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 are recommended to seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares in M&C Saatchi plc, please pass this document together with the accompanying documents as soon as possible 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

28 April 2026

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

Letter from the Chair

Dear Shareholder,

I am writing to inform you that the annual general meeting of M&C Saatchi plc (the "**Company**") for 2026 will be held at 11.00 a.m. on Thursday 11 June 2026 at 36 Golden Square, London W1F 9EE (the "**AGM**").

The business of the AGM will only include the Ordinary and Special Business published in the Notice of AGM. The formal Notice of AGM is set out on pages 6 to 8 of this document. Resolutions 1 to 13 will be proposed as ordinary resolutions and each will require a simple majority of the votes to be cast in favour of that resolution to be passed. Resolutions 14 to 16 will be proposed as special resolutions, and each will require at least 75% of the votes to be cast in favour of that resolution to be passed.

The Company understands the importance of returning capital to shareholders. The Board believes that greater value can be created for shareholders by increasing the share buyback programme rather than through the payment of a dividend. Accordingly, the Board is not proposing a final dividend in respect of the year ended 31 December 2025, but instead intends to reallocate the amount that would otherwise have been proposed as a final dividend for the year ended 31 December 2025 to an enhanced share buyback programme. That decision and the final allocation of funds remain subject to formal Board approval.

The Company is required by law to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which the accounts are laid. The Board recommends that BDO LLP be reappointed as the Company's auditor and there is a resolution in the Notice of AGM proposing their reappointment.

Shareholders may submit questions to the Board in advance of the AGM by emailing the Company at AGMquestions2026@mcsaatchi.com with the subject line "2026 AGM". We recommend that shareholders submit questions as soon as possible and before 5.00 p.m. on Friday 5 June 2026 to enable us to respond to all questions before the AGM.

Should shareholders not be able to attend the AGM in person and cast their vote, we strongly encourage all shareholders to complete the proxy form appointing the Chair of the meeting as your proxy and return the proxy form to the Company's Registrars, Computershare Investor Services PLC, as soon as possible and, in any event by no later than 11.00 a.m. on Tuesday 9 June 2026 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days). Shareholders 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 and in the notes to the Notice of AGM.

The Board has also determined that, as has been the case at the Company's recent annual general meetings, voting on all resolutions to be proposed at the AGM will be on a poll as this will ensure that all votes of shareholders will be counted, whether or not shareholders attend the AGM. On a poll, each shareholder has one vote for every ordinary share held. The results of the voting on all resolutions at the AGM will be announced via the Regulatory Information Service and published on the Company's website as soon as possible after the AGM.

The Board considers that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors recommend that shareholders vote in favour of each of the resolutions to be proposed at the AGM as they propose to do so in respect of the shares in which they are beneficially interested, being 14,596,290 shares representing approximately 12 per cent. of the Company's issued share capital (excluding treasury shares).

Yours sincerely

Dame Heather Rabbatts
Executive Chair

ORDINARY BUSINESS

Resolutions 1 to 13 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour of each resolution to be passed. Resolutions 14 to 16 will be proposed as special resolutions which require at least 75% of the votes to be cast in favour of each resolution to be passed.

Report and accounts 2025 (Resolution 1)
Shareholders are being asked to approve the Company's report and accounts for the year ended 31 December 2025 (the "**Annual Report and Accounts**").

The Annual Report and Accounts are available from the Company's website (www.mcsaatchiplc.com/results-centre/2026).

Directors' remuneration report 2025 (Resolution 2)
The Directors' remuneration report is set out on pages 79 to 90 in the Annual Report and Accounts. It is proposed that the Directors' remuneration report for the financial year ended 31 December 2025 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.

Reappointment of auditor and approval of remuneration (Resolutions 3 and 4)
The Company is required by law to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which the accounts are laid. The Board recommends that BDO LLP be reappointed as the Company's auditor and this resolution proposes their reappointment.

Resolution 3 will, therefore, propose the reappointment of BDO LLP as the Company's auditor for the financial year ending 31 December 2026.

Resolution 4 seeks authority for the Directors, acting through the Audit & Risk Committee, to determine the auditor's remuneration for the next financial year.

Resolutions 5 to 11 relate to the election and re-election of Directors
The articles of association of the Company (the "**Articles of Association**") require that each Director retires from office in accordance with any corporate governance policy adopted from time to time by the Board. The Board adopted the UK Corporate Governance Code 2024 which recommends that all directors of listed companies retire from office at each AGM and that those wishing to serve again shall offer themselves for election or re-election by shareholders. Each of Vinodka Murria and Nicholas Shott were appointed as a Director of the Company during 2026 and will offer themselves for election as Directors at the AGM. Zaid Al-Qassab stepped down from the Board on 31 March 2026. Accordingly, he will not be seeking re-election at the AGM and is no longer a Director of the Company. Therefore, all the Directors currently in office will retire at the AGM and all the Directors will offer themselves for re-election or election as appropriate.

