

Pivotal Research Group

WPP.L: What Happens Next

April 20, 2018

BOTTOM LINE: One of the most common topics to emerge over the past week in relation to the transition underway at WPP is the prospect of a break-up of the company or a major divestiture program. For the most part, we don't think this speculation makes much sense, and if anything WPP probably emerges from this process as a net buyer rather than a net seller. We continue to value the company at 1330p on a YE2018 basis and rate the stock Buy.

When we pause to assess what will happen next to WPP, for starters, we are guessing that members of the Board understands the industry well enough to know that the broadly-defined marketing industry is not experiencing a secular decline at this time, that WPP is only slightly under-performing other traditional agency holding companies, and that WPP should be seen as a going concern. This means that the Board is likely to focus on growth and expansion opportunities within the company's industry when it appoints a new CEO. Reinforcing this view, we can imagine that the business units which are most desirable to acquirers (relatively separable and with high growth potential) are the least desirable ones to sell, especially competitors. Further, a broad sales process could bring a chill to business activity across the network, as clients begin to question where their business will be housed in the new future, and as prospective employees avoid the holding company.

Size is not by itself necessarily a problem. For anyone other than Martin Sorrell, WPP may be too big a confederation of businesses to be micro-managed the way it was in the past. However, it is not necessarily too big a company to be managed if organized and managed differently. This could mean fewer direct reports and less direct involvement in different parts of the business by the company's executive team. While less co-ordination across the company may result, individual business unit leaders who undergo less ongoing scrutiny from the center may become less constrained and less risk averse, freer to find the new revenue streams the company expects it will need to support future growth. Key to this occurring is the degree to which different WPP business units have capable executives running them (we think they do, by and large).

With regard to timing, we think it is unlikely that any major change occurs in the company's asset base until a new CEO is appointed. Our guess is that the Board recognizes an external search for a new CEO adds cultural risks and potentially takes a significant amount of time before a new individual could be installed and brings their own team in. This suggests that the next CEO may more likely be an insider, or alternately an outsider available to start quickly who gets paired with a strong internal #2 executive

Once an individual is in place at the top, we would expect a review of the company's business to occur and a process that leads to an articulation of the company's strategic direction and the ways in which WPP will pursue growth within the marketing industry. That direction could include or exclude some major business units or other assets, but could also identify areas which warrant significant ongoing investment. It's not unreasonable to think that Kantar might be sold in part or in whole (either to private equity, or possible to another market research company who it does not compete with) because Kantar is relatively separable and because investors have never been fond of it. Of course, it's also possible that new ideas arise around how to realize synergies between the research division and other parts of WPP. We think it is more realistic to assume that various assets within the company's venture portfolio which do not provide tangible business benefits for the rest of the company could be divested. At the same time, WPP will want to demonstrate its commitment to growth, and so we would not be surprised to see enhanced M&A activity, especially in faster-growing areas of the broadly-defined industry, such as marketing technology and related services.

We maintain our 1330p YE2018 price target on WPP stock as well as our Buy rating.

VALUATION. We value WPP's business with a DCF framework, incorporating a 7.4% near-term discount rate, a 12.8% long-term discount rate and a 6% long-term growth rate.

RISKS. Agency risks relate to blowback from the transparency issue, squeezing fees from clients, competition from adjacent industries, reduced competition between marketers and demand for advertising services.

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WPP (WPPGY/WPP.L)

RATING: BUY (Previous: BUY)

Target Price: 1330p

(Previous: 1330p)

Price (4/19/18): 1156p

MARKET DATA

52 Wk Hi - Low 1074 - 1762

Market Cap. (MM) £14,636

Avg. Daily Vol (000) 7,358 (WPP.L)

EPS	<u>2017</u>	<u>Prior</u>	<u>2018</u>	<u>P</u>
1H	0.476		0.441	
2H	0.727		0.783	
FY	1.204		1.222	

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	<u>Net</u> Sales	2017	<u>Prior</u>	2018	<u>Prior</u>
	1H	£6362		£6108	
:	2H	£6778		£6892	
-	FY	£13140		£15102	

