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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2014</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                       |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                        |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                                   |                                                                                                                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                    | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                         |
| <b>1a</b> Name of plan<br><u>OGILVY &amp; MATHER SAVINGS AND INVESTMENT PLAN</u>                                                                                                                                  | <b>1b</b> Three-digit plan number (PN) ▶ <u>001</u><br><b>1c</b> Effective date of plan<br><u>01/01/1989</u>                                                                                           |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>THE OGILVY GROUP, LLC</u><br><br><u>636 11TH AVENUE</u><br><u>NEW YORK, NY 10036-2010</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>13-2555496</u><br><b>2c</b> Plan Sponsor's telephone number<br><u>212-237-6560</u><br><b>2d</b> Business code (see instructions)<br><u>541800</u> |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                            |                                                          |                   |                                                              |
|------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | <u>Filed with authorized/valid electronic signature.</u> | <u>10/15/2015</u> | <u>GERRI STONE</u>                                           |
|                                                                                                            | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                          |                   |                                                              |
|                                                                                                            | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                          |                   |                                                              |
|                                                                                                            | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional) |                                                          |                   | Preparer's telephone number (optional)                       |
|                                                                                                            |                                                          |                   |                                                              |

|                                                                                                                                                                                                  |                                     |                                                           |                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                         |                                     | <b>3b</b> Administrator's EIN                             |                                                                                                                                   |
|                                                                                                                                                                                                  |                                     | <b>3c</b> Administrator's telephone number                |                                                                                                                                   |
|                                                                                                                                                                                                  |                                     |                                                           |                                                                                                                                   |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:           |                                     | <b>4b</b> EIN                                             |                                                                                                                                   |
| <b>a</b> Sponsor's name                                                                                                                                                                          |                                     | <b>4c</b> PN                                              |                                                                                                                                   |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                          |                                     | <b>5</b>                                                  | 5392                                                                                                                              |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |                                     |                                                           |                                                                                                                                   |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                          |                                     | <b>6a(1)</b>                                              | 3450                                                                                                                              |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                |                                     | <b>6a(2)</b>                                              | 3437                                                                                                                              |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                              |                                     | <b>6b</b>                                                 | 9                                                                                                                                 |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                |                                     | <b>6c</b>                                                 | 2128                                                                                                                              |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....                                                                                                                    |                                     | <b>6d</b>                                                 | 5574                                                                                                                              |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                       |                                     | <b>6e</b>                                                 | 3                                                                                                                                 |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....                                                                                                                                        |                                     | <b>6f</b>                                                 | 5577                                                                                                                              |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                  |                                     | <b>6g</b>                                                 | 4766                                                                                                                              |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                       |                                     | <b>6h</b>                                                 | 0                                                                                                                                 |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                              |                                     | <b>7</b>                                                  |                                                                                                                                   |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2S 2T 3H          |                                     |                                                           |                                                                                                                                   |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                      |                                     |                                                           |                                                                                                                                   |
| <b>9a</b> Plan funding arrangement (check all that apply)                                                                                                                                        |                                     | <b>9b</b> Plan benefit arrangement (check all that apply) |                                                                                                                                   |
| (1)                                                                                                                                                                                              | <input type="checkbox"/>            | Insurance                                                 |                                                                                                                                   |
| (2)                                                                                                                                                                                              | <input type="checkbox"/>            | Code section 412(e)(3) insurance contracts                |                                                                                                                                   |
| (3)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | Trust                                                     |                                                                                                                                   |
| (4)                                                                                                                                                                                              | <input type="checkbox"/>            | General assets of the sponsor                             |                                                                                                                                   |
| (1)                                                                                                                                                                                              | <input type="checkbox"/>            | Insurance                                                 |                                                                                                                                   |
| (2)                                                                                                                                                                                              | <input type="checkbox"/>            | Code section 412(e)(3) insurance contracts                |                                                                                                                                   |
| (3)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | Trust                                                     |                                                                                                                                   |
| (4)                                                                                                                                                                                              | <input type="checkbox"/>            | General assets of the sponsor                             |                                                                                                                                   |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                |                                     |                                                           |                                                                                                                                   |
| <b>a Pension Schedules</b>                                                                                                                                                                       |                                     | <b>b General Schedules</b>                                |                                                                                                                                   |
| (1)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/>                       | <b>R</b> (Retirement Plan Information)                                                                                            |
| (2)                                                                                                                                                                                              | <input type="checkbox"/>            | <input type="checkbox"/>                                  | <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| (3)                                                                                                                                                                                              | <input type="checkbox"/>            | <input type="checkbox"/>                                  | <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary                               |
| (1)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/>                       | <b>H</b> (Financial Information)                                                                                                  |
| (2)                                                                                                                                                                                              | <input type="checkbox"/>            | <input type="checkbox"/>                                  | <b>I</b> (Financial Information – Small Plan)                                                                                     |
| (3)                                                                                                                                                                                              | <input type="checkbox"/>            | <input type="checkbox"/>                                  | <b>A</b> (Insurance Information)                                                                                                  |
| (4)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/>                       | <b>C</b> (Service Provider Information)                                                                                           |
| (5)                                                                                                                                                                                              | <input checked="" type="checkbox"/> | <input type="checkbox"/>                                  | <b>D</b> (DFE/Participating Plan Information)                                                                                     |
| (6)                                                                                                                                                                                              | <input type="checkbox"/>            | <input type="checkbox"/>                                  | <b>G</b> (Financial Transaction Schedules)                                                                                        |

**Part III****Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2014</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|                                                                                        |                                                             |
|----------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>OGILVY & MATHER SAVINGS AND INVESTMENT PLAN                   | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>THE OGILVY GROUP, LLC | <b>D</b> Employer Identification Number (EIN)<br>13-2555496 |

**Part I Service Provider Information (see instructions)**

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

J.P. MORGAN MUTUAL FUNDS 522 5TH AVE. 12TH FLOOR  
NEW YORK CITY, NY 10036

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

MAINSTAY INVESTMENTS 169 LACKAWANNA AVE.  
PARSIPPANY, NJ 07054

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MUNDER FUNDS 480 PIERCE ST  
BIRMINGHAM, MI 48009

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PACIFIC INVESTMENT MGMT COMP 840 NEWPORT CENTER DRIVE  
NEWPORT BEACH, CA 92660-6397

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

ROYCE FUNDS

745 5TH AVE  
NEW YORK, NY 10151

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

VANGUARD

100 VANGUARD BLVD  
MALVERN, PA 19355-2331

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

HARBOR CAPITAL ADVISORS

111 S WACKER DR  
34TH FL  
CHICAGO, IL 60606

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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MASSACHUSETTS FINANCIAL SERV.

500 BOYLESTON STREET  
BOSTON, MA 02116-3741

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

PUTNAM INVESTMENTS

1 POST OFFICE SQUARE  
BOSTON, MA 02109

---

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

FIDELITY INVESTMENTS

82 DEVONSHIRE ST  
BOSTON, MA 02109

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET  
LOS ANGELES, CA 90071

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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T ROWE PRICE