The biographical details below set out the skills and experience each Director brings to the Board. Having considered the performance of and contribution made by each of the Directors, the Board remains satisfied that the performance of each Director continues to be effective and to demonstrate commitment to the role, and as such the Board recommends the re-election or election of each of the Directors.

VINODKA MURRIA
Non-Independent Non-Executive Director and Deputy Chair
Vin has over 30 years of experience in operating and advising public companies within the digital and technology sectors. She founded and led both Advanced Computer Software and Computer Software Group plc as Chief Executive Officer, with combined exits of $1.7 billion. As a substantial long-term shareholder and former Director of the Company, Vin offers a profound understanding of the Company's operations alongside deep expertise in software and digital transformation. Her previous non-executive portfolio includes Softcat plc and Chime Communications plc, alongside advisory roles for Rothschild & Co and HgCapital. In 2018, Vin was awarded an OBE for her services to the British digital economy and her commitment to advancing women in the software sector.

External appointments:
- Non-Executive Director at Bunzl plc.
- Executive Chair of AdvancedAdvT Limited.

Appointed to the Board: 9 March 2026.

Independent: No.

NICHOLAS SHOTT
Independent Non-Executive Director
Nicholas has more than 30 years' experience in the financial services sector, spending much of his career at Lazard where he held senior roles including Vice Chairman of European Investment Banking, Head of UK Investment Banking, and member of the London Management Board. He began his career in media, has extensive finance expertise and has served in multiple Non-Executive Director and advisory positions across listed financial services companies, government bodies, and media organisations. Nicholas previously served for nine years as a Non-Executive Director at Phoenix

Group Holdings, the FTSE 100 savings and retirement business.

External appointments:

- Non-Executive Director and Chair of the Board and Nomination Committee, and member of the Remuneration Committee, at Conduit Holdings Limited.

Appointed to the Board: 9 March 2026.

Independent: Yes.

DAME HEATHER RABBATTS
Interim Executive Chair
Dame Heather has extensive experience as a board member having held a number of executive and non-executive roles including in local government, infrastructure, media and sport. She has previously been a Non-Executive Director of Kier Group plc and Grosvenor Britain & Ireland. She was the first woman on the Board of the Football Association in over 150 years.

External Appointments:

- Senior Independent Director and member of the Audit, Nomination and Remuneration Committees of Associated British Foods plc.
- Non-Executive Director and member of the Audit, Remuneration and Nomination Committees of Bloomsbury Publishing plc.
- Chair of Soho Theatre.
- Chair of UK Time's UP.

Appointed to the Board: 22 January 2024.

Independent: No. Dame Heather was independent on appointment as Non-Executive Chair. However, while she serves in an executive capacity, she is not considered to be independent.

SIMON FULLER
Executive Director and Chief Financial Officer
Simon is an experienced listed Chief Financial Officer, having held several executive and senior management roles across a range of UK listed companies. His former positions include Chief Financial Officer of two FTSE listed businesses, the news media group, Reach plc and McColl's Retail Group plc. He has also held senior managerial roles in the finance functions of Tesco plc, BT Group plc and COLT Telecom plc. He qualified as a chartered accountant with PricewaterhouseCoopers in 2001. Simon is a Fellow of the Institute of Chartered Accountants in England and Wales.

Appointed to the Board: 1 July 2024.

Independent: No.

GEORGINA HARVEY
Senior Independent Non-Executive Director
Georgina brings significant experience leading transformational change in highly competitive consumer markets. From 2005 to 2012, she served as Managing Director of Regionals and a member of the Executive Committee at Trinity Mirror plc. Georgina has a strong track record on public company boards. Her Non-Executive Director experience includes chairing the Remuneration Committees of Britvic plc, Superdry plc, McColl's Retail Group plc, Big Yellow Group plc, and William Hill.

External Appointments:

- Senior Independent Director, Chair of the Remuneration Committee and member of the Nomination, and Responsible Business Committees at Capita plc.

Appointed to the Board: 1 October 2024.

Independent: Yes.

COLIN JONES
Independent Non-Executive Director
Colin has had a highly successful executive career in the technology, media and telecommunications sector and is an experienced FTSE-250 Chief Financial Officer. Colin served as Chief Operating Officer and Chief Financial Officer at Euromoney Institutional Investor Plc until 2018. Prior to this, Colin was a Director at PwC, working across strategy, remuneration, financing, technology and M&A in the UK and Europe. Colin is a chartered accountant.

