

S4 Capital plc**("S⁴Capital" or "the Company")****Results of Annual General Meeting**

S⁴Capital plc (SFOR.L), the tech-led, new age, new era, digital advertising and marketing services company, announces that at the Company's Annual General Meeting held earlier today, the resolutions proposed were duly passed by way of a poll and without amendment.

The total number of votes received on each resolution is as follows:

	Resolution	For	% of votes cast	Against	% of votes cast	Votes cast as a % of Issued Share Capital	Withheld
1.	To receive the Annual Report and Accounts for the year ended 31 December 2021	261,120,634	99.99	24,332	0.01	46.96	1,005,416
2.	To approve the Directors' Remuneration Report	193,958,372	82.67	40,656,046	17.33	42.19	27,535,964
3.	To approve the Directors' Remuneration Report	162,386,097	69.71	70,564,359	30.29	41.89	29,199,926
4.	To re-elect Sir Martin Sorrell as a Director	224,698,476	90.93	22,416,808	9.07	44.44	15,035,098
5.	To re-elect Victor Knaap as a Director	261,542,394	99.83	443,796	0.17	47.11	164,192
6.	To re-elect Wesley ter Haar as a Director	261,540,840	99.83	444,995	0.17	47.11	164,547
7.	To re-elect Christopher S. Martin as a Director	261,540,865	99.83	444,970	0.17	47.11	164,547
8.	To re-elect Paul Roy as a Director	249,704,104	95.99	10,443,442	4.01	46.78	2,002,836
9.	To re-elect Rupert Faure Walker as a Director	250,511,740	96.30	9,635,652	3.70	46.78	2,002,990
10.	To re-elect Susan Prevezer as a Director	253,751,564	96.86	8,235,576	3.14	47.11	163,242
11.	To re-elect Daniel Pinto as a Director	261,540,277	99.83	445,712	0.17	47.11	164,393
12.	To re-elect Scott Spirit as a Director	261,540,120	99.83	445,869	0.17	47.11	164,393
13.	To re-elect Elizabeth Buchanan as a Director	261,542,403	99.83	444,737	0.17	47.11	163,242
14.	To re-elect Margaret Ma Connolly as a Director	261,541,603	99.83	445,537	0.17	47.11	163,242
15.	To re-elect Naoko Okumoto as a Director	261,541,428	99.83	445,712	0.17	47.11	163,242

16.	To re-elect Peter Miles Young as a Director	261,541,253	99.83	444,736	0.17	47.11	164,393
17.	To elect Mary Basterfield as a Director	259,852,057	99.19	2,135,083	0.81	47.11	163,242
18.	To re-appoint PricewaterhouseCoopers LLP as auditors	261,984,068	99.94	151,567	0.06	47.14	14,747
19.	To authorise the Directors to fix the remuneration of the auditors	262,099,571	99.98	40,357	0.02	47.14	10,454
20.	To authorise the Directors generally to allot ordinary shares	255,494,798	99.00	2,591,909	1.00	46.41	4,063,675
21.	To authorise the disapplication of pre-emption rights generally	257,920,346	99.88	303,345	0.12	46.44	3,926,691
22.	To authorise the disapplication of pre-emption rights in connection with a specified acquisition or capital investment	258,019,761	99.92	202,776	0.08	46.44	3,927,845
23.	To authorise the disapplication of pre-emption rights to facilitate pro-rata offers to overseas shareowners	251,628,752	98.19	4,642,603	1.81	46.08	5,879,027
24.	To authorise the Company to purchase its own shares	258,015,969	99.98	60,241	0.02	46.41	4,074,172
25.	To enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice	258,070,339	98.45	4,071,949	1.55	47.14	8,094
26.	To approve the Bonus Share Issue	258,042,470	99.93	174,867	0.07	46.43	3,933,045
27.	To approve the Capital Reduction	258,155,032	99.97	66,650	0.03	46.44	3,928,700
28.	To adopt new articles of association	257,300,793	99.93	172,422	0.07	46.30	4,677,167
29.	To approve amendments to the Employee Share Ownership Plan	210,365,928	81.72	47,049,159	18.28	46.29	4,735,295

Notes:

- (i) Votes 'For' include those votes giving the chairman of the meeting discretion.
- (ii) The number of ordinary shares in issue on 16 June 2022 was 556,085,466. Ordinary shareowners are entitled to one vote per share.