100 EAST PRATT STREET  
BALTIMORE, MD 21202

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

MERCER HR SERVICES, LLC

INVESTORS WAY  
NORWOOD, MA 02062-1584

| <b>(b)</b><br>Service<br>Code(s)                   | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 15 21 25 37<br>38 49 50 59<br>60 62 64 65<br>72 99 | RECORDKEEPER/T<br>RUSTEE                                                                                             | 119415                                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                               | 307694                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                             |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)            | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                        | 24919                                                                                                                                                              |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| FIDELITY INVESTMENTS                                                | 82 DEVONSHIRE ST<br>BOSTON, MA 02109               | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |
|                                                                     |                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)            | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                        | 8427                                                                                                                                                               |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| HARBOR CAPITAL ADVISORS                                             | 111 S WACKER DR<br>34TH FL<br>CHICAGO, IL 60606    | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |
|                                                                     |                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)            | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                        | 16801                                                                                                                                                              |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                    | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| J.P. MORGAN MUTUAL FUNDS                                            | 522 5TH AVE, 12TH FLOOR<br>NEW YORK CITY, NY 10036 | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                        | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                                        | 15 38 59 60                                                                                                                                                        | 71861                                     |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MAINSTAY INVESTMENTS<br>169 LACKAWANNA AVE.<br>PARSIPPANY, NJ 07054            | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |                                           |
| (a) Enter service provider name as it appears on line 2                        | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MERCER HR SERVICES, LLC                                                        | 15 38 59 60                                                                                                                                                        | 17924                                     |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MASSACHUSETTS FINANCIAL SERV.<br>500 BOYLESTON STREET<br>BOSTON, MA 02116-3741 | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |                                           |
| (a) Enter service provider name as it appears on line 2                        | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MERCER HR SERVICES, LLC                                                        | 15 38 59 60                                                                                                                                                        | 19755                                     |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MUNDER FUNDS<br>480 PIERCE ST<br>BIRMINGHAM, MI 48009                          | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |                                           |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)      | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                  | 30048                                                                                                                                                              |
| (d) Enter name and EIN (address) of source of indirect compensation |                                              | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PUTNAM INVESTMENTS                                                  | 1 POST OFFICE SQUARE<br>BOSTON, MA 02109     | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |
| (a) Enter service provider name as it appears on line 2             |                                              | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                  | 16542                                                                                                                                                              |
| (d) Enter name and EIN (address) of source of indirect compensation |                                              | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| ROYCE FUNDS                                                         | 745 5TH AVE<br>NEW YORK, NY 10151            | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |
| (a) Enter service provider name as it appears on line 2             |                                              | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                  | 100817                                                                                                                                                             |
| (d) Enter name and EIN (address) of source of indirect compensation |                                              | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| T ROWE PRICE                                                        | 100 EAST PRATT STREET<br>BALTIMORE, MD 21202 | RECORDKEEPING PARTICIPANT COMMUNICATION<br>SHAREHOLDER SERVICING FEES SUB-TRANSFER<br>AGENCY FEES                                                                  |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>2014</b>                                    |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection.</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2014 or fiscal plan year beginning <b>01/01/2014</b> and ending <b>12/31/2014</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>OGILVY &amp; MATHER SAVINGS AND INVESTMENT PLAN</b>                          | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <b>001</b> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><b>THE OGILVY GROUP, LLC</b>     | <b>D</b> Employer Identification Number (EIN)<br><b>13-2555496</b> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                         |                               |                                                                                                                     |
|-----------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <b>PUTNAM STABLE VALUE FUND</b>          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <b>PUTNAM FIDUCIARY TRUST COMPANY</b> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <b>04-3159710-202</b>                                                   | <b>d</b> Entity code <b>C</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>29428496</b> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                          |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                       |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                         | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>OGILVY &amp; MATHER SAVINGS AND INVESTMENT PLAN</u>                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>001</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>THE OGILVY GROUP, LLC</u>                                                                                                                                                                            |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>13-2555496</u>                                       |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                               |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                               | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     | 9780                  | 6825            |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>                  |                       | 20298           |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>                  | 554960                | 508440          |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                  |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>                  |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>                  |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               |                       |                 |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b>               |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               |                       |                 |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b>               |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  |                       |                 |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>                  |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  |                       |                 |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>                  | 2528141               | 2428487         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>                  | 32121365              | 29428496        |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>                 |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>                 |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                 | 207079361             | 213503504       |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                 |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>                 |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 10338323              | 8671926         |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 252631930             | 254567976       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 252631930 | 254567976 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 62556      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 16504244   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 898654     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 17465454  |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |        |        |
|------------------------------------------------------------------------------------------------------|-----------------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |        |        |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |        |        |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 111797 |        |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |        |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |        | 111797 |

|                                                                                           |                 |          |          |
|-------------------------------------------------------------------------------------------|-----------------|----------|----------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |          |          |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 223137   |          |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 11357769 |          |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |          | 11580906 |

|                                                                                           |                 |         |         |
|-------------------------------------------------------------------------------------------|-----------------|---------|---------|
| (3) Rents .....                                                                           | <b>2b(3)</b>    |         |         |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> | 1446229 |         |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> | 1563318 |         |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |         | -117089 |

|                                                                                                    |                 |         |         |
|----------------------------------------------------------------------------------------------------|-----------------|---------|---------|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                 | <b>2b(5)(A)</b> |         |         |
| <b>(B)</b> Other .....                                                                             | <b>2b(5)(B)</b> | -819279 |         |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |         | -819279 |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 509953    |
| (7) Net investment gain (loss) from pooled separate accounts.....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts.....                      | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities.....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            | 2973844   |
| c Other income.....                                                                            | 2c     |            | 37412     |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 31742998  |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 25263706 |          |
| (2) To insurance carriers for the provision of benefits.....                        | 2e(2) |          |          |
| (3) Other.....                                                                      | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |          | 25263706 |
| f Corrective distributions (see instructions).....                                  | 2f    |          | 3009     |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |          | -35287   |
| h Interest expense.....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) |          |          |
| (2) Contract administrator fees.....                                                | 2i(2) |          |          |
| (3) Investment advisory and management fees.....                                    | 2i(3) |          |          |
| (4) Other.....                                                                      | 2i(4) | 119415   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 119415   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 25350843 |

**Net Income and Reconciliation**

|                                                         |       |  |         |
|---------------------------------------------------------|-------|--|---------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 6392155 |
| l Transfers of assets:                                  |       |  |         |
| (1) To this plan.....                                   | 2l(1) |  |         |
| (2) From this plan.....                                 | 2l(2) |  | 4456109 |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BENCIVENGA WARD & COMPANY CPA'S, PC

(2) EIN: 13-3274930

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

|    | Yes | No | Amount  |
|----|-----|----|---------|
| 4a | X   |    | 4678240 |
| 4b |     | X  |         |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     |    |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                |     | X  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     |    |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 10000000 |
| <b>4e</b>                                                                                                                                                                                                                     |     |    |          |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     |    |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                                     |     | X  |          |
| <b>4g</b>                                                                                                                                                                                                                     |     |    |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                           |     | X  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     |    |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     |     |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>4j</b>                                                                                                                                                                                                                     |     |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     |    |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s)         | 5b(2) EIN(s) | 5b(3) PN(s) |
|-------------------------------|--------------|-------------|
| THE SAVINGS & INVESTMENT PLAN | 13-3980559   | 001         |
|                               |              |             |
|                               |              |             |
|                               |              |             |
|                               |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                           | <div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| A Name of plan<br>OGILVY & MATHER SAVINGS AND INVESTMENT PLAN                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 | B Three-digit plan number (PN) ▶ 001                                                            |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>THE OGILVY GROUP, LLC                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 | D Employer Identification Number (EIN)<br>13-2555496                                            |
| Part I Distributions                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                 | 1 0                                                                                             |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): 20-2020334                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 | 3                                                                                               |
| Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 | 6a                                                                                              |
| b Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 | 6b                                                                                              |
| c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 | 6c                                                                                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part III Amendments                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No         |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                             |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Schedule R (Form 5500) 2014 v. 140124                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                 |                                                                                                 |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

**Ogilvy & Mather Savings and Investment Plan**

Financial Statements as of  
December 31, 2014 and 2013 and  
For the Year Ended December 31, 2014  
And Supplemental Schedules  
As of and For the Year Ended December 31, 2014  
Together with  
Independent Auditor's Report

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## INDEX TO FINANCIAL STATEMENTS

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*\*All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.*



## **INDEPENDENT AUDITOR'S REPORT**

### **To the Participants and Plan Administrator of the Ogilvy & Mather Savings and Investment Plan**

We have audited the accompanying statements of net assets available for benefits of the Ogilvy & Mather Savings and Investment Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.



## BENCIVENGA WARD & COMPANY CPAs, PC

*A Registered Professional Services Firm*

### Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of, Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) - December 31, 2014, and Form 5500, Schedule H, Part IV, line 4a - Schedule of Delinquent Participant Contributions For the Year Ended December 31, 2014, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*Bencivenga Ward & Company, CPAs, P.C.*

**BENCIVENGA WARD & COMPANY, CPA's, P.C.**

Valhalla, New York  
June 29, 2015

**OGILVY & MATHER SAVINGS AND INVESTMENT PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2014 AND 2013**

|                                                             | <u><b>2014</b></u>               | <u><b>2013</b></u>               |
|-------------------------------------------------------------|----------------------------------|----------------------------------|
| <b>ASSETS</b>                                               |                                  |                                  |
| Investments, at fair value                                  | <u>\$ 252,164,892</u>            | <u>\$ 249,969,619</u>            |
| Receivables:                                                |                                  |                                  |
| Employer contributions                                      | 20,298                           | -                                |
| Participant contributions                                   | 508,440                          | 554,960                          |
| Notes receivable from participants                          | <u>2,613,223</u>                 | <u>2,748,164</u>                 |
| Total receivables                                           | <u>3,141,961</u>                 | <u>3,303,124</u>                 |
| <br>Total assets                                            | <br><u>255,306,853</u>           | <br><u>253,272,743</u>           |
| <br><b>NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE</b> | <br>255,306,853                  | <br>253,272,743                  |
| Adjustment from fair value to contract value                |                                  |                                  |
| for fully benefit-responsive investment contracts           | <u>(554,140)</u>                 | <u>(420,791)</u>                 |
| <br><b>NET ASSETS AVAILABLE FOR BENEFITS</b>                | <br><u><u>\$ 254,752,713</u></u> | <br><u><u>\$ 252,851,952</u></u> |

See accompanying notes to the financial statements.

