for the London agency. In February 1994, he moved to New York as Chief Executive and President of Saatchi & Saatchi Advertising Worldwide. As announced on 18 November 2020, Bill intends to step down from the Board in March 2021.

**Mickey Kalifa**  
**Executive Director and Finance Director**

Mickey joined the Board on 29 March 2019. He was formerly Chief Financial Officer of Sportech PLC, where he worked from 2008 to 2017 and is currently Non-Executive Director of Zoo Digital Group PLC. He is a chartered accountant, having qualified with PricewaterhouseCoopers LLP and has a strong background in the media, technology and sports industry. Mickey has also held executive roles across a number of leading organisations in the UK and USA, including Liberty Global, Sky and Disney.

**Authority to allot shares (Resolutions 11 and 12)**

In accordance with section 551 of the Companies Act 2006 (the “2006 Act”), the Directors may not exercise the Company’s powers to allot shares without an authority contained either in the Articles of Association or in a resolution of the shareholders passed at a general meeting. Such authority was last given by the shareholders of the Company at the annual general meeting held in 2019 and has since expired. The Board considers it appropriate that a further similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £384,768 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 4 December 2020 which is the latest practicable date before publication of this document (the “Latest Practicable Date”). Such authority is sought in Resolution 11.

In addition, in accordance with The Investment Association’s guidance with respect to what it considers to be routine, Resolution 12 will be proposed to authorise the Directors to allot additional shares in connection with a pre-emptive offer

by way of a rights issue to shareholders up to a maximum nominal amount of £384,768, which is equivalent to approximately a further one third of the total issued ordinary share capital of the Company as at the Latest Practicable Date. The Board considers it appropriate to seek this additional authority at this year’s annual general meeting in order to take advantage of the flexibility it offers.

**SPECIAL BUSINESS**

**Disapplication of pre-emption rights (Resolutions 13 and 14)**

The 2006 Act requires that an allotment of shares for cash or a sale of equity securities held in treasury for cash may not be made unless the shares are first offered to existing shareholders on a pre-emptive basis in accordance with the terms of the 2006 Act. In accordance with general practice, the Directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act’s pre-emption requirements in relation to certain share issues or sales of treasury shares.

Resolution 13, which is proposed as a special resolution, will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and
- (ii) (otherwise than in connection with a rights issue) up to a maximum nominal value of £57,715, which is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date.

Resolution 14, which is proposed as a special resolution, will also empower the Directors in addition to the authority set out in Resolution 13 to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis provided that the power shall be limited to allotments or sales of up to a maximum nominal value of a further £57,715 which is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date. Although the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this document suggests that this additional 5% authority should only be used for the purpose of raising funds for the purpose of acquisitions and capital investment, shareholders are being asked to give authority to the Directors to use this authority on an unconditional basis as the Directors consider that the flexibility this would offer them is desirable in the current circumstances.

**Purchase of own shares (Resolution 15)**

The Company cannot purchase its own shares unless the purchase has first been authorised by the Company's shareholders in general meeting. Such authority was last given by the shareholders at the annual general meeting held in 2019 and it is proposed to confer a new authority on the Company in accordance with section 701 of the 2006 Act to make market purchases of its own shares for a further period which will end at the conclusion of the annual general meeting to be held in 2021.

The Directors are seeking this authority under Resolution 15, which is proposed as a special resolution, in respect of 11,543,062 ordinary shares being approximately 10% of the total issued ordinary share capital of the Company on the Latest Practicable Date. The minimum and maximum prices are set by the authority.

# M&C SAATCHI PLC NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company for 2020 is convened to be held at 11 a.m. on 31 December 2020 at the Company's registered office at 36 Golden Square, London W1F 9EE. At the annual general meeting shareholders will be asked to consider, and if thought fit, pass the resolutions below. Resolutions 13, 14 and 15 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

## Report and accounts 2019

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2019, together with the directors' report and the auditors' report on those accounts.

## Directors' remuneration report 2019

2. To approve the directors' remuneration report for the financial year ended 31 December 2019.

## Re-appointment of auditors and approval of remuneration

3. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to determine the remuneration of the Company's auditors.

