

## WPP 2008 LIMITED and WPP PLC

### NOTICE OF SUBSTITUTION OF PRINCIPAL OBLIGORS AND ACCESSION TO TRUST DEEDS BY WPP GUARANTORS

#### WPP FINANCE S.A.

#### NOTICE OF ACCESSION TO TRUST DEEDS BY WPP GUARANTORS

to the holders of

- €750,000,000 6.625 per cent. Guaranteed Bonds due 2016 issued on 12 May 2008 by WPP 2008 Limited (formerly known as WPP Group plc) (**WPP 2008**) and guaranteed on a joint and several basis by WPP 2005 Limited (**WPP 2005**), WPP Air 1 Limited (**WPP Air 1**), WPP Air 3 Limited (**WPP Air 3**) and WPP plc (to be renamed WPP 2012 Limited) (**WPP**) pursuant to the trust deed dated 12 May 2008 (as amended and restated on 19 November 2008) (ISIN XS0362329517) (**2016 Bonds**);
- £400,000,000 6.0 per cent. Guaranteed Bonds due 2017 issued on 4 April 2007 by WPP 2008 and guaranteed on a joint and several basis by WPP 2005, WPP Air 1, WPP Air 3 and WPP pursuant to the trust deed dated 4 April 2007 (as amended and restated on 19 November 2008) (ISIN XS0294391684) (**2017 Bonds**);
- €600,000,000 4.375 per cent. Guaranteed Bonds due 2013 issued on 5 December 2006 by WPP 2008 and guaranteed on a joint and several basis by WPP 2005, WPP Air 1, WPP Air 3 and WPP pursuant to the trust deed dated 5 December 2006 (as amended and restated on 19 November 2008) (ISIN XS0275759602) (**2013 Bonds** and together with the 2016 Bonds and the 2017 Bonds, the **WPP 2008 Bonds**);
- €500,000,000 5.25 per cent. Guaranteed Bonds due 2015 (ISIN XS0329479728) and £200,000,000 6.375 per cent. Guaranteed Bonds due 2020 (ISIN XS0329581333) issued on 6 November 2007 by WPP Finance S.A. and guaranteed on a joint and several basis by WPP 2008, WPP 2005, WPP Air 1, WPP Air 3 and WPP pursuant to the trust deeds dated 6 November 2007 (each as amended and restated on 19 November 2008) (**Finance Bonds**); and
- £450,000,000 5.75 per cent. Guaranteed Convertible Bonds due 2014 issued on 19 May 2009 by WPP and guaranteed on a joint and several basis by WPP 2008, WPP 2005, WPP Air 1 and WPP Air 3 pursuant to the trust deed dated 19 May 2009 (ISIN XS0426660097) (**Convertible Bonds**).

The Finance Bonds together with the WPP 2008 Bonds and the Convertible Bonds constitute the **Bonds**.

NOTICE IS HEREBY GIVEN, in accordance with Condition 15 of the terms and conditions of the WPP 2008 Bonds and the Finance Bonds and Condition 17 of the terms and conditions of the Convertible Bonds that, in connection with the Scheme of Arrangement (the **Scheme**) which became effective on 2 January 2013 (the **Effective Date**), WPP Jubilee Limited has entered into Supplemental Trust Deeds on 14 December 2012 in order to accede as a guarantor to Trust Deeds already in place constituting the Bonds listed above.

In addition, as of the Effective Date WPP 2008 has been substituted as principal obligor of the WPP 2008 Bonds by WPP 2012 plc (to be renamed WPP plc) (**WPP 2012**) and has acceded as a guarantor to Trust Deeds constituting the WPP 2008 Bonds.

As of the Effective Date WPP has also been substituted as principal obligor of the Convertible Bonds by WPP 2012 and WPP 2012 has acceded as guarantor of the Finance Bonds.

Copies of the Supplemental Trust Deeds which include the Terms and Conditions of each of the Bonds and the Supplemental Paying Agency Agreements for each of the Bonds are available for inspection during business hours on any weekday (Saturdays and public holidays excepted) at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD.

In addition, the Supplemental Trust Deeds and Supplemental Paying Agency Agreements will be published on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news-home.html).