

# Who runs WPP

#### **Board of Directors**

#### **Executive Chairman**

#### **Roberto Quarta**

Chairman of the Nomination and Governance Committee Member of the Compensation Committee

#### **Executive Director**

#### **Paul Richardson**

**Group Finance Director** 

#### **Non-Executive Directors**

#### **Jacques Aigrain**

Chairman of the Audit Committee Member of the Compensation Committee

#### **Tarek Farahat**

Member of the Audit Committee

#### Sir John Hood

Chairman of the Compensation Committee

#### **Ruigang Li**

Member of the Nomination and Governance Committee

#### Daniela Riccardi

Member of the Nomination and Governance Committee

## **Chief Operating Officers**

Mark Read Andrew Scott

#### **Company Secretary**

**Marie Capes** 

#### **Nicole Seligman**

Senior Independent Director Member of the Compensation Committee Member of the Nomination and Governance Committee

#### **Hugo Shong**

Member of the Nomination and Governance Committee

#### Sally Susman

Member of the Nomination and Governance Committee

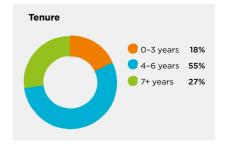
#### Solomon D. (Sol) Trujillo

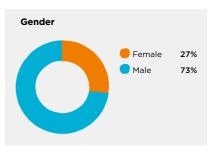
Member of the Audit Committee

#### Members of the Advisory Board

Jeremy Bullmore John Jackson Bud Morten John Quelch Richard Rivers

#### **Board analysis (all directors)**







#### **Roberto Quarta**

#### **Executive Chairman**

**Appointed:** 1 January 2015 (Chairman 9 June 2015) **Nationality:** Italian and American

Skills and experience: Roberto Quarta is Chairman of Smith & Nephew plc, Partner of Clayton, Dubilier & Rice, and Chairman of Clayton, Dubilier & Rice Europe, a private equity firm. Previously, he was Chief Executive and then Chairman of BBA Group plc, Chairman of Rexel SA and a Non-Executive Director at BAE Systems plc, Equant NV, Foster Wheeler AG and PowerGen plc. Mr Quarta's career in private equity brings valuable experience to WPP, particularly when evaluating acquisitions and new business opportunities. He has an in-depth understanding of differing global governance requirements having served as a director and Chairman of a number of UK and international companies.

Other current appointments: Chairman, Smith & Nephew plc.

#### **Paul Richardson**

#### **Group Finance Director**

Appointed: 1996

Nationality: British and American

Skills and experience: Paul Richardson became Group Finance Director of WPP in 1996 after four years with the Company as director of treasury. He is responsible for the Group's worldwide functions in finance, IT, procurement, property, treasury, taxation, internal audit and sustainability. He is a chartered accountant and fellow of the Association of Corporate Treasurers.

Other current appointments: None.

#### Jacques Aigrain

#### **Non-Executive Director**

**Appointed:** 13 May 2013 **Nationality:** Swiss and French

Skills and experience: Jacques Aigrain is currently a Senior Advisor at Warburg Pincus LLP. He was on the Executive Committee of Swiss Re AG from 2001 to 2009 including CEO from 2006, and prior to that, he spent 20 years with JPMorgan Chase in New York, London and Paris. Mr Aigrain is a Non-Executive Director of London Stock Exchange Group Plc and a Supervisory Board Member of LyondellBasell NV and Swiss International Airlines AG (retiring in June 2018). He was Chairman of LCH Clearnet Group Ltd from 2010 to March 2015, and served as a Director of the Oatar Financial Center Authorities and Supervisory Board Member of Lufthansa AG. He holds a PhD in Economics from Sorbonne University and an MA in Economics from Paris Dauphine University. Other current appointments: Non-Executive Director, London Stock Exchange Group plc. Supervisory Board Member, LyondellBasell NV Supervisory Board Member, Swiss International Airlines AG.

#### **Tarek Farahat**

#### Non-Executive Director

**Appointed:** 11 October 2016 **Nationality:** Brazilian and Egyptian

Other current appointments: None.

Skills and experience: Tarek Farahat has more than 30 years of experience in the branded goods business. He worked for P&G for more than 26 years in Europe, the Middle East and Latin America. His last position at P&G was President of P&G Latin America. Among Mr Farahat's achievements is the expansion of the Pampers business in emerging markets and business turnaround for P&G in Brazil. Mr Farahat was previously Chairman of the board of JBS and a board member of Pilgrims. He currently serves as strategic advisor and consultant.