## Re-appointment of directors

5. To reappoint Gareth Davis as a director of the Company.
6. To reappoint Lisa Gordon as a director of the Company.
7. To reappoint Louise Jackson as a director of the Company.
8. To reappoint Colin Jones as a director of the Company.
9. To reappoint Bill Muirhead as a director of the Company.
10. To reappoint Mickey Kalifa as a director of the Company.

## Authority to allot shares

11. THAT the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), in substitution for all existing authorities (to the extent unused) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £384,768. This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, 15 months from the date on which this Resolution is passed, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot Relevant Securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority in question had not expired.

12. THAT, in addition to the authority conferred by Resolution 11, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a further aggregate nominal amount of £384,768 provided that the authority conferred by this Resolution 12 may only be used in connection with an offer of equity securities (as defined in the 2006 Act) by way of a rights issue in favour of:

- a) holders of ordinary shares in proportion (as nearly as may be) to their existing holdings of ordinary shares at such record date as the directors of the Company may determine; and
- b) holders of other equity securities if this is required by the rights of those securities or if the directors of the Company consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the directors of the Company may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter

whatsoever. This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, 15 months from the date on which this Resolution is passed, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot Relevant Securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority in question had not expired.

### **Disapplication of pre-emption rights**

13. THAT:

13.1 the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash under the authorities conferred by Resolutions 11 and/or 12, as if section 561 of the 2006 Act did not apply to any such allotment and this power shall be limited to:

- a) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under Resolution 12 by way of a rights issue only) to:
  - (i) ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares at such record date as the directors of the Company may determine; and
  - (ii) holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

but subject to such exclusions and other arrangements as the directors of the Company may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter whatsoever; and

- b) the allotment of equity securities (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of £57,715,

provided that the power conferred by this Resolution shall expire (i) with respect to allotments to be made in reliance on the authority conferred by Resolution 11, when the authority

given by Resolution 11 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 12, when the authority given by Resolution 12 is revoked or expires, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the authority has expired; and

13.2 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560 (3) of the 2006 Act as if the words “under the authorities conferred by Resolutions 11 and/or 12” were omitted from the introductory wording to this Resolution.

14. THAT subject to the passing of Resolution 13, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash under the authorities conferred by Resolutions 11 and/or 12, as if section 561 of the 2006 Act did not apply to any such allotment and this power shall be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £57,715, being an amount in addition to the authority conferred on the directors of the Company by Resolution 13, provided that the power conferred by this Resolution shall expire (i) with respect to allotments to be made in reliance on the authority conferred by Resolution 11, when the authority given by Resolution 11 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 12, when the authority given by Resolution 12 is revoked or expires, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the authority has expired. This power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560 (3) of the 2006 Act as if the words “under the authorities conferred by Resolutions 11 and/or 12” were omitted from the introductory wording to this Resolution.

### **Authority to purchase own shares**

15. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company (“**Ordinary**



**Shares**”) upon such terms and in such manner as the directors of the Company shall determine, provided that:

- 15.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 11,543,062; and
- 15.2 the minimum price which may be paid for such Ordinary Shares is £0.01 per share (exclusive of expenses);
- 15.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses) cannot be more than an amount equal to the higher of:
  - a) 105 percent of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
  - b) the last independent trade of, or the highest current independent bid for, in each instance any number of shares in the Company on the trading venues where the purchase is carried out; and

unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the date on which this Resolution is passed, whichever is the earlier. The Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

4 December 2020  
By order of the Board

Andy Blackstone  
Company Secretary  
Registered Office: 36 Golden Square, London W1F 9EE  
Registered in England and Wales No. 05114893

PLEASE READ THE NOTES BELOW IN CONJUNCTION WITH THE REST OF THIS DOCUMENT TO WHICH THIS NOTICE IS ATTACHED REGARDING THE PROPOSED PROCEDURE FOR THE ANNUAL GENERAL MEETING IN VIEW OF THE UK GOVERNMENT'S MEASURES IN PLACE AS A RESULT OF THE COVID-19 PANDEMIC. IN PARTICULAR, PLEASE NOTE THAT SHAREHOLDERS, THEIR THIRD PARTY PROXIES AND CORPORATE REPRESENTATIVES WILL BE REFUSED ENTRY TO THE ANNUAL GENERAL MEETING. THE COMPANY WILL CONTINUE TO UPDATE SHAREHOLDERS ON ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING THROUGH A REGULATORY INFORMATION SERVICE AND THE COMPANY'S WEBSITE AT [WWW.MCSAATCHIPLC.COM](http://WWW.MCSAATCHIPLC.COM). SHAREHOLDERS ARE ADVISED TO CHECK THE COMPANY'S WEBSITE FOR UPDATES.

#### Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. **This year, in light of the restricted physical attendance at the annual general meeting, you must appoint the Chairman of the meeting as your proxy in order for your vote to be counted at the meeting. Other proxies appointed will not be permitted to attend the meeting.** A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar's, Computershare Investor Services PLC, on their helpline 0370 889 4044 if calling from the United Kingdom, or +44 (0)370 889 4044 if calling from outside the United Kingdom.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or at the electronic address provided in the proxy form, in each case no later than 11.00am on 29 December 2020 (or if the annual general meeting is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days), together with the original of any power of attorney or other authority under which the proxy form is signed. In the case of a corporation, the proxy form must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) would not usually prevent a shareholder attending the annual general meeting and voting in person if he/she wishes to do so, **however, in light of the restricted physical attendance at this year's annual general meeting, shareholders (or their proxies) will not be permitted entry.**
4. To be entitled to vote at the annual general meeting (and for the purpose of the determination by the Company of the number of votes they may cast) shareholders must be registered in the Register of Members of the Company at 11.00am on 29 December 2020 (or if the annual general meeting is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting. Voting on all Resolutions will be conducted by way of a poll rather than on a show of hands. On a poll, every member who is present in person or by a proxy has one vote for every ordinary share held by him/her. As soon as practicable following the annual general meeting, the results of the voting will be announced via a Regulatory Information Service and also placed on the Company's website at [www.mcsaatchiplc.com](http://www.mcsaatchiplc.com).
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on 29 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies

- appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
  8. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
  9. In the case of joint holders, where one or more of the joint holders purport to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of joint holders appear in the Company's register of members (the first name being the most senior).
  10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution in question. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion.
  11. As at 4 December 2020 which is the latest practicable date before publication of this document, the Company's issued share capital consists of 115,916,590 ordinary shares of £0.01 each, carrying one vote each (485,970 of which were held as treasury shares). Therefore, the total number of voting rights in the Company as at 4 December 2020 is 115,430,620.
  12. Copies of the directors' service agreements and letters of appointment are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted).

# **AGM**

31 December 2020– 11.00am

Proxy votes cast

**M&C SAATCHI**

# VOTES RECEIVED

	Votes in favour		Votes withheld		Votes against	
	Number	% Cast	Number	% Cast	Number	% Cast
1 Report & Accounts 2019	80,522,731	89.6%	0	0.0%	9,357,182	10.4%
2 Remuneration report	62,843,120	69.9%	8,384,561	9.3%	18,652,232	20.8%
3 Re-Appoint auditors	89,871,669	100.0%	2,494	0.0%	5,750	0.0%
4 Set auditors remuneration	89,872,569	100.0%	1,594	0.0%	5,750	0.0%
5 Re-Appoint Gareth Davis	89,827,271	99.9%	46,892	0.1%	5,750	0.0%
6 Re-Appoint Lisa Gordan	89,827,271	99.9%	46,892	0.1%	5,750	0.0%
7 Re-Appoint Louise Jackson	89,824,771	99.9%	46,892	0.1%	8,250	0.0%
8 Re-Appoint Colin Jones	89,827,271	99.9%	46,892	0.1%	5,750	0.0%
9 Re-Appoint Bill Muirhead	89,827,569	99.9%	46,594	0.1%	5,750	0.0%
10 Re-Appoint Mickey Kalifa	89,869,614	100.0%	1,594	0.0%	8,705	0.0%
11 Authority to allot maximum 1/3 share capital	89,680,917	99.8%	900	0.0%	198,096	0.2%
12 Authority to allot a further 1/3 share capital	89,380,917	99.4%	300,900	0.3%	198,096	0.2%
13 Disapplication of pre-emption rights on 5%	85,521,266	95.2%	48,694	0.1%	4,309,953	4.8%
14 Disapplication of pre-emption rights on a further 5%	85,220,968	94.8%	48,694	0.1%	4,610,251	5.1%
15 Authority to purchase own shares	79,430,151	88.4%	10,126,512	11.3%	323,250	0.4%