External Appointments:

- Senior Independent Director and Chair of the Audit & Risk Committee of STV Group plc.
- Non-Executive Director of Datatec Limited (JSE-listed).
- Governor and Trustee of London's City Literary Institute and Chair of its Financial and Commercial Committee.

Appointed to the Board: 3 February 2020.

Independent: Yes.

CHRIS SWEETLAND
Non-Independent Non-Executive Director
Chris is a chartered accountant who began his career with KPMG before spending nine years overseas in various finance roles with PepsiCo Inc, lastly as Chief Financial Officer of its Central Europe Beverages division. In 1989, he joined WPP plc's central team, where he played a key role in the company's growth through acquisitions and oversaw operations and investor relations. He retired as WPP's Deputy Group

Finance Director in 2016, having represented the company on numerous boards in the UK and internationally.

External Appointments:

- Non-Executive Director and Chair of the Audit, Risk and AIM Rules and Compliance Committee at TPXimpact Holdings plc.
- Non-Executive Director and Chair of the Audit and Risk Committee at Ebiquity plc.

Appointed to the Board: 15 June 2023.

Independent: No. Chris serves as a representative of AdvancedAdvT Limited and Vinodka Murria who hold in aggregate 26,437,452 ordinary shares in the Company, representing 21.8 per cent. of the Company's issued share capital (excluding treasury shares). Accordingly, Chris will not be considered to be independent. Chris will be entitled to remain on the Board provided AdvancedAdvT Limited and Vinodka Murria retain an aggregate interest of at least 11.5 per cent. of the Company's issued share capital.

Authority to allot shares (Resolutions 12 and 13)

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 2025 and expires at the forthcoming AGM. 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 £403,874 which is equivalent to approximately one third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 27 April 2026 which is the latest practicable date before publication of this document (the "**Latest Practicable Date**"). Such authority is sought in Resolution 12.

In addition, in accordance with The Investment Association's guidance with respect to what it considers to be routine, Resolution 13 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 £403,874, which is equivalent to approximately a further one third of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date. The Board considers it appropriate to seek this additional authority at this year's AGM in order to take advantage of the flexibility it offers.

If Resolutions 12 and 13 are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which each of Resolutions 12 and 13 are passed.

SPECIAL BUSINESS

Disapplication of pre-emption rights (Resolutions 14 and 15)

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 14, 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 £60,581, which is equivalent to approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

Resolution 15, which is proposed as a special resolution, will also empower the Directors in addition to the authority set out in Resolution 14 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 £60,581 which is equivalent to approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

The Directors note that the Pre-Emption Group published a revised statement of principles and template resolutions for the disapplication of pre-emption rights in November 2022 (Statement of Principles), which included increased thresholds in relation to the disapplication of pre-emption rights such that companies may now seek up to a 10% pre-emption disapplication authority on an unconditional basis, an additional 10% pre-emption disapplication authority which is only to be used for the purpose of raising funds for an acquisition or a specified capital investment, with a further 2% pre-emption disapplication authority limit allowed in each case for follow-on offers to retail investors.

At this time, the Directors will not be seeking to increase the authority thresholds in line with the new guidance and will continue to keep this under review.

However, as the combined pre-emption disapplication limit being sought under Resolution 14 and 15 is equivalent to the maximum threshold limit now allowed under the Statement of Principles for an unconditional pre-emption disapplication authority, shareholders are being asked to give authority to the Directors to use the 5% authority sought under Resolution 15 on an unconditional basis. The Directors consider that it is desirable to provide for this flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise, including where necessary to implement a pre-emptive offer on terms that do not reflect statutory pre-emption rights where strict compliance would be unduly burdensome (for example, due to overseas securities laws).

If Resolutions 14 and 15 are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which each of Resolutions 14 and 15 are passed.

Purchase of own shares (Resolution 16)

Under the 2006 Act, the Company is not permitted to purchase its own shares unless the purchase has first been authorised by the Company's shareholders in a general meeting. Such an authority was last given by the shareholders at the Company's annual general meeting held in 2025 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 end of the Company's next annual general meeting or, if earlier, 15 months from the date on which Resolution 16 is passed.

The Directors are seeking this authority under Resolution 16, which is proposed as a special resolution, in respect of 12,116,246 ordinary shares being approximately 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date. The minimum and maximum prices are set by the authority. Any ordinary shares purchased under this authority may be either treated as cancelled and the number of ordinary shares in issue reduced accordingly or held as treasury shares in accordance with the 2006 Act.