#### Sir John Hood

#### **Non-Executive Director**

Appointed: 1 January 2014 Nationality: New Zealand

Skills and experience: An international education and business leader, Sir John was formerly Vice-Chancellor of the University of Oxford and of the University of Auckland. In New Zealand, he served as Chairman of Tonkin & Taylor Ltd and as Non-Executive Director of Fonterra Co-operative Group and ASB Bank Ltd. Sir John currently serves as President & CEO of the Robertson Foundation, Chairman of Study Group Limited and BMT Group and Chair of the Rhodes Trust. Sir John also serves on the board of Aurora Energy Research. Sir John earned his PhD in Civil Engineering from the University of Auckland and then won a Rhodes Scholarship to Oxford, where he was awarded an MPhil in Management Studies. Sir John has been appointed a Knight Companion to the New Zealand Order of Merit.

Other current appointments: President and CEO, Robertson Foundation. Chairman, Study Group Limited. Chairman, BMT Group.

#### Ruigang Li

#### **Non-Executive Director**

Appointed: 12 October 2010

**Nationality:** Chinese

Skills and experience: Ruigang Li is the Founding Chairman and CEO of CMC Capital Partners and CMC Holdings (collectively CMC), China's leading investment and operating group in media and entertainment, internet and technology, lifestyle and consumer sectors. Ruigang Li has led CMC to create a number of champions and emerging leaders in key sub-sectors including film, television, animation, entertainment and sports agency, news and financial media, social media, sports, music, live entertainment and education. Mr Li was the Chairman and President of Shanghai Media Group (SMG) for over 10 years and successfully transformed SMG into China's leading media conglomerate. Mr Li was previously Chief of Staff of Shanghai Municipal Government.

Other current appointments: Chairman, CEO of CMC Capital Partners, Chairman, CEO of CMC Holdings. Board Member of City Football Group, Board Director of CAA (Creative Artists Agency). Vice Chairman of TVB (Hong Kong). Chairman of Shaw Brothers (Hong Kong). Board Member of Special Olympics.

#### **Daniela Riccardi**

#### **Non-Executive Director**

Appointed: 12 September 2013

**Nationality:** Italian

Skills and experience: FMCG, retail-and-fashion products executive, Daniela Riccardi is Chief Executive Officer of Baccarat, the international luxury goods company, and was Chief Executive Officer of Diesel Group. She was an executive at Procter & Gamble for 25 years, including service as President of Procter & Gamble Greater China, with 7,000 employees, and Vice President-General Manager for Procter & Gamble Eastern Europe & Russia. Ms Riccardi also sits on the Boards of Kering and of Comite Colbert. Ms Riccardi has been a guest lecturer at the Grenoble Ecole de Management in Paris. Ms Riccardi is a Magna Cum Laude graduate in Political Science and International Studies at Sapienza University of Rome and completed a Fellowship in Marketing at Yale University. Other current appointments: CEO, Baccarat. Non-Executive Director, Kering. Non-Executive Director,

Comite Colbert.

#### **Nicole Seligman**

**Non-Executive Director Senior Independent Director** 

Appointed: 1 January 2014 Nationality: American

Skills and experience: Most recently, Nicole Seligman served as President of Sony Entertainment, Inc. and Sony Corporation of America and Sony Group Senior Legal Counsel. Previously, until 2014, she was Executive Vice President and General Counsel for Sony Corporation. Prior to that, as a partner in the Washington law firm of Williams & Connolly, Ms Seligman counselled a wide range of clients, including major media companies, on complex litigation and commercial matters. She is a Magna Cum Laude graduate of both Harvard College and Harvard Law School. Ms Seligman currently serves on the Board of Viacom Inc. and is Chairman of The Doe Fund, a New York-based non-profit organization.

Other current appointments: Non-Executive Director, Viacom Inc.

#### **Hugo Shong**

#### **Non-Executive Director**

**Appointed:** 13 May 2013 **Nationality:** American

Skills and experience: Hugo Shong is the Global Chairman of IDG Capital. He joined IDG in 1991 and in 1993, helped IDG to set up the first technology venture fund in China, IDG Capital, which now has an investment portfolio including Baidu, Tencent (QQ), Sohu, Ctrip, Soufun and Xiaomi. Mr Shong currently serves on the board of Mei Ah Entertainment Group, a Hong Kong listed company with interests in television, film and theatre. Mr Shong is a member of the board of trustees of Boston University. Mr Shong holds a degree from Hunan University, attended the Chinese Academy of Social Sciences and holds a Master of Science from Boston University. Mr Shong has completed the Advanced Management Program at Harvard Business School. Other current appointments: Chairman, IDG Capital. Global Chairman, IDG Capital. Non-Executive Director, Mei Ah Entertainment Group. Independent Director, China Unicom. Non-Executive Director, IDG Energy Investment Group Limited. Non-Executive Director, HJ Capital (International) Holdings Company Limited.