Sales in Millions of Pounds

BALANCE SHEET DATA (12/31/17)

Cash (\$) \$2391 Debt (\$) \$6250

Source: Pivotal Research Group

Risks

Investors will need to consider the following among company and industry risks for agency holding companies:

TRANSPARENCY BLOWBACK. Marketers are beginning to learn about practices associated with agency fee transparency. To the extent undisclosed or under-appreciated forms of compensation have unduly become a factor for an agency or the industry and are later discovered, marketer-clients may try to limit similar arrangements in the future, reducing long-term growth.

FAILURE TO MEET REVENUE OR MARGIN EXPECTATIONS. Client losses or the failure to improve operations could lead to shortfalls of revenue or margin expectations.

SQUEEZING FEES. Marketers are typically squeezing their agencies for operational efficiencies on an ongoing basis. Agencies have historically proven resilient in finding cost saving opportunities to perform like-for-like services. However at some point such efforts may no longer yield incremental benefits, and as long as agencies operate in a competitive manner they will suffer. In a similar light, high margin services offered today are typically likely to become standard-margin services in the future, as the more a service becomes standardized, the more that marketers' procurement teams seek to standardize processes and drive agency margin out of the activity.

COMPETITION FROM ADJACENT INDUSTRIES. We remain skeptical that today's digital media companies such as Google or Microsoft will ever actively compete with agencies. This should hold not least because digital media companies will want to retain their margins (significantly higher than those for agency services) but also because clients generally want some perceived independence from advisors making marketing budget recommendations.

However, agencies *are* increasingly placed up against today's IT services firm in providing some services today. This type competition is more likely to increase in the future, although not across all marketing-related disciplines. Companies such as Accenture and IBM are increasingly positioning parts of their businesses adjacent to agencies as they seek to build platforms which can manage the execution of media campaigns, monitor the impact of those campaigns and integrate those efforts with an array of marketing data within a company's ERP (enterprise resource planning) system.

REDUCED COMPETITION BETWEEN MARKETERS. We have previously identified that advertising spending – and marketing in general – is primarily driven by the competitive intensity that is present within a given category. To the extent that industries evolve to feature reduced levels of competitive intensity, marketing services would generally suffer.

WPP Discounted Cashflow Model

1,338.2 480.0 0.0 (650.0) 0.0 (500.0)	1,441.2 497.5 0.0 (860.0) 0.0	1,532.2 515.0 0.0 (930.0)	1,627.9 532.5 0.0	1,764.2 550.0 0.0
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	268.1 (60.3) 22.5% 1,639.7 4,564.3 16,199.2 20,763.4 1,596.7 1,000.0 23,360.1 (7,525.5) 15,834.6 1,253.5 1,330.0 1,156.0 15%	268.1 275.0 (60.3) (61.9) 22.5% 22.5% 22.5% 1,639.7 1,291.8 1,203.3 4,564.3 16,199.2 20,763.4 1,596.7 1,000.0 23,360.1 (7,525.5) 15,834.6 1,253.5 1,330.0 1,156.0 15% 1.41 93.00 81.41 14%	268.1 275.0 281.9 (60.3) (61.9) (67.6) 22.5% 22.5% 24.0% 1,639.7 1,291.8 1,331.4 1,203.3 1,155.2 4,564.3 16,199.2 20,763.4 1,596.7 1,000.0 23,360.1 (7,525.5) 15,834.6 1,253.5 1,330.0 1,156.0 15% 1.41 93.00 81.41 14%	268.1 275.0 281.9 288.7 (60.3) (61.9) (67.6) (72.2) 22.5% 22.5% 24.0% 25.0% 1,639.7 1,291.8 1,331.4 1,362.0 1,203.3 1,155.2 1,100.8 4,564.3 16,199.2 20,763.4 1,596.7 1,000.0 23,360.1 (7,525.5) 15,834.6 1,253.5 1,330.0 1,156.0 15% 1.41 93.00 81.41 14%