**OGILVY & MATHER SAVINGS AND INVESTMENT PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2014**

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**ADDITIONS:**

Net Investment Income:

|                                               |                   |
|-----------------------------------------------|-------------------|
| Net appreciation in fair value of investments | \$ 2,036,898      |
| Interest and dividend income                  | <u>12,101,045</u> |
| Net investment income                         | <u>14,137,943</u> |

|                                                       |                |
|-------------------------------------------------------|----------------|
| Interest income on notes receivable from participants | <u>101,510</u> |
|-------------------------------------------------------|----------------|

Contributions:

|                           |                   |
|---------------------------|-------------------|
| Employer contributions    | 62,556            |
| Participant contributions | 16,504,244        |
| Rollover contributions    | <u>898,654</u>    |
| Total contributions       | <u>17,465,454</u> |
| Total additions           | <u>31,704,907</u> |

**DEDUCTIONS:**

|                               |                   |
|-------------------------------|-------------------|
| Benefits paid to participants | 25,229,088        |
| Net asset transfers out       | 4,456,109         |
| Administrative expenses       | <u>118,949</u>    |
| Total deductions              | <u>29,804,146</u> |

|                               |           |
|-------------------------------|-----------|
| <b>INCREASE IN NET ASSETS</b> | 1,900,761 |
|-------------------------------|-----------|

**NET ASSETS AVAILABLE FOR BENEFITS:**

|                   |                       |
|-------------------|-----------------------|
| Beginning of year | <u>252,851,952</u>    |
| End of year       | <u>\$ 254,752,713</u> |

See accompanying notes to the financial statements.

## **1. DESCRIPTION OF THE PLAN**

The following description of the Ogilvy & Mather Savings and Investment Plan (the “Plan”), as amended and restated effective January 1, 2011, is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. Effective July 1, 2014, the Plan name was changed from the Ogilvy & Mather Profit Sharing Retirement and 401(k) Plan to the Ogilvy & Mather Savings and Investment Plan.

### **General**

The Plan is a defined contribution plan sponsored by The Ogilvy Group, LLC (the “Company”), a wholly-owned subsidiary of WPP plc. The Plan covers all full-time, part-time and eligible temporary employees of The Ogilvy Group, LLC, A. Eicoff & Company, Inc., Ogilvy Public Relations Worldwide Inc., Soho Square Public Relations, Inc., Feinstein Kean Healthcare, Soho Square, Inc., Ogilvy Action, LLC, and Effective UI, Inc. (collectively the “Companies”).

Mercer HR Services, LLC, is the Recordkeeper and Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan is administered by the Retirement Plan Committee, which was established by the Board of Directors of the Company to serve in such capacity.

### **Contributions/Eligibility**

#### **Deferred Contributions**

Participants may elect to make 401(k) contributions in an amount from 1% to 50% of their eligible compensation in any calendar year. These contributions constitute salary reductions and are subject to tax deferral under the Internal Revenue Code (“IRC”). In addition, participants may make Roth elective deferrals to their account. Participants direct the investment of their contributions into various investment options offered by the Plan.

Eligible employees hired on or after April 1, 2013 are automatically enrolled in the Plan at a deferral rate of 4% of their eligible compensation, unless the employee elects prior to his or her date of Plan participation either not to defer compensation or to defer a larger or smaller percentage of compensation. Such election must be made in writing or via telephone or internet access to the Company’s Benefits Department. An employee who is automatically enrolled in the Plan on or after July 1, 2014, and who has not opted out of contributing by their one year anniversary of their auto-enrollment date, will have his or her salary reduction contribution percentage escalated once, by 1%.

For Plan years 2014 and 2013, eligible compensation is limited to \$260,000 and \$255,000, respectively. The maximum 401(k) contribution as established by the Internal Revenue Service (“IRS”) for the year ended December 31, 2014 was \$17,500.

#### **Catch-up Contributions**

In addition, participants who have attained the age of 50 before the close of the Plan year, may make catch-up contributions in accordance with the IRC. The maximum amount of catch-up contributions for the year ended December 31, 2014 was \$5,500.

**1. DESCRIPTION OF THE PLAN - (continued)**

All employees are eligible to participate in the Plan, except employees who are: (a) covered by collective bargaining agreements, unless otherwise stipulated in such collective bargaining agreements, (b) non-resident aliens, (c) leased employees or independent contractors and, (d) experiential field employees. Effective July 1, 2014, employees who are determined to be temporary, part-time or contingent employees are eligible to participate on the first day of the month coinciding with, or next following, the completion of one year of service, as defined in the Plan. All other employees are eligible to participate on the first day of the month coinciding with, or next, following the ninety day anniversary of the employee's employment commencement date, as defined.

**Employer Contributions**

Effective July 1, 2014, eligible employees of the Companies (other than Effective UI, Inc.) who are hired on or after July 1, 2014, or employees who are rehired or transferred to a company on or after July 1, 2014 and who are not eligible to accrue a benefit under the Ogilvy & Mather Account Balance Defined Benefit Pension Plan, are entitled to an employer matching contribution and an annual true-up matching contribution. This matching contribution is equal to the first 5% of the participant's compensation that is deferred into the Plan for each payroll period. The annual true-up employer matching contribution will be credited to those participants who did not receive an employer matching contribution in the amount of 100% of the first 5% of compensation contributed during the Plan year. Catch-up contributions are not eligible for matching contributions. Employer contributions to the Plan for those eligible employees hired prior to July 1, 2014 are made at the discretion of the management of the Companies.

**Participant Accounts**

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the allocation of employer contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investments**

Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan offers a number of mutual funds, a collective trust fund and the WPP Stock Fund, which invests in American Depositary Shares of WPP plc ("WPP plc ADSs").

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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### 1. DESCRIPTION OF THE PLAN - (continued)

#### **Vesting**

Prior to July 1, 2014, all participants, other than those transferred from the OPR 401(k) Plan ("OPR Participants"), are fully vested in their accounts at all times. Elective employee 401(k) contributions and earnings thereon are always fully vested. Participants are also fully vested in their Roth elective deferrals.

OPR Participants, whose accounts include prior employer contributions that were transferred into the Plan, vest in those contributions as follows:

| <b>Years of Vesting Service</b>              | <b>Vested Percentage</b> |
|----------------------------------------------|--------------------------|
| 1 but less than 2                            | 0                        |
| 2 but less than 3                            | 20%                      |
| 3 but less than 4                            | 40%                      |
| 4 but less than 5                            | 60%                      |
| 5 or more                                    | 100%                     |
| On or after 65th birthday, disabled or death | 100%                     |

Participants hired after July 1, 2014 are vested in their employer matching contributions subject to a 3 year cliff vesting schedule.

#### **Forfeited Accounts**

At December 31, 2014 and 2013, forfeited non-vested accounts totaled \$169,300 and \$191,075, respectively. These amounts will be used to reduce future employer contributions or pay administrative expenses under the Plan. During 2014, no forfeiture amounts were used for these purposes.

#### **Notes Receivable from Participants**

Eligible employees can request a Plan loan. Only two personal loans and one residential loan can be outstanding at any time. Participants may borrow from their account amounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less, but not less than \$1,000. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined quarterly by the Retirement Plan Committee. Loan repayment terms are generally five and fifteen years for personal and residential loans, respectively. Principal and interest are paid ratably through payroll deductions.

Upon termination of employment, a participant can: (a) pay-off the entire outstanding loan balance, (b) transfer the loan to a successor employer qualified retirement plan as part of an eligible rollover distribution, or (c) elect to continue repayment in a form or manner determined by the Retirement Plan Committee, subject to the provisions of the Plan. An eligible employee, who takes an approved unpaid leave of absence, as defined in the Plan, may discontinue payments on the loan for a period of absence up to 12 months. Upon a return to employment, the eligible employee must repay the missed payments within the original loan term. At December 31, 2014, interest rates ranged from 3.50% to 9.25% for outstanding loans.

