



## ASX Release

### Scheme of arrangement legally effective

Sydney, Australia – 26 April 2021

Further to its announcement on Friday, 23 April 2021, WPP AUNZ Ltd (“**WPP AUNZ**”) is pleased to announce that an office copy of the orders made by the Supreme Court of New South Wales (“**Court**”) approving the proposed scheme of arrangement under which WPP plc, via Cavendish Square Holding B.V. (an indirect wholly-owned subsidiary of WPP plc), will acquire all of the WPP AUNZ shares that it does not already own (“**Scheme**”) has been lodged with the Australian Securities and Investments Commission pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth).

A copy of the Court orders is set out in **Annexure A** to this announcement. As a result, the Scheme is now legally effective and it is expected that WPP AUNZ shares will be suspended from trading on the ASX from close of trading today.

As announced on Friday, 23 April 2021, WPP AUNZ shareholders who are registered as such at both 7:00pm (Sydney time) on Friday, 30 April 2021 (“**Special Dividend Record Date**”) and 7:00pm (Sydney time) on Tuesday, 11 May 2021 (“**Scheme Record Date**”) will receive:

- (**Special Dividend**) a fully franked special dividend of \$0.156 in cash per WPP AUNZ share (“**Special Dividend**”) held by them on the Special Dividend Record Date. Payment of the Special Dividend is expected to be made on Friday, 7 May 2021; and
- (**Scheme Consideration**) scheme consideration of \$0.50 in cash per WPP AUNZ share (“**Scheme Consideration**”) held by them on the Scheme Record Date. Payment of the Scheme Consideration is expected to be made on Tuesday, 18 May 2021.

Payment of the Special Dividend and the Scheme Consideration is in addition to the fully franked dividend of \$0.044 per WPP AUNZ share which was paid on Wednesday, 7 April 2021 (“**FY20 Total Dividend**”) to those WPP AUNZ shareholders who were on the WPP AUNZ Share Register on Wednesday, 31 March 2021 (“**FY20 Total Dividend Record Date**”), so that WPP AUNZ shareholders who held their WPP AUNZ shares on all the relevant record dates will have received a total of \$0.70 per WPP AUNZ share, as outlined in the Scheme Booklet.

**End**

#### **About WPP AUNZ:**

WPP AUNZ is Australasia’s leading creative transformation company. You can read more at [wppaunz.com](http://wppaunz.com) or follow us @WPP\_AUNZ

#### **Contact:**

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**Authorised by:**

The Independent Board Committee of WPP AUNZ  
WPP AUNZ Limited  
L4 1 Kent Street Sydney 2000 NSW

**Attached:**

**Annexure A - Orders of Justice Black, Supreme Court of New South Wales**



Issued: 23 April 2021 10:58 AM

## JUDGMENT/ORDER

### COURT DETAILS

|             |                      |
|-------------|----------------------|
| Court       | Supreme Court of NSW |
| Division    | Equity               |
| List        | Corporations List    |
| Registry    | Supreme Court Sydney |
| Case number | 2021/00058272        |

### TITLE OF PROCEEDINGS

|                 |                                   |
|-----------------|-----------------------------------|
| First Plaintiff | WPP AUNZ Limited<br>ACN 001657370 |
|-----------------|-----------------------------------|

First

### DATE OF JUDGMENT/ORDER

|                    |               |
|--------------------|---------------|
| Date made or given | 23 April 2021 |
| Date entered       | 23 April 2021 |

### TERMS OF JUDGMENT/ORDER

#### VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 1 March 2021. Second Court hearing.

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

#### THE COURT ORDERS THAT:

1 Subject to order 2 of these orders, pursuant to subsection 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between the Plaintiff and its members holding fully paid ordinary shares other than Excluded Shareholders (as defined in the Scheme, at Annexure 2 of Exhibit 1), be approved.

2 Pursuant to subsection 411(6) of the Act, the definition of "Excluded Shareholder" in the Scheme be amended to "Cavendish Square Holding B.V.".

3 Pursuant to section 411(12) of the Act, the Plaintiff be exempt from compliance with section 411(11) of the Act in relation to the Scheme.

4 These orders be entered forthwith.

## SEAL AND SIGNATURE



Signature                      Chris D'Aeth  
Capacity                      Principal Registrar  
Date                              23 April 2021

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

## FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff  
Name                              WPP AUNZ Limited  
    ACN 001657370  
Address                            Level 4  
    1 - 17 Kent Street  
    SYDNEY NSW 2000  
  
Telephone  
Fax  
E-mail  
Client reference

### Legal representative for plaintiffs

Name                                LUKE BRADSHAW HASTINGS  
Practicing certificate number    20210  
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    161 Castlereagh Street  
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## FURTHER DETAILS ABOUT (s)