Source: Pivotal Research, Company Reports

WPP: Income Statement

INCOME STATEMENT	1H10A	2H10A	FY10A	1H11A	2H11A	FY11A	1H12A	2H12A	FY12A	1H13A	2H13A	FY13A	WPP INCOME S 1H14A	TATEMENT (A	All Figures In	mm of £ Except P 1H15A	er Share Tota 2H15A	ls) FY15A	1Η16Δ	2H16A	FΥ16Δ	1H17A	2H17A	FY17A	1H18F	2H18E	FY18E	1H19E	2H19E	FHARE	FY20E	FY21E	FY22E
Gross Revenue - YOY Growth Direct Costs	4,440.9 3.5% (361.0)	4,890.1 11.2% (409.5)	9,331.0 7.4% (770.5)	4,713.0 6.1% (360.2)	5,308.8 8.6% (423.1)	10,021.8 7.4% (783.3)	4,971.6 5.5% (403.8)	5,401.5 1.7% (454.5)	10,373.1 3.5% (858.3)	5,326.7 7.1% (442.4)	5,692.7 5.4% (500.9)	11,019.4 6.2% (943.3)	5,468.7 2.7% (677.0)	6,060.2 6.5% (787.1)	11,528.9 2.9% (1.464.1)	5,839.4 6.8% (798.7)	6,395.8 5.5% (912.2)	12,235.2 6.1% (1,710.9)	6,536.5 11.9% (942.7)	7,852.4 22.8% (1.048.4)	14,388.9 17.6% (1.991.1)	7,403.6 13.3% (1,041.7)	7,861.4 0.1% (1,083.3)	15,265.0 6.1% (2.125.0)	7,107.5 -4.0% (1,000.0)	7,993.3 1.7% (1.101.5)	15,101.5 -1.1% (2.102.2)	7,539.5 6.1% (1,080.8)	8,472.8 6.0% (1.167.6)	FY19E 15,863.2 5.0% (2.208.3)	16,685.6 5.2% (2.322.8)	17,558.3 5.2% (2.444.2)	18,482.9 5.3% (2,573.0)
Net Sales - YOY Growth - Net Sales Margin Operating Costs	4,079.9 3.2% 91.9% (3.739.7)	4,480.6 11.3% 91.6%	8,560.5 7.3% 91.7%	4,352.8 6.7% 92.4%	4,885.7 9.0% 92.0%	9,238.5 7.9% 92.2%	4,567.8 4.9% 91.9% (4.112.4)	4,947.0 1.3% 91.6% (4.161.3)	9,514.8 3.0% 91.7%	4,884.3 6.9% 91.7% (4.370.5)	5,191.8 4.9% 91.2%	10,076.1 5.9% 91.4%	4,791.7 -1.9% 87.6%	5,273.1 1.6% 87.0%	10,064.8 -0.1% 87.3%	5,040.7 5.2% 86.3% (4.251.8)	5,483.6 4.0% 85.7% (4,640.5)	10,524.3 4.8% 86.0%	5,593.8 11.0% 85.6%	6,804.0 24.1% 86.6%	12,397.8 17.8% 86.2% (10.334.7)	6,361.9 13.7% 85.9%	6,778.1 -0.4% 86.2%	13,140.0 6.0% 86.1%	6,107.5 -4.0% 85.9%	6,891.8 1.7% 86.2% (5,645.0)	12,999.3 -1.1% 86.1% (11.062.4)	6,478.7 6.1% 85.9% (5.701.2)	7,305.2 6.0% 86.2% (5.878.2)	13,655.0 5.0% 86.1% (11,579.4)	14,362.8 5.2% 86.1% (12,122.2)	15,114.1 5.2% 86.1% (12,710.9)	15,910.0 5.3% 86.1% (13.316.6)
Operating Profit - Operating Margin Share of Results of Associates	340.2 8.3% 22.3	632.8 14.1% 32.9	973.0 11.4% 55.2	431.2 9.9% 24.5	761.0 15.6% 41.6	1,192.2 12.9% 66.1	455.4 10.0% 28.0	785.7 15.9% 41.4	1,241.1 13.0% 69.4	513.8 10.5% 27.6	896.5 17.3% 40.5	1,410.3 14.0% 68.1	531.1 11.1% 28.7	976.2 18.5% 33.2	1,507.3 15.0% 61.9	788.9 15.7% 16.0	843.1 15.4% 31.0	1,632.0 15.5% 47.0	553.6 9.9% 15.9	1,509.5 22.2% 33.9	2,063.1 16.6% 49.8	724.4 11.4% 59.5	1,183.8 17.5% 54.0	1,908.2 14.5% 113.5	690.1 11.3% 65.0	1,246.7 18.1% 50.0	1,936.9 14.9% 115.0	777.4 12.0% 67.5	1,298.1 17.8% 52.5	2,075.6 15.2% 120.0	2,240.6 15.6% 125.0	2,403.1 15.9% 130.0	2,593.3 16.3% 135.0