#### Sally Susman

#### **Non-Executive Director**

Appointed: 13 May 2013 Nationality: American

Skills and experience: Sally Susman is currently executive vice president, Corporate Affairs for Pfizer, the world's largest biopharmaceutical company. Ms Susman also heads the firm's corporate responsibility group and plays a key role in shaping policy initiatives. Before joining Pfizer in 2007, Ms Susman was EVP of Global Communications at Estée Lauder, where she directed global corporate affairs strategy and served as a member of the Executive Committee. Ms Susman held several senior corporate affairs posts at American Express, working in both London and the US. She started her career in government service focused on international trade issues and her positions included Deputy Assistant Secretary for Legislative and Intergovernmental Affairs in the US Department of Commerce. She serves on the board of the International Rescue Committee. Ms Susman holds a BA in Government from Connecticut College in the US and has studied at the London School of Economics. Other current appointments: None.

#### Solomon D. (Sol) Trujillo

#### **Non-Executive Director**

Appointed: 12 October 2010 Nationality: American

Skills and experience: Sol Trujillo is an international business executive with three decades of experience as CEO of high-cap global companies in the US, the EU and Asia Pacific. A digital pioneer and long-time practitioner of market-based management, Mr Trujillo was an early champion of high-speed broadband and the mobile internet to stimulate productivity and innovation across all sectors of the economy. Mr Trujillo currently sits on corporate boards in the US, EU and China and has managed operations in more than 25 countries including developed and emerging markets from the EU and North America to China, Australasia, Africa and the Middle East. He is Chairman of Trujillo Group LLC which he uses to manage investments and to examine emerging trends in the broader digital space, from changing mobility platforms to artificial intelligence (AI). Mr Trujillo is the Chair and Co-founder of the Latino Donor Collaborative (LDC), comprised of the most senior US Latino business leaders.

Other current appointments: Director, Unlockd. Director, Western Union. Director, Silk Road Telecommunications.

#### The role of the Board

The Board is collectively responsible for promoting the success of the Company by directing and supervising the Company's policy and strategy and is responsible to share owners for the Group's financial and operational performance and risk management. Responsibility for the development and implementation of Group policy and strategy and for day-to-day management issues is delegated by the Board to the Executive Directors and

until the appointment of the new Group Chief Executive, the Chief Operating Officers. The list of matters reserved to the Board can be downloaded from the website wpp.com/wpp/investor.

During 2017, the Board met seven times formally (six scheduled meetings and one meeting held at short notice) and held 18 committee meetings throughout the year.

#### Executive Chairman Roberto Quarta

Leads the Board, sets the agenda and promotes a culture of open debate between Executive and Non-Executive Directors. Regularly meets with the Executive Directors and other senior management to stav informed. Ensures effective communication with our share owners. Leads emphasis on management development and Executive Directors, and senior management succession planning Supports the Chief Operating Officers until the appointment of the new Group Chief Executive

#### Senior Independent Director Nicole Seligman

Provides a sounding board to the Chairman and appraises his performance.
Acts as intermediary for other Directors if needed.
Available to respond to share owner concerns when contact through the normal channels is inappropriate.
Facilitates Board evaluation when not externally facilitated.

### Non-Executive Directors

Contribute to developing our strategy. Scrutinise and constructively challenge the performance of management in the execution of our strategy.

## Group Chief Executive To be appointed

Leads the business, implements strategy.

#### Group Finance Director Paul Richardson

Responsible for the worldwide functions in finance, IT, procurement, property, treasury, taxation, internal audit and sustainability.

### Chief Operating Officers

#### Mark Read Andrew Scott

Day-to-day management issues. Mark Read is focused on people, clients and companies and Andrew Scott on operational, financial performance and the Group portfolio.

#### Audit Committee Chairman: Jaques Aigrain

Reviews the integrity, adequacy and effectiveness of the Group's system of internal control, including the risk management framework and related compliance activities.

#### Nomination and Governance Committee Chairman: Roberto Quarta

Evaluates Board composition and ensures Board diversity and a balance of skills. Reviews executive succession plans to maintain continuity of skilled resource. Oversees matters relating to corporate governance and sustainability.