**1. DESCRIPTION OF THE PLAN - (continued)****Payment of Benefits**

Plan participants or beneficiaries, including domestic partners, are eligible to receive a benefit payment equal to their vested account balance upon termination of employment, retirement, or death, as stipulated in the Plan document. Benefits are paid in a single lump-sum payment, subject to certain restrictions as defined in the Plan. All distributions under the Plan are made in cash, except to the extent that the participant has an investment in the WPP Stock Fund and elects to have such portion of the participant's account distributed in WPP plc ADSs held in the WPP Stock Fund. The Plan was amended in 2004 to allow for in-service age 59 ½ withdrawals and in-service rollover withdrawals.

The Retirement Plan Committee may permit an eligible employee, as defined in the Plan, to withdraw all or a portion of a participant's account balance upon the next valuation date upon hardship subject to certain provisions in the Plan. Hardships are defined in the Plan document as certain medical expenses, purchase of a primary residence, payment of certain tuition and education fees, and to prevent eviction from a participant's primary residence. Hardships also include certain payments for burial and funeral expenses and damages to a principal residence, as defined by the IRC. A participant receiving a hardship withdrawal may not make employee contributions to any plans maintained by the Company or any affiliate for a period of six months.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of Accounting**

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

**Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 2013.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

**Excess Contributions Payable**

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

**Subsequent Events**

The Plan's management has evaluated subsequent events through June 29, 2015, the date the financial statements were available to be issued, and no additional disclosures were required.

**3. FAIR VALUE MEASUREMENTS**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 are described as follows: Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or other inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. Level 3 inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

### 3. FAIR VALUE MEASUREMENTS - (continued)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

#### Level 1

The fair value of the WPP Stock Fund is based on quoted net asset values ("NAV") of the shares held by the Plan at year-end. The mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

#### Level 2

The Putnam Stable Value Fund (the "Fund") is a common collective trust that invests primarily in traditional, security-backed, and synthetic guaranteed investment contracts. The Fund may also invest in high-quality money market instruments or other short-term investments. The Fund is valued at the NAV as provided by the trustee, which is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the Fund less its liabilities. This practical expedient is not used when it is determined to be probable that the Fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchase and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013.

| Assets at Fair Value as of December 31, 2014 |                |               |         |                |
|----------------------------------------------|----------------|---------------|---------|----------------|
|                                              | Level 1        | Level 2       | Level 3 | Total          |
| Mutual funds:                                |                |               |         |                |
| Balanced funds                               | \$ 24,596,964  | \$ -          | \$ -    | \$ 24,596,964  |
| Bond fund                                    | 13,055,170     | -             | -       | 13,055,170     |
| Growth funds                                 | 63,413,693     | -             | -       | 63,413,693     |
| Index funds                                  | 21,818,575     | -             | -       | 21,818,575     |
| International funds                          | 20,906,510     | -             | -       | 20,906,510     |
| Target funds                                 | 69,712,593     | -             | -       | 69,712,593     |
| Cash                                         | 6,825          | -             | -       | 6,825          |
| Common collective trust                      | -              | 29,982,636    | -       | 29,982,636     |
| WPP Stock Fund                               | 8,671,926      | -             | -       | 8,671,926      |
| Total assets at fair value                   | \$ 222,182,256 | \$ 29,982,636 | \$ -    | \$ 252,164,892 |

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

### 3. FAIR VALUE MEASUREMENTS - (continued)

|                            | Assets at Fair Value as of December 31, 2013 |               |         |                |
|----------------------------|----------------------------------------------|---------------|---------|----------------|
|                            | Level 1                                      | Level 2       | Level 3 | Total          |
| Mutual funds:              |                                              |               |         |                |
| Balanced funds             | \$ 22,483,116                                | \$ -          | \$ -    | \$ 22,483,116  |
| Bond funds                 | 14,554,205                                   | -             | -       | 14,554,205     |
| Growth funds               | 64,474,356                                   | -             | -       | 64,474,356     |
| Index funds                | 18,756,579                                   | -             | -       | 18,756,579     |
| International funds        | 22,353,921                                   | -             | -       | 22,353,921     |
| Target funds               | 64,457,184                                   | -             | -       | 64,457,184     |
| Cash                       | 9,780                                        | -             | -       | 9,780          |
| Common collective trust    | -                                            | 32,542,155    | -       | 32,542,155     |
| WPP Stock Fund             | 10,338,323                                   | -             | -       | 10,338,323     |
| Total assets at fair value | \$ 217,427,464                               | \$ 32,542,155 | \$ -    | \$ 249,969,619 |

### 4. INVESTMENT IN COLLECTIVE TRUST

The Plan invests in the Putnam Stable Value Fund, which includes fully benefit-responsive investments stated at fair value. Contract value is equal to principal balance plus accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no unfunded commitments and the redemption frequency is daily. The redemption notice period of the Fund is twelve months, which provides for Plan redemptions at contract value, subject to the provisions of the Fund. The average yield and crediting interest rates for the Fund were 1.93% and 2.03%, respectively, for 2014, and 1.94% and 1.86%, respectively for 2013. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

## OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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#### 5. INVESTMENTS

The following presents Plan investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2014 and 2013:

| <u>Description of Investment</u>      | <u>2014</u>   | <u>2013</u>   |
|---------------------------------------|---------------|---------------|
| Mainstay Large Cap Growth Fund        | \$ 30,038,718 | \$ 28,631,186 |
| Putnam Stable Value Fund              | 29,982,636    | 32,542,155    |
| Vanguard Institutional Index Fund     | 19,254,827    | 17,316,334    |
| Royce Pennsylvania Mutual Fund        | 15,988,291    | 17,408,751    |
| T. Rowe Price Retirement 2040 Fund    | 13,283,672    | *             |
| Vanguard Total Bond Market Index Fund | 13,055,170    | *             |
| PIMCO Total Return Fund               | *             | 13,838,170    |
| Capital World Growth and Income Fund  | *             | 12,736,002    |

\* This investment did not represent 5% or more of the Plan's net assets available for benefits at December 31, 2014 or 2013.

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$2,036,898 as follows:

| <u>Investment Category</u>                    |                     |
|-----------------------------------------------|---------------------|
| Mutual funds                                  | \$ 2,973,733        |
| WPP Stock Fund                                | <u>(936,835)</u>    |
| Net appreciation in fair value of investments | <u>\$ 2,036,898</u> |

#### 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated December 9, 2009, that the Plan and related Trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

## OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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#### 7. PARTY-IN-INTEREST TRANSACTIONS

The Plan provides participants the option to invest in the WPP Stock Fund, a party-in-interest. At December 31, 2014 the Plan held 83,304 WPP plc ADSs in the WPP Stock Fund, valued at \$8,671,926, and at December 31, 2013 the Plan held 90,008 WPP Group plc ADSs in the WPP Stock Fund valued at \$10,338,323.

These transactions qualify as exempt party-in-interest transactions. There have been no known prohibited transactions with parties-in-interest.

#### 8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

#### 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

#### 10. NET ASSET TRANSFERS

During 2014, net assets of \$4,456,109, representing certain participant account balances, were transferred out of the Plan to the Savings & Investment Plan, a tax-qualified retirement plan sponsored by an affiliate of the Plan sponsor.