Profit Before Interest and Taxation - As % of Gross Profit Net Finance Costs Profit Before Taxation	362.5 8.9% (118.6) 243.9	665.7 14.9% (58.3) 607.4	1,028.2 12.0% (176.9) 851.3	455.7 10.5% (121.4) 334.3	802.6 16.4% (128.5) 674.1	1,258.3 13.6% (249.9) 1,008.4	483.4 10.6% (125.7) 357.7	827.1 16.7% (92.9) 734.2	1,310.5 13.8% (218.6) 1,091.9	541.4 11.1% (114.3) 427.1	937.0 18.0% (68.3) 868.7	1,478.4 14.7% (182.6) 1,295.8	559.8 11.7% (68.7) 491.1	1,009.4 19.1% (48.6) 960.8	1,569.2 15.6% (117.3) 1,451.9	804.9 16.0% (95.2) 709.7	874.1 15.9% (91.2) 782.9	1,679.0 16.0% (186.4) 1,492.6	569.5 10.2% (144.4) 425.1	1,543.4 22.7% (78.0) 1,465.4	2,112.9 17.0% (222.4) 1,890.5	783.9 12.3% (4.7) 779.2	1,237.8 18.3% 92.3 1,330.1	2,021.7 15.4% 87.6 2,109.3	755.1 12.4% (114.0) 641.1	1,296.7 18.8% (82.1) 1,214.6	2,051.9 15.8% (196.1) 1,855.8	844.9 13.0% (119.0) 725.9	1,350.6 18.5% (81.5) 1,269.1	2,195.6 16.1% (200.5) 1,995.1	2,365.6 16.5% (204.9) 2,160.7	2,533.1 16.8% (209.2) 2,323.9	2,728.3 17.1% (216.1) 2,512.2
Taxation - Tax Rate Profit for the Period - YOY Growth	(61.3) 25.1% 182.6 32.0%	(129.0) 21.2% 478.4 29.8%	(190.3) 22.4% 661.0 30.4%	(71.5) 21.4% 262.8 43.9%	(20.4) 3.0% 653.7 36.6%	(91.9) 9.1% 916.5 38.7%	(50.9) 14.2% 306.8 16.7%	(146.3) 19.9% 587.9 -10.1%	(197.2) 18.1% 894.7 -2.4%	(111.7) 26.2% 315.4 2.8%	(172.0) 19.8% 696.7 18.5%	(283.7) 21.9% 1,012.1 13.1%	(94.9) 19.3% 396.2 25.6%	(197.2) 20.5% 763.6 9.6%	(292.1) 20.1% 1,159.8 14.6%	(108.6) 15.3% 601.1 51.7%	(138.9) 17.7% 644.0 -15.7%	(247.5) 16.6% 1,245.1 7.4%	(143.1) 33.7% 282.0 -53.1%	(245.8) 16.8% 1,219.6 89.4%	(388.9) 20.6% 1,501.6 20.6%	(145.5) 18.7% 633.7 124.7%	(51.5) 3.9% 1,278.6 4.8%	(197.0) 9.3% 1,912.3 27.4%	(144.3) 22.5% 496.9 -21.6%	(273.3) 22.5% 941.3 -26.4%	(417.6) 22.5% 1,438.2 -24.8%	(163.3) 22.5% 562.6 13.2%	(285.6) 22.5% 983.6 4.5%	(448.9) 22.5% 1,546.2 7.5%	(518.6) 24.0% 1,642.2 6.2%	(581.0) 25.0% 1,742.9 6.1%	(628.1) 25.0% 1,884.2 8.1%
Attributable to: Equity Holders of the Parent Minority Interests / Non-Controlling Interests	150.8 31.8	435.2 43.2	586.0 75.0	230.7 32.1	609.4 44.3	840.1 76.4	277.8 29.0	544.9 43.0	822.7 72.0	280.9 34.5	655.6 41.1	936.5 75.6	364.8 31.4	712.4 42.9	1,077.2 74.3	566.2 34.9	594.0 50.0	1,160.2 84.9	245.8 36.2	1,154.3 65.3	1,400.1 101.5	596.1 37.6	1,220.5 58.1	1,816.6 95.7	456.9 40.0	881.3 60.0	1,338.2 100.0	522.6 40.0	918.6 65.0	1,441.2 105.0	1,532.2 110.0	1,627.9 115.0	1,764.2 120.0
