



WPP SCANGROUP PLC CAUTIONARY ANNOUNCEMENT

(Incorporated in Kenya on 26/01/1996 under the repealed Companies Act (CAP.486) Registration Number C.11/2006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
Regulation 19(2) of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002

PROPOSED DISPOSAL BY WPP PLC OF 60% OF THE SHARES HELD BY THE SAID WPP PLC IN KANTAR (KANTAR). WPP PLC IS THE MAJORITY SHAREHOLDER OF WPP SCANGROUP PLC.

WPP Scangroup plc ("Scangroup" or "the Company" NSE:SCAN) provides an update to the market in relation to the proposed sale of its Kantar business in Africa, which includes an 80% shareholding in Kantar TNS and a 100% shareholding in Kantar Millward Brown. Shareholders of WPP Scangroup Plc and the investing public are advised that WPP plc, Scangroup's majority shareholder, has entered into an agreement to sell 60% of its shareholding in Kantar, its global data, research, consulting and analytics business, to Bain Capital Private Equity (the "Sale"). Scangroup confirms that the Sale triggers certain "drag and tag rights" in respect of its Kantar business in Africa under existing arrangements in place with the WPP plc group and that it is in discussions with WPP plc regarding the mechanics and process for the sale of its Kantar business in Africa. The transaction may result in material change in the Company's control of Kantar's business in Africa.

The completion of the transaction is subject to receipt of various approvals and conclusion of ongoing discussions with stakeholders. Formal detailed announcement including all relevant information about the transaction will be made at the appropriate time and the Company will provide an update to the market in due course.

In the meantime, the shareholders of the Company and the Public, are advised to exercise due caution when dealing in the shares of the Company until further announcements are made.

By Order of the Board

Reuben Mwangi
Company Secretary
Date: 31st July 2019

DISCLAIMER: This announcement is for information purposes only. It 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.