#### 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014, and 2013, to the IRS Form 5500:

|                                                            | <u>2014</u>           | <u>2013</u>           |
|------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per financial statements | \$ 254,752,713        | \$ 252,851,952        |
| Deemed loans                                               | <u>(184,737)</u>      | <u>(220,022)</u>      |
| Net assets available for benefits per IRS Form 5500        | <u>\$ 254,567,976</u> | <u>\$ 252,631,930</u> |

\*\*\*\*\*

Form 5500, Schedule H, Part IV, line 4i -  
Schedule of Assets (Held at End of Year)  
December 31, 2014

| (a) | (b) Identity of Issue, Borrower,<br>Lessor or Similar Party | (c) Description of Investment,<br>Including Maturity Date, Rate<br>of Interest, Collateral, Par<br>or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value      |
|-----|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|------------------------------|
|     | <b>Common Collective Trust:</b>                             |                                                                                                                      |             |                              |
|     | Putnam Stable Value Fund                                    | Common Collective Trust                                                                                              | **          | \$ 29,982,636                |
|     | <b>Mutual Funds:</b>                                        |                                                                                                                      |             |                              |
|     | Capital World Growth and Income Fund                        | Mutual Fund                                                                                                          | **          | 12,043,241                   |
|     | Fidelity Contra Fund                                        | Mutual Fund                                                                                                          | **          | 9,717,315                    |
|     | Harbor International Fund                                   | Mutual Fund                                                                                                          | **          | 7,578,447                    |
|     | JP Morgan Mid Cap Value Fund                                | Mutual Fund                                                                                                          | **          | 12,266,977                   |
|     | Mainstay Large Cap Growth Fund                              | Mutual Fund                                                                                                          | **          | 30,038,718                   |
|     | MFS Value Fund                                              | Mutual Fund                                                                                                          | **          | 12,329,987                   |
|     | Victory Munder Mid Cap Core Growth Fund                     | Mutual Fund                                                                                                          | **          | 7,669,369                    |
|     | Royce Pennsylvania Mutual Fund                              | Mutual Fund                                                                                                          | **          | 15,988,291                   |
|     | T. Rowe Price Retirement 2005 Fund                          | Mutual Fund                                                                                                          | **          | 771,305                      |
|     | T. Rowe Price Retirement 2010 Fund                          | Mutual Fund                                                                                                          | **          | 738,935                      |
|     | T. Rowe Price Retirement 2015 Fund                          | Mutual Fund                                                                                                          | **          | 3,238,998                    |
|     | T. Rowe Price Retirement 2020 Fund                          | Mutual Fund                                                                                                          | **          | 6,495,400                    |
|     | T. Rowe Price Retirement 2025 Fund                          | Mutual Fund                                                                                                          | **          | 7,878,297                    |
|     | T. Rowe Price Retirement 2030 Fund                          | Mutual Fund                                                                                                          | **          | 9,172,980                    |
|     | T. Rowe Price Retirement 2035 Fund                          | Mutual Fund                                                                                                          | **          | 11,043,837                   |
|     | T. Rowe Price Retirement 2040 Fund                          | Mutual Fund                                                                                                          | **          | 13,283,672                   |
|     | T. Rowe Price Retirement 2045 Fund                          | Mutual Fund                                                                                                          | **          | 8,373,699                    |
|     | T. Rowe Price Retirement 2050 Fund                          | Mutual Fund                                                                                                          | **          | 5,621,614                    |
|     | T. Rowe Price Retirement 2055 Fund                          | Mutual Fund                                                                                                          | **          | 2,259,563                    |
|     | T. Rowe Price Retirement Balanced Fund                      | Mutual Fund                                                                                                          | **          | 834,292                      |
|     | Vanguard Extended Market Index Fund                         | Mutual Fund                                                                                                          | **          | 2,563,748                    |
|     | Vanguard Institutional Index Fund                           | Mutual Fund                                                                                                          | **          | 19,254,827                   |
|     | Vanguard Total Bond Market Index Fund                       | Mutual Fund                                                                                                          | **          | 13,055,170                   |
|     | Vanguard Total Intl Stk Index Fund                          | Mutual Fund                                                                                                          | **          | 1,284,823                    |
|     | <b>Total mutual funds</b>                                   |                                                                                                                      |             | <u>213,503,505</u>           |
|     | <b>Cash</b>                                                 | Cash                                                                                                                 |             | <u>6,825</u>                 |
|     | <b>WPP Stock Fund:</b>                                      |                                                                                                                      |             |                              |
| *   | WPP plc                                                     | American Depositary Shares                                                                                           | **          | <u>8,671,926</u>             |
|     | <b>Total Investments</b>                                    |                                                                                                                      |             | <u>252,164,892</u>           |
|     | <b>Notes receivable from participants</b>                   | Interest rates from 3.50% - 9.25%<br>maturing through November 2029.                                                 |             | <u>2,613,223</u>             |
|     | <b>Total Assets Held at End of Year</b>                     |                                                                                                                      |             | <u><u>\$ 254,778,115</u></u> |

\* Permitted party-in-interest

\*\* Cost information is not required for participant-directed investments and, therefore, is not included above.

See accompanying Independent Auditor's Report.

Form 5500, Schedule H, Part IV, line 4a -  
Schedule of Delinquent Participant Contributions  
For the Year Ended December 31, 2014

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**Total that Constitutes Nonexempt Prohibited Transactions**

| Participant Contributions Transferred Late to Plan | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|----------------------------------------------------|-----------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Late Participant Loan Repayments are included      | \$ -                        | \$ 4,678,240                         | \$ -                                     | \$ -                                             |

The item listed above refers to certain participant contributions that were deposited to the Plan in a delayed manner, caused by an inadvertent administrative error. These contributions have been deposited to the Plan. The Company will make all necessary earnings adjustments to the affected participant accounts.

**See accompanying Independent Auditor's Report.**

Form 5500, Schedule H, Part IV, line 4a -  
Schedule of Delinquent Participant Contributions  
For the Year Ended December 31, 2014

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**Total that Constitutes Nonexempt Prohibited Transactions**

| Participant Contributions Transferred Late to Plan | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|----------------------------------------------------|-----------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Late Participant Loan Repayments are included      | \$ -                        | \$ 4,678,240                         | \$ -                                     | \$ -                                             |

The item listed above refers to certain participant contributions that were deposited to the Plan in a delayed manner, caused by an inadvertent administrative error. These contributions have been deposited to the Plan. The Company will make all necessary earnings adjustments to the affected participant accounts.

**See accompanying Independent Auditor's Report.**

**Ogilvy & Mather Savings and Investment Plan**

Financial Statements as of  
December 31, 2014 and 2013 and  
For the Year Ended December 31, 2014  
And Supplemental Schedules  
As of and For the Year Ended December 31, 2014  
Together with  
Independent Auditor's Report

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## INDEX TO FINANCIAL STATEMENTS

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*\*All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.*



## **INDEPENDENT AUDITOR'S REPORT**

### **To the Participants and Plan Administrator of the Ogilvy & Mather Savings and Investment Plan**

We have audited the accompanying statements of net assets available for benefits of the Ogilvy & Mather Savings and Investment Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.



## BENCIVENGA WARD & COMPANY CPAs, PC

*A Registered Professional Services Firm*

### Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of, Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) - December 31, 2014, and Form 5500, Schedule H, Part IV, line 4a - Schedule of Delinquent Participant Contributions For the Year Ended December 31, 2014, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*Bencivenga Ward & Company, CPAs, P.C.*

**BENCIVENGA WARD & COMPANY, CPA's, P.C.**

Valhalla, New York  
June 29, 2015

**OGILVY & MATHER SAVINGS AND INVESTMENT PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2014 AND 2013**

|                                                             | <u><b>2014</b></u>               | <u><b>2013</b></u>               |
|-------------------------------------------------------------|----------------------------------|----------------------------------|
| <b>ASSETS</b>                                               |                                  |                                  |
| Investments, at fair value                                  | <u>\$ 252,164,892</u>            | <u>\$ 249,969,619</u>            |
| Receivables:                                                |                                  |                                  |
| Employer contributions                                      | 20,298                           | -                                |
| Participant contributions                                   | 508,440                          | 554,960                          |
| Notes receivable from participants                          | <u>2,613,223</u>                 | <u>2,748,164</u>                 |
| Total receivables                                           | <u>3,141,961</u>                 | <u>3,303,124</u>                 |
| <br>Total assets                                            | <br><u>255,306,853</u>           | <br><u>253,272,743</u>           |
| <br><b>NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE</b> | <br>255,306,853                  | <br>253,272,743                  |
| Adjustment from fair value to contract value                |                                  |                                  |
| for fully benefit-responsive investment contracts           | <u>(554,140)</u>                 | <u>(420,791)</u>                 |
| <br><b>NET ASSETS AVAILABLE FOR BENEFITS</b>                | <br><u><u>\$ 254,752,713</u></u> | <br><u><u>\$ 252,851,952</u></u> |

See accompanying notes to the financial statements.

