



*Important notice*



# NOTICE OF ANNUAL GENERAL MEETING 2022

Tuesday 5 July 2022 at 11am

Held at, and broadcast from, Waterside House  
35 North Wharf Road, London W2 1NW

*This document is important and requires your immediate attention*

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you have sold or otherwise transferred all your shares in the Company, please forward this document and accompanying documents (except any personalised form of proxy, if applicable) to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# DEAR SHAREHOLDER



“ I AM PLEASED TO ANNOUNCE THE 21ST ANNUAL GENERAL MEETING OF MARKS AND SPENCER GROUP PLC WILL BE HELD ON 5 JULY 2022. ”

*Nick Folland, General Counsel and Company Secretary*

## ANNUAL GENERAL MEETING (“AGM”)

As we have noted in our Annual Report, the AGM is a key date in the Board’s calendar. Alongside presenting the Company’s performance and strategy to shareholders, it is the Board’s opportunity to listen and respond to your questions.

Last year’s digital AGM once again received higher levels of shareholder engagement than the previous year’s. As such, we heard views and received questions from far more of you than in recent years, and particularly when compared with our physically held meetings. We are therefore confident that our approach to a digitally-enabled AGM is far more accessible, engaging and democratic.

**For this reason, the 2022 AGM will again be a fully digitally-enabled meeting, broadcast from M&S’ Waterside House Support Centre at 11am on 5 July 2022.**

I’m very pleased that we will also be joined by Anita Anand who will be acting as this year’s shareholder advocate. Anita will be known to many of you as a leading radio and television broadcaster, journalist and author. As your shareholder advocate, she will ensure your views and questions are put to the Board.

For statutory and regulatory purposes, the place of meeting will be Waterside House, 35 North Wharf Road, London W2 1NW. Shareholders are invited to participate in the AGM electronically via the Lumi AGM platform, which you can access by logging on to <https://web.lumiagm.com/124-849-127>. On this website, you will be able to submit questions and your voting instructions, both during the meeting and in advance. A step-by-step guide on how to join the meeting electronically and submit your votes and questions can be found on page 209.

We strongly encourage you to log on and submit any questions you might have in advance of the meeting, so that your views are heard even if you are unable to participate live.

**Shareholders are advised not to travel to the venue on the day, as the meeting will be fully digitally enabled.**

Board members will not be available for interaction with shareholders in person, as they will be taking part in the meeting broadcast under studio conditions. Any shareholders travelling to the venue against the Board’s recommendation will be advised to join the meeting electronically, and will be provided with assistance to do so, if needed. Refreshments will not be provided.

## YOUR VOTE COUNTS

Your vote is important to us. You can:

- Join the AGM live online and vote electronically via the Lumi AGM platform. Please see page 209 of this Notice for further details.
- Register your proxy vote electronically by logging on to either the Lumi AGM platform, our Registrar’s website, [shareview.co.uk](https://shareview.co.uk), or by using the service offered by Euroclear UK & Ireland Limited for members of CREST.
- Complete and return a paper proxy form (enclosed with this Notice if you have elected for hard copy documents, or otherwise available from Equiniti on request, by calling the shareholder helpline on 0345 609 0810).

## VOTING BEFORE THE MEETING

All shareholders are encouraged to vote either in advance or on the day. There are several ways to submit your voting instructions before the meeting, which are available from the publication date of this Notice:

- (1) The Lumi AGM platform.
- (2) Equiniti’s Shareview website.
- (3) The CREST or Proxymity electronic proxy appointment platforms.
- (4) By completing and returning a paper proxy form.

Votes submitted electronically via the Lumi or Shareview websites, or via the CREST or Proxymity platforms, (options 1, 2 and 3 above) should be registered by no later than 11am on Friday 1 July 2022. After then, you will no longer be able to submit your proxy vote via Shareview, CREST or Proxymity. Voting via the Lumi website will also close at this time, but will reopen for voting on the day of the meeting.