Headline PBIT - YOY Growth Headline PBIT Margin On Old Gross Revenue Headline PBT	455.3 33.1% 10.3% 356.2	773.4 14.6% 15.8% 677.4	1,228.7 20.8% 13.2% 1,033.6	517.9 13.7% 11.0% 417.0	911.1 17.8% 17.2% 812.1	1,429.0 16.3% 14.3% 1,229.1	570.0 10.1% 11.5% 466.8	961.0 5.5% 17.8% 850.3	1,531.0 7.1% 14.8% 1,317.1	637.0 11.8% 12.0% 523.7	1,024.6 6.6% 18.0% 934.3	1,661.6 8.5% 15.1% 1,458.0	622.0 -2.4% 11.4% 531.6	1,058.6 3.3% 17.5% 981.0	1,680.6 1.1% 14.6% 1,512.6	669.1 7.6% 11.5% 595.7	1,104.9 4.4% 17.3% 1,026.6	1,774.0 5.6% 14.5% 1,622.3	768.7 14.9% 11.8% 689.7	1,391.6 25.9% 17.7% 1,296.5	2,160.3 21.8% 15.0% 1,986.2	882.0 14.7% 11.9% 793.4	1,385.1 -0.5% 17.6% 1,299.1	2,267.1 4.9% 14.9% 2,092.5	855.1 -3.0% 12.0% 741.1	1,396.7 0.8% 17.5% 1,314.6	2,251.9 -0.7% 14.9% 2,055.8	944.9 10.5% 12.5% 825.9	1,455.6 4.2% 17.2% 1,374.1	2,400.6 6.6% 15.1% 2,200.1	2,575.6 7.3% 15.4% 2,370.7	2,748.1 6.7% 15.7% 2,538.9	2,948.3 7.3% 16.0% 2,732.2
New Headline PBIT Margin on New Gross Profit	11.2%	17.3%	14.4%	11.9%	18.6%	15.5%	12.5%	19.4%	16.1%	13.0%	19.7%	16.5%	13.0%	20.1%	16.7%	13.3%	20.1%	16.9%	13.7%	20.5%	17.4%	13.9%	20.4%	17.3%	14.0%	20.3%	17.3%	14.6%	19.9%	17.6%	17.9%	18.2%	18.5%
DILUTED EPS Diluted Reported Earnings Diluted Headine Earnings Shares Used in Diluted EPS Calculation Diluted Headine EPS Diluted Headine EPS Diluted Headine EPS Diluted Headine EPS Growth	150.8 239.2 1,254.1 0.120 0.191	435.2 491.6 1,339.0 0.325 0.367	586.0 730.8 1,339.0 0.438 0.546	230.7 293.0 1,344.0 0.172 0.218	609.4 589.3 1,342.2 0.454 0.439	840.1 882.3 1,342.2 0.626 0.657	277.8 334.9 1,347.4 0.206 0.249	544.9 631.3 1,352.6 0.403 0.467	822.7 966.2 1,352.6 0.608 0.714	280.9 375.1 1,355.9 0.207 0.277	655.6 713.0 1,360.3 0.482 0.524	936.5 1,088.1 1,360.3 0.688 0.800	364.8 394.0 1,349.2 0.270 0.292	712.4 719.2 1,337.5 0.533 0.538	1,077.2 1,135.8 1,337.5 0.805 0.849	566.2 441.7 1,317.1 0.430 0.335	594.0 787.4 1,313.0 0.452 0.600	1,160.2 1,229.1 1,313.0 0.884 0.936	245.8 508.7 1,300.0 0.189 0.391	1,154.3 958.8 1,296.0 0.891 0.740	1,400.1 1,467.5 1,296.0 1.080 1.132	596.1 609.4 1,279.7 0.466 0.476	1,220.5 927.1 1,274.7 0.958 0.727	1,816.6 1,536.5 1,275.8 1,424 1,204	456.9 556.9 1,263.5 0.362 0.441	881.3 981.3 1,253.5 0.703 0.783	1,338.2 1,538.2 1,258.5 1.063 1.222	522.6 622.6 1,253.5 0.417 0.497	918.6 1,023.6 1,253.5 0.733 0.817	1,441.2 1,636.2 1,253.5 1.150 1.305	1,532.2 1,742.2 1,253.5 1,222 1,390	1,627.9 1,842.9 1,253.5 1,299 1,470	1,764.2 1,984.2 1,253.5 1.407 1.583
Dividends Declared Dividend Pay-Out Ratio	47.5% 0.060 31.3%	0.118 32.2%	0.178 32.6%	0.075 34.2%	0.171 39.0%	0.246 37.4%	0.088 35.4%	0.197 42.2%	0.285 39.9%	0.106 38.2%	0.237 45.1%	0.342 42.8%	0.116 39.8%	0.266 49.4%	6.2% 0.382 45.0%	0.159 47.4%	0.288 48.0%	0.447 47.7%	0.196 50.0%	0.371 50.1%	0.566 50.0%	0.227 47.7%	-1.7% 0.373 51.3%	0.600 49.8%	-7.4% 0.220 50.0%	7.6% 0.391 50.0%	0.611 50.0%	0.248 50.0%	0.408 50.0%	0.653 50.0%	0.695 50.0%	0.735 50.0%	0.791 50.0%