- (iii) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.

Full details of the resolutions are set out in the Notice of Annual General Meeting dated 14 May 2022 (which is available on the Company's website at <https://www.s4capital.com/investors>).

Resolutions 1 to 20 and Resolution 29 were ordinary resolutions, requiring more than 50 per cent. of shareowners' votes to be cast in favour of the resolutions. Resolutions 21 to 25 and 27 and 28 were special resolutions, requiring at least 75 per cent. of shareowners' votes to be cast in favour of the resolutions.

The Board welcomes the support of shareowners for all of the resolutions at today's meeting. However, we note that a significant minority of shareowners voted against Resolution 3, the approval of the new Directors' Remuneration Policy. The Nomination and Remuneration Committee consulted with major shareowners on the terms of the new Policy in advance of the AGM and is aware of the views of some shareowners on specific matters. Nevertheless, the Committee will seek to engage with those shareowners who voted against Resolution 3 (and who have not already explained their reasons for doing so) to understand their reasons for doing so, and will provide an update no later than six months after the date of the AGM.

S⁴Capital plc

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About S⁴Capital

S⁴ Capital (SFOR.L) is the tech-led, new age/new era digital advertising and marketing services company, established by Sir Martin Sorrell in May 2018.

Its strategy is to build a purely digital advertising and marketing services business for global, multinational, regional, local clients and millennial-driven influencer brands. This will be achieved by integrating leading businesses in three practice areas: content, data & digital media and technology services, along with an emphasis on "faster, better, cheaper" executions in an always-on consumer-led environment, with a unitary structure.

Digital is by far the fastest-growing segment of the advertising market. S⁴Capital estimates that in 2021 digital accounted for approximately 60% or \$420-450 billion of total global advertising spend of \$700-750 billion (excluding over \$500 billion of trade promotion marketing, the primary target of the Amazon advertising platform) and projects that by 2022 total global advertising spend will expand to \$770-850 billion and digital's share will grow to approximately 65% and by 2024 to approximately 70%, accelerated by the impact of covid-19.

In 2018, S⁴Capital combined with MediaMonks, the leading AdAge A-listed creative digital content production company led by Victor Knaap and Wesley ter Haar, and then with MightyHive, the market-leading digital media solutions provider for future thinking marketers and agencies, led by Peter Kim and Christopher S. Martin.

Since then, MediaMonks and MightyHive have combined with more than 25 companies across content, data & digital media and Technology services. For a full list, please see the S⁴Capital [website](#).

In August 2021, S⁴Capital launched its unitary brand by merging MediaMonks and MightyHive into Media.Monks, represented by a dynamic logo mark that features MightyHive's iconic hexagon. As the operational brand, Media.Monks underpins S⁴Capital's agility, digital knowledge and efficiency and is the next step in delivering on its foundational promise to unify content, data & digital media and Technology services.

Victor Knaap, Wesley ter Haar, Pete Kim, Christopher Martin, Mary Basterfield and Scott Spirit all joined the S⁴Capital Board as Directors. The S⁴Capital Board also includes Rupert Faure Walker, Paul Roy, Daniel Pinto, Sue Prevezer, Elizabeth Buchanan, Naoko Okumoto, Margaret Ma Connolly, Peter Rademaker and Miles Young.

The Company now has around 9,000 people in 33 countries across the Americas, Europe, the Middle East and Africa and Asia-Pacific and a current market capitalisation of approximately £1.3 billion (c.\$1.7 billion) and would rank in the FTSE 200. It achieved Unicorn status in a little over one year, unique in the advertising and marketing services industry. Sir Martin was CEO of WPP for 33 years, building it from a £1 million "shell" company in 1985 into the world's largest advertising and marketing services company with a market capitalisation of over £16 billion on the day he left. Today its market capitalisation is £8.7 billion, dropping into third place behind both Omnicom and Publicis for the first time ever. Prior to that Sir Martin was Group Financial Director of Saatchi & Saatchi Company Plc for nine years.