



**NOTICE OF GUARANTEED DELIVERY
FOR TENDER OFFER BY WPP FINANCE 2010**

**Offer to Purchase for Cash
Any and All of the Outstanding**

| Title of Security | CUSIP / ISIN Numbers | Aggregate Principal Amount Outstanding |
|---------------------------------|-----------------------------|---|
| 5.125% Notes due September 2042 | 92936M AD9 / US92936MAD92 | US \$271,578,000 |
| 5.625% Notes due November 2043 | 92936M AE7 / US92936MAE75 | US \$450,310,000 |

Pursuant to the Offer to Purchase dated May 1, 2019 (the “Offer to Purchase”)

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY
TIME, ON MAY 7, 2019, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THE
SAME MAY BE EXTENDED, THE “EXPIRATION DATE”)**

The Tender Agent for the Offer is:

D.F. King & Co., Inc.
48 Wall Street
22nd Floor
New York, NY 10005
United States
Telephone (U.S. Toll Free): +1
(866) 745-0267
Telephone: +1 (212) 269-5550
Attention: Andrew Beck
Email: wpp@dfking.com

Delivery of this Notice of Guaranteed Delivery to an address other than the one set forth above or transmission of instructions via facsimile or e-mail to a number other than the facsimile number or e-mail address set forth above will not constitute a valid delivery to the Tender Agent. The method of delivery of this Notice of Guaranteed Delivery and all other required documents to the Tender Agent, including delivery through DTC and any acceptance or agent’s message delivered through ATOP (as defined and described below), is at the election and risk of holders.

This Notice of Guaranteed Delivery is being provided in connection with the offer by WPP Finance 2010 (the “**Company**”) to purchase any and all of the 5.125% Notes due September 2042 and 5.625% Notes due November 2043 issued by the Company and guaranteed by WPP plc (each, a “**Security**” and, together, the “**Securities**”) listed to as set forth in the Offer to Purchase dated May 1, 2019 (the “**Offer to Purchase**”),

upon the terms and subject to the conditions set forth in the Offer to Purchase (the “**Offer**”). Capitalized terms used but not defined herein shall have the meaning given to them in the Offer to Purchase.

This Notice of Guaranteed Delivery, or a form substantially equivalent hereto, must be used to accept the Offer if the procedure for book-entry transfer cannot be completed on a timely basis prior to the Expiration Date. If you desire to tender Securities in the Offer and the procedures for book-entry transfer cannot be completed on a timely basis before the Expiration Date, your tender may still be effected if:

- the tender is made through a firm that is an “eligible guarantor institution” (as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended);
- prior to 5:00 p.m., New York City time on the Expiration Date, the Tender Agent receives from such eligible guarantor institution either a properly completed and duly executed notice of guaranteed delivery, by facsimile transmission, e-mail, mail, or hand delivery or a properly transmitted agent’s message and notice of guaranteed delivery, that (1) sets forth your name and address and the aggregate principal amount of liquidation preference of the applicable outstanding Securities tendered; (2) states that the tender is being made thereby; and (3) guarantees that the book-entry confirmation will be made by the eligible guarantor institution with the Tender Agent no later than the Guaranteed Delivery Date, which is the second business day after the Expiration Date; and
- the Tender Agent receives the book-entry confirmation of transfer of the tendered Securities into the Tender Agent’s account at DTC no later than the Guaranteed Delivery Date.

An eligible guarantor institution must complete the guarantee on the reverse side of this form and must communicate the guarantee to the Tender Agent within the time period shown herein. Failure to do so could result in a financial loss to such Direct Participant.

Ladies and Gentlemen:

The undersigned represents that the undersigned owns and hereby tenders to WPP Finance 2010 (the “**Company**”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 1, 2019 (as the same may be amended or supplemented from time to time, the “**Offer to Purchase**”), receipt of which is hereby acknowledged, the aggregate principal amount of the applicable Securities, set forth below, all pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase.

The undersigned understands that tenders of Securities pursuant to the offer described in the Offer to Purchase (the “**Offer**”) may not be withdrawn after 5:00 p.m., New York City time, on May 7, 2019 (the “**Expiration Date**”). Tenders of Securities may be withdrawn prior to the Expiration Date, as provided in the Offer to Purchase.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

If the ATOP procedures are used to give notice of guaranteed delivery, the DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, the DTC participant will be bound by the terms of the Offer.

As more fully described in the Offer to Purchase, Guaranteed Deliveries will be required to be provided no later than 5:00 p.m., New York City time, on May 9, 2019, which is the second business day following the Expiration Date. The Settlement Date will be May 10, 2019.

Principal Amount of the 2042 Notes Tendered:

Principal Amount of the 2043 Notes Tendered:

Account Number:

Dated: _____, 2019

Name(s) of Record Holder(s):

Address(es) (including Zip Code):

THE GUARANTEE ON THE REVERSE SIDE MUST BE COMPLETED.

GUARANTEE

(Not to be used for signature guarantee)

The undersigned, a firm that is a participant in the Securities Transfer Agents Medallion Program, or an “eligible guarantor institution” (as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended), hereby (i) represents that the above-named persons are deemed to own the Securities tendered hereby, (ii) represents that such tender of Securities is being made by guaranteed delivery and (iii) guarantees that the confirmation of book-entry transfer of such Securities into the Tender Agent’s account at the book-entry transfer facility, pursuant to the procedures set forth in “The Offer—Guaranteed Delivery Procedures” in the Offer to Purchase, together with an agent’s message (as defined in the Offer to Purchase) and any other required documents will be received by the Tender Agent no later than 5:00 p.m., New York City time, May 9, 2019.

The eligible guarantor institution that completes this form must communicate the guarantee to the Tender Agent within the time period indicated herein. Failure to do so may result in financial loss to such eligible guarantor institution.

Name of Firm:

Authorized Signature:

Name:

Title:

(Please Type or Print)

Address:

Zip Code:

Area Code and Telephone Number(s):

Dated: , 2019