Source: Pivotal Research, Company Reports

Appendix: Important Disclosures

Analyst Certification

I, Brian W. Wieser, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject company and their securities. I further certify that I have not received and will not receive direct or indirect compensation related to specific recommendations or views contained in this research report.

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Pivotal Research Group LLC assigns one of three ratings based on an expectation of absolute total return (price change plus dividends) over a twelve month time frame. The ratings are based on the following criteria:

BUY: The security is expected to have an absolute return in excess of 15%.

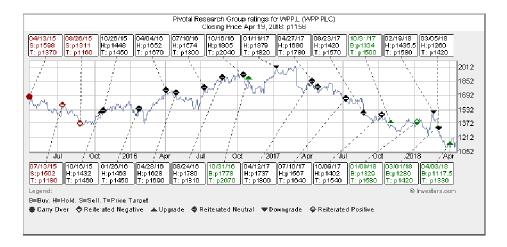
HOLD: The security is expected to have an absolute return of between plus and minus 15%.

SELL: The security is expected to have an absolute return less than minus 15%.

Ratings Distribution

Pivotal Research LLC currently provides research coverage of 72 companies, of which 53% are rated BUY, 38% are rated HOLD, and 10% are rated SELL. Our company does not offer investment banking services. This data is accurate as-of 4/19/18.

Price Chart and Target Price History



Other Disclaimers

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