

About share ownership

Information for share owners

Share owners' register

A register of share owners' interests is kept at the Company's registrar's office in Jersey and is available for inspection on request. The register includes information on nominee accounts and their beneficial owners.

Analysis of shareholdings at 31 December 2012

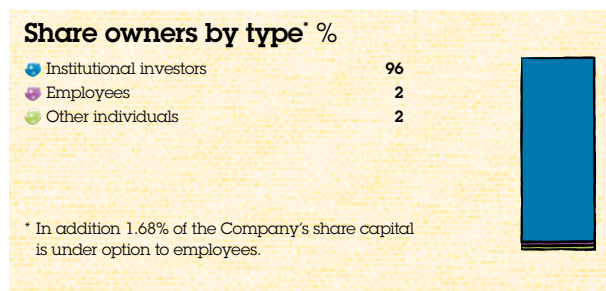
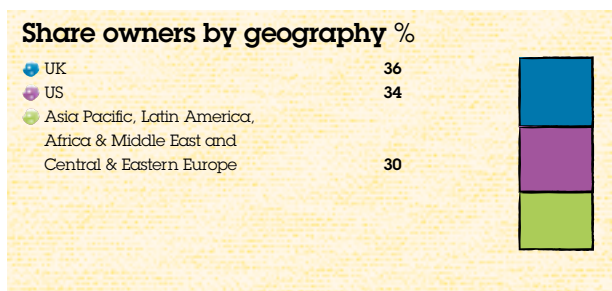
Issued share capital as at 31 December 2012: 1,265,407,107 ordinary shares.

Number of shares held	Number of holders	% owners	Shareholdings	% Outstanding
1-100	2,465	19.46	85,124	0.01
101-250	1,286	10.15	229,780	0.02
251-500	1,359	10.73	512,348	0.04
501-1,000	1,485	11.72	1,121,532	0.09
1,001-5,000	572	4.51	4,114,523	0.33
5,001-10,000	2,083	16.44	4,921,828	0.39
10,001-25,000	707	5.58	11,828,635	0.93
25,001-50,000	596	4.70	21,828,189	1.72
50,001-100,000	620	4.89	44,260,422	3.50
100,001-500,000	21	0.17	74,525,027	5.89
500,001-1,000,000	42	0.33	103,722,947	8.20
1,000,001-2,000,000	226	1.78	158,372,943	12.52
2,000,001-3,000,000	124	0.98	170,324,221	13.46
3,000,001-4,000,000	1,040	8.21	236,363,343	18.68
4,000,001 and above	44	0.35	433,196,245	34.23
Total	12,670	100.00%	1,265,407,107	100.00%

Share owners by geography	%	Share owners by type	%
UK	36	Institutional investors	96
US	34	Employees	2
Asia Pacific, Latin America, Africa & Middle East, Canada and Continental Europe	30	Other individuals	2
Total	100	Total	100

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Dividends

Ordinary share owners have received the following dividends in respect of each financial year:

	2012	2011	2010	2009	2008
First interim dividend per ordinary share	8.80p	7.46p	5.97p	5.19p	5.19p
Final or second interim dividend per ordinary share	19.71p	17.14p	11.82p	10.28p	10.28p
Total	28.51p	24.60p	17.79p	15.47p	15.47p

American Depositary Receipts (ADRs)

Each ADR represents five ordinary shares.

ADR holders receive the annual and interim reports issued by WPP plc.

WPP plc is subject to the informational requirements of the US securities laws applicable to foreign companies and files an annual report on Form 20-F and other information with the US Securities and Exchange Commission. These documents are available at the Commission's website, www.sec.gov. Our reports on Form 20-F are also available from our Investor Relations department in New York.

ADR dividends

ADR holders are eligible for all stock dividends or other entitlements accruing on the underlying WPP plc shares and receive all cash dividends in US dollars. These are normally paid twice a year.

Dividend cheques are mailed directly to the ADR holder on the payment date if ADRs are registered with WPP's US depository. Dividends on ADRs that are registered with brokers are sent to the brokers, who forward them to ADR holders. WPP's US depository is Citibank N.A. (address on page 232).



Dividends per ADR in respect of each financial year are set out below.

	2012	2011	2010	2009	2008
In £ sterling					
First interim	44.00p	37.30p	29.85p	25.95p	25.95p
Second interim ¹	98.55p	85.70p	59.10p	51.40p	51.40p
Total	142.55p	123.00p	88.95p	77.35p	77.35p
In US dollars ²					
First interim	69.75¢	59.80¢	46.15¢	40.66¢	48.07¢
Second interim ¹	156.22¢	137.39¢	91.37¢	80.53¢	95.21¢
Total	225.97¢	197.19¢	137.52¢	121.18¢	143.28¢

¹ Prior to 2008 and in 2012, final dividend.