**OGILVY & MATHER SAVINGS AND INVESTMENT PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2014**

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**ADDITIONS:**

Net Investment Income:

|                                               |                   |
|-----------------------------------------------|-------------------|
| Net appreciation in fair value of investments | \$ 2,036,898      |
| Interest and dividend income                  | <u>12,101,045</u> |
| Net investment income                         | <u>14,137,943</u> |

|                                                       |                |
|-------------------------------------------------------|----------------|
| Interest income on notes receivable from participants | <u>101,510</u> |
|-------------------------------------------------------|----------------|

Contributions:

|                           |                   |
|---------------------------|-------------------|
| Employer contributions    | 62,556            |
| Participant contributions | 16,504,244        |
| Rollover contributions    | <u>898,654</u>    |
| Total contributions       | <u>17,465,454</u> |
| Total additions           | <u>31,704,907</u> |

**DEDUCTIONS:**

|                               |                   |
|-------------------------------|-------------------|
| Benefits paid to participants | 25,229,088        |
| Net asset transfers out       | 4,456,109         |
| Administrative expenses       | <u>118,949</u>    |
| Total deductions              | <u>29,804,146</u> |

|                               |           |
|-------------------------------|-----------|
| <b>INCREASE IN NET ASSETS</b> | 1,900,761 |
|-------------------------------|-----------|

**NET ASSETS AVAILABLE FOR BENEFITS:**

|                   |                       |
|-------------------|-----------------------|
| Beginning of year | <u>252,851,952</u>    |
| End of year       | <u>\$ 254,752,713</u> |

See accompanying notes to the financial statements.

## **1. DESCRIPTION OF THE PLAN**

The following description of the Ogilvy & Mather Savings and Investment Plan (the “Plan”), as amended and restated effective January 1, 2011, is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. Effective July 1, 2014, the Plan name was changed from the Ogilvy & Mather Profit Sharing Retirement and 401(k) Plan to the Ogilvy & Mather Savings and Investment Plan.

### **General**

The Plan is a defined contribution plan sponsored by The Ogilvy Group, LLC (the “Company”), a wholly-owned subsidiary of WPP plc. The Plan covers all full-time, part-time and eligible temporary employees of The Ogilvy Group, LLC, A. Eicoff & Company, Inc., Ogilvy Public Relations Worldwide Inc., Soho Square Public Relations, Inc., Feinstein Kean Healthcare, Soho Square, Inc., Ogilvy Action, LLC, and Effective UI, Inc. (collectively the “Companies”).

Mercer HR Services, LLC, is the Recordkeeper and Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan is administered by the Retirement Plan Committee, which was established by the Board of Directors of the Company to serve in such capacity.

### **Contributions/Eligibility**

#### **Deferred Contributions**

Participants may elect to make 401(k) contributions in an amount from 1% to 50% of their eligible compensation in any calendar year. These contributions constitute salary reductions and are subject to tax deferral under the Internal Revenue Code (“IRC”). In addition, participants may make Roth elective deferrals to their account. Participants direct the investment of their contributions into various investment options offered by the Plan.

Eligible employees hired on or after April 1, 2013 are automatically enrolled in the Plan at a deferral rate of 4% of their eligible compensation, unless the employee elects prior to his or her date of Plan participation either not to defer compensation or to defer a larger or smaller percentage of compensation. Such election must be made in writing or via telephone or internet access to the Company’s Benefits Department. An employee who is automatically enrolled in the Plan on or after July 1, 2014, and who has not opted out of contributing by their one year anniversary of their auto-enrollment date, will have his or her salary reduction contribution percentage escalated once, by 1%.

For Plan years 2014 and 2013, eligible compensation is limited to \$260,000 and \$255,000, respectively. The maximum 401(k) contribution as established by the Internal Revenue Service (“IRS”) for the year ended December 31, 2014 was \$17,500.

#### **Catch-up Contributions**

In addition, participants who have attained the age of 50 before the close of the Plan year, may make catch-up contributions in accordance with the IRC. The maximum amount of catch-up contributions for the year ended December 31, 2014 was \$5,500.

**1. DESCRIPTION OF THE PLAN - (continued)**

All employees are eligible to participate in the Plan, except employees who are: (a) covered by collective bargaining agreements, unless otherwise stipulated in such collective bargaining agreements, (b) non-resident aliens, (c) leased employees or independent contractors and, (d) experiential field employees. Effective July 1, 2014, employees who are determined to be temporary, part-time or contingent employees are eligible to participate on the first day of the month coinciding with, or next following, the completion of one year of service, as defined in the Plan. All other employees are eligible to participate on the first day of the month coinciding with, or next, following the ninety day anniversary of the employee's employment commencement date, as defined.

**Employer Contributions**

Effective July 1, 2014, eligible employees of the Companies (other than Effective UI, Inc.) who are hired on or after July 1, 2014, or employees who are rehired or transferred to a company on or after July 1, 2014 and who are not eligible to accrue a benefit under the Ogilvy & Mather Account Balance Defined Benefit Pension Plan, are entitled to an employer matching contribution and an annual true-up matching contribution. This matching contribution is equal to the first 5% of the participant's compensation that is deferred into the Plan for each payroll period. The annual true-up employer matching contribution will be credited to those participants who did not receive an employer matching contribution in the amount of 100% of the first 5% of compensation contributed during the Plan year. Catch-up contributions are not eligible for matching contributions. Employer contributions to the Plan for those eligible employees hired prior to July 1, 2014 are made at the discretion of the management of the Companies.

**Participant Accounts**

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the allocation of employer contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investments**

Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan offers a number of mutual funds, a collective trust fund and the WPP Stock Fund, which invests in American Depositary Shares of WPP plc ("WPP plc ADSs").

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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### 1. DESCRIPTION OF THE PLAN - (continued)

#### **Vesting**

Prior to July 1, 2014, all participants, other than those transferred from the OPR 401(k) Plan ("OPR Participants"), are fully vested in their accounts at all times. Elective employee 401(k) contributions and earnings thereon are always fully vested. Participants are also fully vested in their Roth elective deferrals.

OPR Participants, whose accounts include prior employer contributions that were transferred into the Plan, vest in those contributions as follows:

| <b>Years of Vesting Service</b>              | <b>Vested Percentage</b> |
|----------------------------------------------|--------------------------|
| 1 but less than 2                            | 0                        |
| 2 but less than 3                            | 20%                      |
| 3 but less than 4                            | 40%                      |
| 4 but less than 5                            | 60%                      |
| 5 or more                                    | 100%                     |
| On or after 65th birthday, disabled or death | 100%                     |

Participants hired after July 1, 2014 are vested in their employer matching contributions subject to a 3 year cliff vesting schedule.

#### **Forfeited Accounts**

At December 31, 2014 and 2013, forfeited non-vested accounts totaled \$169,300 and \$191,075, respectively. These amounts will be used to reduce future employer contributions or pay administrative expenses under the Plan. During 2014, no forfeiture amounts were used for these purposes.

#### **Notes Receivable from Participants**

Eligible employees can request a Plan loan. Only two personal loans and one residential loan can be outstanding at any time. Participants may borrow from their account amounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less, but not less than \$1,000. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined quarterly by the Retirement Plan Committee. Loan repayment terms are generally five and fifteen years for personal and residential loans, respectively. Principal and interest are paid ratably through payroll deductions.

Upon termination of employment, a participant can: (a) pay-off the entire outstanding loan balance, (b) transfer the loan to a successor employer qualified retirement plan as part of an eligible rollover distribution, or (c) elect to continue repayment in a form or manner determined by the Retirement Plan Committee, subject to the provisions of the Plan. An eligible employee, who takes an approved unpaid leave of absence, as defined in the Plan, may discontinue payments on the loan for a period of absence up to 12 months. Upon a return to employment, the eligible employee must repay the missed payments within the original loan term. At December 31, 2014, interest rates ranged from 3.50% to 9.25% for outstanding loans.

**1. DESCRIPTION OF THE PLAN - (continued)****Payment of Benefits**

Plan participants or beneficiaries, including domestic partners, are eligible to receive a benefit payment equal to their vested account balance upon termination of employment, retirement, or death, as stipulated in the Plan document. Benefits are paid in a single lump-sum payment, subject to certain restrictions as defined in the Plan. All distributions under the Plan are made in cash, except to the extent that the participant has an investment in the WPP Stock Fund and elects to have such portion of the participant's account distributed in WPP plc ADSs held in the WPP Stock Fund. The Plan was amended in 2004 to allow for in-service age 59 ½ withdrawals and in-service rollover withdrawals.