If Resolution 16 is passed, the authority will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which Resolution 16 is passed.

M&C SAATCHI PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of M&C Saatchi plc (the "**Company**") for 2026 is convened to be held at 11.00 a.m. on Thursday 11 June 2026 at the Company's registered office at 36 Golden Square, London W1F 9EE (the "**AGM**"). At the AGM, shareholders will be asked to consider, and if thought fit, pass the resolutions below. Resolutions 14, 15 and 16 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Report and accounts 2025

1. To receive and adopt the Company's annual report and accounts for the financial year ended 31 December 2025, together with the directors' report and the auditor's report on those accounts.

Directors' remuneration report 2025

2. To approve the directors' remuneration report set out on pages 79 to 90 of the Company's annual report and accounts for the financial year ended 31 December 2025.

Re-appointment of auditor and approval of remuneration

3. To reappoint BDO LLP as the Company's auditor to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

4. To authorise the directors to determine the remuneration of the Company's auditor.

Re-appointment and appointment of directors

5. To elect Vinodka Murria as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers herself for election.

6. To elect Nicholas Shott as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers himself for election.

7. To re-elect Dame Heather Rabbatts as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers herself for re-election.

8. To re-elect Simon Fuller as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers himself for re-election.

9. To re-elect Georgina Harvey as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers herself for re-election.

10. To re-elect Colin Jones as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers himself for re-election.

11. To re-elect Chris Sweetland as a director of the Company, who retires in accordance with Article 93 of the Articles of Association and, being eligible, offers himself for re-election.

Authority to allot shares

12. 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 £403,874. 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 given by this Resolution had not expired.

13. THAT, in addition to the authority conferred by Resolution 12, 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 £403,874 provided that the authority conferred by this Resolution 13 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 given by this Resolution had not expired.

Disapplication of pre-emption rights

14. THAT:

14.1 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 12 and/or 13, 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 13 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 £60,581,

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 12, when the authority given by Resolution 12 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 13, when the authority given by Resolution 13 is revoked or expires, but, in each case, the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after the authority given by this Resolution 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

14.2 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 12 and/or 13” were omitted from the introductory wording to this Resolution 14.

15. THAT subject to the passing of Resolution 12 and/or 13, and in addition to any authority granted under Resolution 14, 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 12 and/or 13, 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 £60,581, 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 12, when the authority given by Resolution 12 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 13, when the authority given by Resolution 13 is revoked or expires, but, in each case, 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 12 and/or 13" were omitted from the introductory wording to this Resolution 15.

Authority to purchase own shares

16. 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:

16.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 12,116,246;

16.2 the minimum price which may be paid for an Ordinary Share is £0.01 per share (exclusive of expenses);

16.3 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 on which the purchase is made; and

b) the last independent trade of, or the highest current independent bid for, in each instance an Ordinary Share 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 save that 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.

28 April 2026
By order of the Board

Victoria Clarke
General Counsel & Company Secretary
M&C Saatchi plc
Registered Office: 36 Golden Square, London W1F 9EE
Registered in England and Wales with company number 05114893

PLEASE READ THE NOTES BELOW IN CONJUNCTION WITH THE REST OF THIS DOCUMENT TO WHICH THIS NOTICE OF ANNUAL GENERAL MEETING IS ATTACHED REGARDING THE PROPOSED PROCEDURE FOR THE AGM.

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 AGM 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. By appointing the Chair of the meeting as proxy, this will ensure that a shareholder's votes are cast in accordance with the shareholder's wishes at the AGM. 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 Registrars, 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 or email if you receive communications electronically, in each case no later than 11.00 a.m. on Tuesday 9 June 2026 (or if the AGM 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 Note 7 below) does not preclude a shareholder attending the AGM and voting in person if he/she wishes to do so.

4. To be entitled to attend and vote at the AGM (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 11.00 a.m. on Tuesday 9 June 2026 (or if the AGM 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.

5. 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 AGM, 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.

6. 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.

7. 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 https://www.euroclear.com/en.html). 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 number 3RA50) by 11.00 a.m. on Tuesday 9 June 2026. 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.

8. 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.

9. 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.

10. 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 Register of Members of the Company (the first name being the most senior).

11. 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.

12. As at 27 April 2026 (being the latest practicable date before publication of this document), the Company's total issued share capital consists of 121,648,435 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 27 April 2026 is 121,162,465.

13. 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) from the date of this document until the conclusion of the AGM and at the AGM venue for at least 15 minutes prior to the start of the meeting until the conclusion of the meeting.