

13 December 2022

S⁴Capital plc ("S⁴Capital" or the "Company")

Issue of Shares

On 20 November 2019, S4 Capital plc (SFOR.L) announced a merger with WhiteBalance, a Delhi-based content creation and production company (the "**WhiteBalance Transaction**"). Pursuant to the terms of the WhiteBalance Transaction, the Company has agreed to issue 370,650 ordinary shares of 25 pence each in the capital of the Company, credited as fully paid, as deferred consideration (the "**WhiteBalance Shares**"). The WhiteBalance Shares will be subject to a restriction on sale until 14 December 2024.

On 29 July 2020, S4 Capital plc (SFOR.L) announced a merger with Orca Pacific, a market leading full-service Amazon agency and boutique consultancy firm based out of Seattle (the "**Orca Transaction**"). Pursuant to the terms of the Orca Transaction, the Company has agreed to issue 530,158 ordinary shares of 25 pence each in the capital of the Company, credited as fully paid, as deferred consideration (the "**Orca Shares**"). The Orca Shares will be subject to a restriction on sale until 14 December 2024.

Two separate applications have been made to the FCA and to the London Stock Exchange for the WhiteBalance Shares and Orca Shares to be admitted to the standard segment of the Official List of the FCA and to trading on the London Stock Exchange's Main Market for listed securities respectively ("**Admission**"). It is expected that Admission will become effective at 8.00 a.m. on 14 December 2022.

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About S⁴Capital

S⁴Capital plc (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, more efficient" 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 over 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, Christopher Martin, Scott Spirit and Mary Basterfield all joined the S⁴Capital Board as Executive Directors. The S⁴Capital Board also includes Rupert Faure Walker, Paul Roy, Daniel Pinto, Sue Prevezer, Elizabeth Buchanan, Naoko Okumoto, Margaret Ma Connolly, Miles Young and Colin Day.

The Company has over 9,000 people in 32 countries with approximately 70% of revenue across the Americas, 20% across Europe and 10% across the Middle East and Africa and Asia-Pacific. The longer term objective is a split of 60%:20%:20%. Content currently accounts for approximately 60% of revenue, Data&analytics 30% and Technology services 10%. The long-term objective is a split of 50%:25%:25%.

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. Prior to that Sir Martin was Group Financial Director of Saatchi & Saatchi Company Plc for nine years.