The Retirement Plan Committee may permit an eligible employee, as defined in the Plan, to withdraw all or a portion of a participant's account balance upon the next valuation date upon hardship subject to certain provisions in the Plan. Hardships are defined in the Plan document as certain medical expenses, purchase of a primary residence, payment of certain tuition and education fees, and to prevent eviction from a participant's primary residence. Hardships also include certain payments for burial and funeral expenses and damages to a principal residence, as defined by the IRC. A participant receiving a hardship withdrawal may not make employee contributions to any plans maintained by the Company or any affiliate for a period of six months.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of Accounting**

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

**Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 2013.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

**Excess Contributions Payable**

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/depreciation of fair value of investments.

**Subsequent Events**

The Plan's management has evaluated subsequent events through June 29, 2015, the date the financial statements were available to be issued, and no additional disclosures were required.

**3. FAIR VALUE MEASUREMENTS**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 are described as follows: Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or other inputs that are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. Level 3 inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

### 3. FAIR VALUE MEASUREMENTS - (continued)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

#### Level 1

The fair value of the WPP Stock Fund is based on quoted net asset values ("NAV") of the shares held by the Plan at year-end. The mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

#### Level 2

The Putnam Stable Value Fund (the "Fund") is a common collective trust that invests primarily in traditional, security-backed, and synthetic guaranteed investment contracts. The Fund may also invest in high-quality money market instruments or other short-term investments. The Fund is valued at the NAV as provided by the trustee, which is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the Fund less its liabilities. This practical expedient is not used when it is determined to be probable that the Fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchase and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013.

| Assets at Fair Value as of December 31, 2014 |                |               |         |                |
|----------------------------------------------|----------------|---------------|---------|----------------|
|                                              | Level 1        | Level 2       | Level 3 | Total          |
| Mutual funds:                                |                |               |         |                |
| Balanced funds                               | \$ 24,596,964  | \$ -          | \$ -    | \$ 24,596,964  |
| Bond fund                                    | 13,055,170     | -             | -       | 13,055,170     |
| Growth funds                                 | 63,413,693     | -             | -       | 63,413,693     |
| Index funds                                  | 21,818,575     | -             | -       | 21,818,575     |
| International funds                          | 20,906,510     | -             | -       | 20,906,510     |
| Target funds                                 | 69,712,593     | -             | -       | 69,712,593     |
| Cash                                         | 6,825          | -             | -       | 6,825          |
| Common collective trust                      | -              | 29,982,636    | -       | 29,982,636     |
| WPP Stock Fund                               | 8,671,926      | -             | -       | 8,671,926      |
| Total assets at fair value                   | \$ 222,182,256 | \$ 29,982,636 | \$ -    | \$ 252,164,892 |

# OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

### 3. FAIR VALUE MEASUREMENTS - (continued)

|                            | Assets at Fair Value as of December 31, 2013 |               |         |                |
|----------------------------|----------------------------------------------|---------------|---------|----------------|
|                            | Level 1                                      | Level 2       | Level 3 | Total          |
| Mutual funds:              |                                              |               |         |                |
| Balanced funds             | \$ 22,483,116                                | \$ -          | \$ -    | \$ 22,483,116  |
| Bond funds                 | 14,554,205                                   | -             | -       | 14,554,205     |
| Growth funds               | 64,474,356                                   | -             | -       | 64,474,356     |
| Index funds                | 18,756,579                                   | -             | -       | 18,756,579     |
| International funds        | 22,353,921                                   | -             | -       | 22,353,921     |
| Target funds               | 64,457,184                                   | -             | -       | 64,457,184     |
| Cash                       | 9,780                                        | -             | -       | 9,780          |
| Common collective trust    | -                                            | 32,542,155    | -       | 32,542,155     |
| WPP Stock Fund             | 10,338,323                                   | -             | -       | 10,338,323     |
| Total assets at fair value | \$ 217,427,464                               | \$ 32,542,155 | \$ -    | \$ 249,969,619 |

### 4. INVESTMENT IN COLLECTIVE TRUST

The Plan invests in the Putnam Stable Value Fund, which includes fully benefit-responsive investments stated at fair value. Contract value is equal to principal balance plus accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no unfunded commitments and the redemption frequency is daily. The redemption notice period of the Fund is twelve months, which provides for Plan redemptions at contract value, subject to the provisions of the Fund. The average yield and crediting interest rates for the Fund were 1.93% and 2.03%, respectively, for 2014, and 1.94% and 1.86%, respectively for 2013. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

## OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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#### 5. INVESTMENTS

The following presents Plan investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2014 and 2013:

| <u>Description of Investment</u>      | <u>2014</u>   | <u>2013</u>   |
|---------------------------------------|---------------|---------------|
| Mainstay Large Cap Growth Fund        | \$ 30,038,718 | \$ 28,631,186 |
| Putnam Stable Value Fund              | 29,982,636    | 32,542,155    |
| Vanguard Institutional Index Fund     | 19,254,827    | 17,316,334    |
| Royce Pennsylvania Mutual Fund        | 15,988,291    | 17,408,751    |
| T. Rowe Price Retirement 2040 Fund    | 13,283,672    | *             |
| Vanguard Total Bond Market Index Fund | 13,055,170    | *             |
| PIMCO Total Return Fund               | *             | 13,838,170    |
| Capital World Growth and Income Fund  | *             | 12,736,002    |

\* This investment did not represent 5% or more of the Plan's net assets available for benefits at December 31, 2014 or 2013.

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$2,036,898 as follows:

| <u>Investment Category</u>                    |                     |
|-----------------------------------------------|---------------------|
| Mutual funds                                  | \$ 2,973,733        |
| WPP Stock Fund                                | <u>(936,835)</u>    |
| Net appreciation in fair value of investments | <u>\$ 2,036,898</u> |

#### 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated December 9, 2009, that the Plan and related Trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

## OGILVY & MATHER SAVINGS AND INVESTMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

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#### 7. PARTY-IN-INTEREST TRANSACTIONS

The Plan provides participants the option to invest in the WPP Stock Fund, a party-in-interest. At December 31, 2014 the Plan held 83,304 WPP plc ADSs in the WPP Stock Fund, valued at \$8,671,926, and at December 31, 2013 the Plan held 90,008 WPP Group plc ADSs in the WPP Stock Fund valued at \$10,338,323.

These transactions qualify as exempt party-in-interest transactions. There have been no known prohibited transactions with parties-in-interest.

#### 8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

#### 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

#### 10. NET ASSET TRANSFERS

During 2014, net assets of \$4,456,109, representing certain participant account balances, were transferred out of the Plan to the Savings & Investment Plan, a tax-qualified retirement plan sponsored by an affiliate of the Plan sponsor.

#### 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014, and 2013, to the IRS Form 5500:

|                                                            | <u>2014</u>           | <u>2013</u>           |
|------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per financial statements | \$ 254,752,713        | \$ 252,851,952        |
| Deemed loans                                               | <u>(184,737)</u>      | <u>(220,022)</u>      |
| Net assets available for benefits per IRS Form 5500        | <u>\$ 254,567,976</u> | <u>\$ 252,631,930</u> |

\*\*\*\*\*

Form 5500, Schedule H, Part IV, line 4i -  
Schedule of Assets (Held at End of Year)  
December 31, 2014