Paper proxy votes (option 4 above) must be received by no later than 11am on Friday 1 July 2022. Paper proxy forms are available from Equiniti on request; you can call our shareholder helpline on 0345 609 0810, or use any of Equiniti’s alternative contact details listed on page 210.

You will be able to vote in one of three ways for each of the resolutions: “For”, “Against” or “Vote Withheld”. Please note that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of votes “For” and “Against” each resolution.

# NOTICE OF MEETING 2022 CONTINUED

## JOINING THE MEETING AND VOTING ON THE DAY

You can watch the broadcast live, vote and ask questions on the day of the meeting via the Lumi website. Please refer to pages 208 to 209 for instructions on how to join the meeting and submit your votes and questions on the day.

Voting on all resolutions on the day will be by way of a poll and the Lumi website will reopen at 9.30am on Tuesday 5 July for this purpose. Votes can be cast once the Chairman has declared the poll open.

## QUESTIONS

On the day, your questions will be posed to the Board by Anita Anand. Where we receive a number of questions covering the same topic, Anita will group these to address as many of your queries as possible.

It is, of course, important to us that we have the opportunity to hear from you, our shareholders, directly. You will have the opportunity to ask a question live during the meeting by telephone; full details and instructions will be provided on the Lumi AGM platform on the day of the AGM.

If you would like to ask your question at the AGM in person, you can send us a video recording of yourself asking your question by email to [AGMquestionsubmission@marks-and-spencer.com](mailto:AGMquestionsubmission@marks-and-spencer.com), to be received by no later than 5pm on Friday 1 July.

## VOTING RESULTS

The results of the voting will be announced through a Regulatory Information Service and will be published on our website, [marksandspencer.com/thecompany](https://www.marksandspencer.com/thecompany), on 5 July 2022, or as soon as reasonably practicable thereafter.

In 2021, all resolutions were passed at the meeting with votes ranging from 93.27% to 99.98% in favour.

## EXPLANATORY NOTES

An explanation of each of the resolutions to be voted on at the AGM is set out below and on pages 201 to 202.

### M&S WEBSITE

Our corporate website, [marksandspencer.com/thecompany](https://www.marksandspencer.com/thecompany), is the principal means we use to communicate with our shareholders. There is a wealth of information online including:

- ✓ A copy of our full Annual Report, which includes our Strategic Report.
- ✓ All the latest M&S news, press releases and investor presentations.
- ✓ A detailed account of our approach to corporate governance at M&S.

## EXPLANATORY NOTES TO THE RESOLUTIONS

### TO RECEIVE THE REPORTS AND ACCOUNTS 1

The Board asks that shareholders receive the Annual Report and Financial Statements for the 52 weeks ended 2 April 2022.

### APPROVAL OF THE DIRECTORS' REMUNERATION REPORT 2

The Directors' Remuneration Report sets out the pay and benefits received by each of the directors for the year ended 2 April 2022. In line with legislation, this vote is advisory and the directors' entitlement to remuneration is not conditional on it.

### ELECTION OF DIRECTORS 3-13

The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the non-executive directors are independent in character and judgement. This follows a process of formal evaluation, which confirms that each director in office at the time of the evaluation makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required).

As announced on 10 March 2022, Steve Rowe will stand down as CEO on 25 May 2022 as part of a planned succession programme. Stuart Machin and Katie Bickerstaffe will both join the Board on 25 May 2022 as CEO and Co-CEO respectively. Stuart joined M&S as Food Managing Director in April 2018 with nearly 30 years' experience in the food, fashion and home retail sector, and was appointed joint Chief Operating Officer in May 2021. Katie previously served on the Board as a non-executive director from 2018, bringing extensive experience of digital, retail and operations and leading consumer-focused businesses. She joined the business as

Chief Strategy and Transformation Director in April 2020 and was later appointed Chief Operating Officer in May 2021.

