



SCANGROUP

MATERIAL INFORMATION ANNOUNCEMENT

WPP SCANGROUP PLC

Incorporated in Kenya on 26/01/1996 under the repealed Companies Act (CAP.486)

Registration Number C.11/2006)

The Capital Markets Act

Chapter 485A of the Laws of Kenya

Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002
(as amended)

PROPOSED DISPOSAL BY WPP SCANGROUP PLC OF ALL OF ITS INTERESTS IN KANTAR (KANTAR). WPP PLC IS THE MAJORITY SHAREHOLDER OF WPP SCANGROUP PLC (THE TRANSACTION)

Further to our cautionary announcement dated 31 July 2019, WPP Scangroup plc (Scangroup) is pleased to announce that its board of directors (the Board), at a meeting held on 31 October, 2019, approved the sale of all of its shareholding (being 100% of the issued shares) in Millward Brown East Africa Limited, Millward Brown Nigeria Limited and Millward Brown West Africa Limited (the Millward Brown Companies) and all of its shareholding (being 80% of the issued shares) in Research and Marketing Group Investment Limited (RMGIL), a Mauritian holding company for the Kantar TNS businesses in Kenya, Nigeria, Ivory Coast, Senegal, Ghana, Cameroon and the UK to Kantar Square Two B.V. (the Transaction). The Millward Brown Companies and the RMGIL subsidiaries operate data research, consulting and analytics business in sub-Saharan Africa.

The proposed sale of Scangroup's Kantar business is part of the sale of the Global Kantar Group to Bain Capital and WPP plc (the Global Transaction) following a change in strategy by WPP plc. Further information on the Global Transaction can be found on WPP plc's website: www.WPP.com.

The Board is satisfied that the divestment of the Millward Brown Companies and RMGIL as part of the Global Kantar Group provides a unique opportunity for Scangroup to realise an attractive valuation for these subsidiaries.

The Transaction remains subject to finalisation and execution of the agreement for sale and will be completed upon fulfillment of a certain set of conditions precedent including obtaining applicable shareholder and regulatory approvals, as well as the completion of the Global Transaction.

The sale is expected to realise approximately KES 5 Billion after estimated tax and costs. The consideration has been arrived at pursuant to a global competitive auction process carried out by WPP plc. The Board has considered the use of the proceeds from the disposal taking into consideration potential expansion and capital need and subject to completion expects that at least 40% of the net proceeds shall be returned to shareholders in the form of a special dividend.

The shareholders of Scangroup and the investing public are hereby notified to exercise caution when dealing in the shares of Scangroup while the Transaction is on-going.

A shareholders circular with further details of the Transaction and further announcements will be made in accordance with regulatory requirements as and when there are any material developments.

By order of the Board:

Reuben Mwangi

Company Secretary

Date: 31 October 2019; Nairobi Kenya

DISCLAIMER: This announcement has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002 as amended. As a matter of policy, the Capital Markets Authority assumes no responsibility for the correctness of the statements appearing in this announcement.