² These figures have been translated for convenience purposes only, using the approximate average rate for the year shown on page 180. This conversion should not be construed as a representation that the pound sterling amounts actually represent, or could be converted into, US dollars at the rates indicated.

Dollar amounts paid to ADR holders depend on the sterling/dollar exchange rate at the time of payment.

No withholding tax is imposed on dividends paid to ADR holders and there will be no entitlement to offset any part of the notional UK taxation credit against any US taxation liability. The dividends received will be subject to US taxation.

Financial calendar

- The 2012 final dividend will be paid on 8 July 2013 to share owners on the register at 7 June 2013.
- Interim statements for the half-year ending 30 June are issued in August.
- Quarterly trading announcements are issued in April and October.
- Interim dividends are paid in November.
- Preliminary announcements of results for the financial year ending 31 December are issued in the first quarter.
- Annual Reports are posted to share owners in April.
- Annual General Meetings are held in London in June.

Share price

The closing price of the shares at 31 December was as follows:

	At 17 April 2013	2012	2011	2010	2009	2008
Ordinary 10p shares	1,027.0p	888.0p	675.5p	789.5p	609.5p	402.5p

Within the UK, the latest ordinary share price information is available on the Cityline service operated by the *Financial Times* (telephone 0905 817 1690; calls charged at 75p per minute at all times).

Share price information is also available online at www.wpp.com/investor.

Access numbers/Ticker symbols

	NASDAQ	Reuters	Bloomberg
Ordinary shares	–	WPP.L	WPP LN
American Depositary Shares	WPPGY	WPPGY.O	WPPGY US

Online information

WPP's public website, www.wpp.com, provides current and historical financial information, news releases, trading reports and share price information. Go to www.wpp.com/investor.

Registrar and transfer office

Computershare Investor Services (Jersey) Limited
 Queensway House
 Hilgrove Street
 St Helier
 Jersey
 JE1 1ES
 Enquiry number: 0870 707 1411

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American Depository Receipts (ADRs) office

Citibank N.A.
PO Box 43077
Providence
RI 02940-3077

Telephone enquiries: within the US +1 877 248 4237
Telephone enquiries: outside the US +1 781 575 4555
E-mail enquiries: citibank@shareholders-online.com

WPP registered office

Queensway House
Hilgrove Street
St Helier
Jersey
JE1 1ES

The Company's registered number is 111714.

Tax information

UK taxation

Income tax on cash dividends

Cash dividends received from WPP plc by individual share owners resident in the UK will generally be subject to UK income tax on the gross amount of any dividends paid by WPP with a tax credit equal to one-ninth of the dividend received; tax credits are not repayable to UK holders with no tax liability.

Individuals whose income is within the lower or basic tax rate bands are liable to tax at 10% on the dividend income and the tax credit will satisfy their income tax liability on UK dividends. For higher tax rate payers the rate of tax on dividend income for dividends is 32.5% whilst for individuals with income of £150,000 or more, from 6 April 2013 the rate is 37.5%, with relief available for the tax credit referred to above. The gross amount of the cash

dividend will be regarded as the top slice of the WPP share owner's income and will be subject to UK income tax as set out above.

Capital gains tax

The market value of an ordinary share at 31 March 1982 was 39p. Since that date rights issues have occurred in September 1986, August 1987 and April 1993. For capital gains tax purposes the acquisition cost of ordinary shares is adjusted to take account of such rights issues. Since any adjustments will depend on individual circumstances, share owners are advised to consult their professional advisors.

Capital gains

As liability to capital gains tax on a disposal of WPP shares will depend on individual circumstances, share owners are advised to consult their professional advisors.

New parent company

On 30 August 2012, the Group announced its intention to return its headquarters to the United Kingdom. In order to effect its return to the United Kingdom, the Group put in place a new United Kingdom tax resident parent company (WPP 2012 plc) by means of a scheme of arrangement pursuant to Article 125 of the Companies (Jersey) Law 1991.

The new scheme became effective on 2 January 2013, with WPP 2012 plc becoming the new parent company of the WPP Group and being renamed WPP plc. At the same time, the existing parent company of the WPP Group, WPP plc, was renamed WPP 2012 Limited and, shortly after the Scheme became effective, changed its status to a private company.

As a consequence of the Group returning its tax residence to the United Kingdom, the dividend access plan and scrip dividend have been terminated. The financial statements of WPP 2012 plc can be found on pages 221 and 222.