#### Compensation Committee Chairman: Sir John Hood

Sets, reviews and recommends the policy on remuneration of the Chairman, executives and senior management team. Monitors the implementation of the remuneration policy.

#### Disclosure Committee

Oversees the accuracy and timeliness of Group disclosures and approves controls and procedures in relation to the public disclosure of financial information.

#### Company Secretary Marie Capes

All directors have access to the services of the Company Secretary and may take professional advice at the Company's expense in conducting their duties.

#### Attendance of directors at meetings

	Board	Audit Committee	Compensation Committee	Nomination and Governance Committee
Roberto Quarta (Chairman)	7	6	7	4
Sir Martin Sorrell <sup>1</sup>	7	=	=	=
Paul Richardson	7	7	=	=
Jacques Aigrain	7	7	7	=
Charlene Begley <sup>2</sup>	2	3	=	2
Tarek Farahat³	7	5		
Ruigang Li	6	-	=	1
Nicole Seligman	7	7	7	4
Daniela Riccardi	6	=	=	4
Hugo Shong	5	=	=	3
Sir John Hood	7	-	7	-
Tim Shriver <sup>2</sup>	3	=	5	=
Sally Susman	6	-	-	4
Sol Trujillo	7	7	=	=

<sup>&</sup>lt;sup>1</sup> Sir Martin Sorrell retired from the Board on 14 April 2018.

All of the directors attended the scheduled meetings of the Board in the year during their tenure with the exception of Hugo Shong who missed one meeting.

One unscheduled meeting of the Board took place which was attended by all the directors eligible to attend, except Hugo Shong, Charlene Begley, Ruigang Li due to family illness, Daniela Riccardi, Tim Shriver and Sally Susman who sent apologies owing to prior commitments.

### How we communicate with our share owners

We maintained an active dialogue with our share owners throughout the year through a well-developed and continuous program of investor relations events which reflects the wide geographic distribution of the company's current and potential share owners. We also respond to daily queries from share owners and analysts through our investor relations team and have a section of our website which is dedicated to share owners and analysts: wpp.com/investor.

Our registrars, Computershare and Citibank (as custodians of our American Depositary Receipts (ADR) program) also have a team of people to answer share owner and ADR holder queries in relation to technical aspects of their holdings such as dividend payments and shareholding balances. All of our financial results presentations are available on our website at: wpp.com/investor.

#### **Institutional investor meetings**

We hold meetings with major institutional investors, individual share owner groups and financial analysts to discuss the business performance and strategy. These are attended by our Chairman, Executive Directors, Executive Committee members, Senior Independent Director and the investor relations team. Institutional investors also meet with the Chairman and Senior Independent Director to discuss matters of governance. The Chairman and Senior Independent Director provide thorough feedback to the Board on issues raised by share owners.

#### What our share owners have asked us this year

Common topics raised by our institutional and individual share owners include: succession planning; cash flow, capital expenditure, debt and dividend cover; executive compensation; client and business mix; competitive landscape; media trends from traditional to digital; faster-growing markets, digital and data; acquisition policy; and capital allocation.

 $<sup>^{2}</sup>$  Charlene Begley and Tim Shriver retired on 7 June 2017.

<sup>&</sup>lt;sup>3</sup> Tarek Farahat was appointed to the Audit Committee on 24 February 2017.

#### **Our events calendar**

January	February	March	April	May
Investor conferences in London at: - Berenberg IR Forum In Las Vegas at: - Citi Global TMT	Investor meeting in London at: - Goldman Sachs	Roadshows in:  - Germany  - Switzerland  - Edinburgh  - London  - US West Coast  Investor conference in London at:  - J P Morgan & Citi Media in Florida at:  - Deutsche Bank	Roadshows in: - Stockholm - Copenhagen	Investor conference in London at: - J P Morgan & Citi Media In Vienna at: - HSBC In Amsterdam at: - J P Morgan In New York at: - Berenberg In Toronto at: - Redburn
June	September	November	December	
Roadshows in:  - Madrid  - US West Coast  Investor conferences in:  - New York  - Zurich  - London  - Madrid  - Paris  Annual General Meeting	Roadshows in: - Frankfurt - London Investor conferences in: - London - Paris - New York at Goldman Sachs	Roadshow in: - Edinburgh Investor conferences in: - London at UBS & J P Morgan - Barcelona at Morgan Stanley - Paris at Soc Gen - Scottsdale at Credit Suisse	Roadshows in:  - Copenhagen  - Stockholm  - US  - Canada  Investor conferences in London at:  - Berenberg  In New York at:  - UBS	Check the events calendar online at wpp.com/investor calendar