| (a) | (b) Identity of Issue, Borrower,<br>Lessor or Similar Party | (c) Description of Investment,<br>Including Maturity Date, Rate<br>of Interest, Collateral, Par<br>or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value      |
|-----|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|------------------------------|
|     | <b>Common Collective Trust:</b>                             |                                                                                                                      |             |                              |
|     | Putnam Stable Value Fund                                    | Common Collective Trust                                                                                              | **          | \$ 29,982,636                |
|     | <b>Mutual Funds:</b>                                        |                                                                                                                      |             |                              |
|     | Capital World Growth and Income Fund                        | Mutual Fund                                                                                                          | **          | 12,043,241                   |
|     | Fidelity Contra Fund                                        | Mutual Fund                                                                                                          | **          | 9,717,315                    |
|     | Harbor International Fund                                   | Mutual Fund                                                                                                          | **          | 7,578,447                    |
|     | JP Morgan Mid Cap Value Fund                                | Mutual Fund                                                                                                          | **          | 12,266,977                   |
|     | Mainstay Large Cap Growth Fund                              | Mutual Fund                                                                                                          | **          | 30,038,718                   |
|     | MFS Value Fund                                              | Mutual Fund                                                                                                          | **          | 12,329,987                   |
|     | Victory Munder Mid Cap Core Growth Fund                     | Mutual Fund                                                                                                          | **          | 7,669,369                    |
|     | Royce Pennsylvania Mutual Fund                              | Mutual Fund                                                                                                          | **          | 15,988,291                   |
|     | T. Rowe Price Retirement 2005 Fund                          | Mutual Fund                                                                                                          | **          | 771,305                      |
|     | T. Rowe Price Retirement 2010 Fund                          | Mutual Fund                                                                                                          | **          | 738,935                      |
|     | T. Rowe Price Retirement 2015 Fund                          | Mutual Fund                                                                                                          | **          | 3,238,998                    |
|     | T. Rowe Price Retirement 2020 Fund                          | Mutual Fund                                                                                                          | **          | 6,495,400                    |
|     | T. Rowe Price Retirement 2025 Fund                          | Mutual Fund                                                                                                          | **          | 7,878,297                    |
|     | T. Rowe Price Retirement 2030 Fund                          | Mutual Fund                                                                                                          | **          | 9,172,980                    |
|     | T. Rowe Price Retirement 2035 Fund                          | Mutual Fund                                                                                                          | **          | 11,043,837                   |
|     | T. Rowe Price Retirement 2040 Fund                          | Mutual Fund                                                                                                          | **          | 13,283,672                   |
|     | T. Rowe Price Retirement 2045 Fund                          | Mutual Fund                                                                                                          | **          | 8,373,699                    |
|     | T. Rowe Price Retirement 2050 Fund                          | Mutual Fund                                                                                                          | **          | 5,621,614                    |
|     | T. Rowe Price Retirement 2055 Fund                          | Mutual Fund                                                                                                          | **          | 2,259,563                    |
|     | T. Rowe Price Retirement Balanced Fund                      | Mutual Fund                                                                                                          | **          | 834,292                      |
|     | Vanguard Extended Market Index Fund                         | Mutual Fund                                                                                                          | **          | 2,563,748                    |
|     | Vanguard Institutional Index Fund                           | Mutual Fund                                                                                                          | **          | 19,254,827                   |
|     | Vanguard Total Bond Market Index Fund                       | Mutual Fund                                                                                                          | **          | 13,055,170                   |
|     | Vanguard Total Intl Stk Index Fund                          | Mutual Fund                                                                                                          | **          | 1,284,823                    |
|     | <b>Total mutual funds</b>                                   |                                                                                                                      |             | <u>213,503,505</u>           |
|     | <b>Cash</b>                                                 | Cash                                                                                                                 |             | <u>6,825</u>                 |
|     | <b>WPP Stock Fund:</b>                                      |                                                                                                                      |             |                              |
| *   | WPP plc                                                     | American Depositary Shares                                                                                           | **          | <u>8,671,926</u>             |
|     | <b>Total Investments</b>                                    |                                                                                                                      |             | <u>252,164,892</u>           |
|     | <b>Notes receivable from participants</b>                   | Interest rates from 3.50% - 9.25%<br>maturing through November 2029.                                                 |             | <u>2,613,223</u>             |
|     | <b>Total Assets Held at End of Year</b>                     |                                                                                                                      |             | <u><u>\$ 254,778,115</u></u> |

\* Permitted party-in-interest

\*\* Cost information is not required for participant-directed investments and, therefore, is not included above.

See accompanying Independent Auditor's Report.

Form 5500, Schedule H, Part IV, line 4a -  
Schedule of Delinquent Participant Contributions  
For the Year Ended December 31, 2014

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**Total that Constitutes Nonexempt Prohibited Transactions**

| Participant Contributions Transferred Late to Plan | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|----------------------------------------------------|-----------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Late Participant Loan Repayments are included      | \$ -                        | \$ 4,678,240                         | \$ -                                     | \$ -                                             |

The item listed above refers to certain participant contributions that were deposited to the Plan in a delayed manner, caused by an inadvertent administrative error. These contributions have been deposited to the Plan. The Company will make all necessary earnings adjustments to the affected participant accounts.

**See accompanying Independent Auditor's Report.**

Form 5500, Schedule H, Part IV, line 4i -  
Schedule of Assets (Held at End of Year)  
December 31, 2014

| (a) | (b) Identity of Issue, Borrower,<br>Lessor or Similar Party | (c) Description of Investment,<br>Including Maturity Date, Rate<br>of Interest, Collateral, Par<br>or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value      |
|-----|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|------------------------------|
|     | <b>Common Collective Trust:</b>                             |                                                                                                                      |             |                              |
|     | Putnam Stable Value Fund                                    | Common Collective Trust                                                                                              | **          | \$ 29,982,636                |
|     | <b>Mutual Funds:</b>                                        |                                                                                                                      |             |                              |
|     | Capital World Growth and Income Fund                        | Mutual Fund                                                                                                          | **          | 12,043,241                   |
|     | Fidelity Contra Fund                                        | Mutual Fund                                                                                                          | **          | 9,717,315                    |
|     | Harbor International Fund                                   | Mutual Fund                                                                                                          | **          | 7,578,447                    |
|     | JP Morgan Mid Cap Value Fund                                | Mutual Fund                                                                                                          | **          | 12,266,977                   |
|     | Mainstay Large Cap Growth Fund                              | Mutual Fund                                                                                                          | **          | 30,038,718                   |
|     | MFS Value Fund                                              | Mutual Fund                                                                                                          | **          | 12,329,987                   |
|     | Victory Munder Mid Cap Core Growth Fund                     | Mutual Fund                                                                                                          | **          | 7,669,369                    |
|     | Royce Pennsylvania Mutual Fund                              | Mutual Fund                                                                                                          | **          | 15,988,291                   |
|     | T. Rowe Price Retirement 2005 Fund                          | Mutual Fund                                                                                                          | **          | 771,305                      |
|     | T. Rowe Price Retirement 2010 Fund                          | Mutual Fund                                                                                                          | **          | 738,935                      |
|     | T. Rowe Price Retirement 2015 Fund                          | Mutual Fund                                                                                                          | **          | 3,238,998                    |
|     | T. Rowe Price Retirement 2020 Fund                          | Mutual Fund                                                                                                          | **          | 6,495,400                    |
|     | T. Rowe Price Retirement 2025 Fund                          | Mutual Fund                                                                                                          | **          | 7,878,297                    |
|     | T. Rowe Price Retirement 2030 Fund                          | Mutual Fund                                                                                                          | **          | 9,172,980                    |
|     | T. Rowe Price Retirement 2035 Fund                          | Mutual Fund                                                                                                          | **          | 11,043,837                   |
|     | T. Rowe Price Retirement 2040 Fund                          | Mutual Fund                                                                                                          | **          | 13,283,672                   |
|     | T. Rowe Price Retirement 2045 Fund                          | Mutual Fund                                                                                                          | **          | 8,373,699                    |
|     | T. Rowe Price Retirement 2050 Fund                          | Mutual Fund                                                                                                          | **          | 5,621,614                    |
|     | T. Rowe Price Retirement 2055 Fund                          | Mutual Fund                                                                                                          | **          | 2,259,563                    |
|     | T. Rowe Price Retirement Balanced Fund                      | Mutual Fund                                                                                                          | **          | 834,292                      |
|     | Vanguard Extended Market Index Fund                         | Mutual Fund                                                                                                          | **          | 2,563,748                    |
|     | Vanguard Institutional Index Fund                           | Mutual Fund                                                                                                          | **          | 19,254,827                   |
|     | Vanguard Total Bond Market Index Fund                       | Mutual Fund                                                                                                          | **          | 13,055,170                   |
|     | Vanguard Total Intl Stk Index Fund                          | Mutual Fund                                                                                                          | **          | 1,284,823                    |
|     | <b>Total mutual funds</b>                                   |                                                                                                                      |             | <u>213,503,505</u>           |
|     | <b>Cash</b>                                                 | Cash                                                                                                                 |             | <u>6,825</u>                 |
|     | <b>WPP Stock Fund:</b>                                      |                                                                                                                      |             |                              |
| *   | WPP plc                                                     | American Depositary Shares                                                                                           | **          | <u>8,671,926</u>             |
|     | <b>Total Investments</b>                                    |                                                                                                                      |             | <u>252,164,892</u>           |
|     | <b>Notes receivable from participants</b>                   | Interest rates from 3.50% - 9.25%<br>maturing through November 2029.                                                 |             | <u>2,613,223</u>             |
|     | <b>Total Assets Held at End of Year</b>                     |                                                                                                                      |             | <u><u>\$ 254,778,115</u></u> |

\* Permitted party-in-interest

\*\* Cost information is not required for participant-directed investments and, therefore, is not included above.

See accompanying Independent Auditor's Report.