The Board notes that while Andy Halford has been a non-executive director for more than nine years, he is still considered to be independent in both character and judgement. He has no other significant links to the Company, and continues to make an effective and valuable contribution. The Board believes Andy's re-election will provide valuable continuity during the CEO transition. Further details on the Board's assessment of Andy's independence can be found in the Annual Report on pages 59 and 67.

In accordance with the UK Corporate Governance Code, all directors will stand for election or re-election, as relevant, at the AGM this year. Biographies are available on pages 60 and 61 of the Annual Report, with further details available on our website, [marksandspencer.com/thecompany](https://www.marksandspencer.com/thecompany). It is the Board's view that the directors' biographies illustrate why each director's contribution is, and continues to be, important to the Company's long-term sustainable success.

### APPOINTMENT AND REMUNERATION OF AUDITOR 14-15

On the recommendation of the Audit Committee, the Board proposes in resolution 14 that Deloitte LLP be reappointed as auditor of the Company.

Resolution 15 proposes that the Audit Committee be authorised to determine the level of the auditor's remuneration.

### AUTHORITY TO MAKE POLITICAL DONATIONS 16

The Companies Act 2006 (the "2006 Act") prohibits companies from making political donations to UK political organisations or independent candidates, or incurring UK political expenditure, unless authorised by shareholders in advance.

## EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

The Company does not make, and does not intend to make, donations to political organisations or independent election candidates, nor does it incur or intend to incur any political expenditure.

However, the definitions of political donations, political organisations and political expenditure used in the 2006 Act are very wide. As a result, they can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform.

Shareholder approval is being sought on a precautionary basis only, to allow the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and government interests, without running the risk of inadvertently breaching legislation.

The Board is therefore seeking authority to make political donations and to incur political expenditure not exceeding £50,000 in total. In line with best practice guidelines published by the Investment Association ("IA"), this resolution is put to shareholders annually rather than every four years as required by the 2006 Act.

### RENEWAL OF THE POWERS OF THE BOARD TO ALLOT SHARES

17

Paragraph (A) of this resolution 17 would give the directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £6,529,881.95 (representing 652,988,195 ordinary shares of £0.01 each). This amount represents approximately one-third (33.33%) of the Company's issued ordinary share capital as at 24 May 2022, the latest practicable date before the publication of this Notice.

In line with guidance issued by the IA, paragraph (B) of this resolution would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £13,059,763.91 (representing 1,305,976,391 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds (66.66%) of the Company's issued ordinary share capital as at 24 May 2022, the latest practicable date before the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the conclusion of the AGM in 2023 or on 1 October 2023, whichever is sooner. The directors have no present intention to exercise either of the authorities sought under this resolution; however, the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources.

As at the date of this Notice, no shares are held by the Company in treasury.

### AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

18-19

Resolutions 18 and 19 are proposed as special resolutions. If the directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are first offered to shareholders in proportion to their existing holdings.

At last year's AGM, a special resolution was passed, in line with institutional shareholder guidelines, empowering the directors to allot equity securities for cash without first offering them to

existing shareholders in proportion to their existing holdings. It is proposed, under resolution 18, that this authority be renewed. If approved, the resolution will authorise the directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £979,482.29 (representing 97,948,229 ordinary shares) which includes the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash. This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 24 May 2022, being the latest practicable date before the publication of this Notice.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares) and are used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of resolution 19 is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 17, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders, up to a further nominal amount of £979,482.29 (representing 97,948,229 ordinary shares), being approximately 5% of the Company's issued ordinary share capital as at 24 May 2022, the latest practicable date before the publication of this Notice. The authority granted by this resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 19 is used, the Company will publish details of its use in its next Annual Report.

The authority granted by resolution 19 would be in addition to the general authority to disapply pre-emption rights under resolution 18. The maximum nominal value of equity securities that could be allotted if both authorities were used would be £1,958,964.59, which represents approximately 10% of the Company's issued ordinary share capital as at 24 May 2022, being the latest practicable date before the publication of this Notice.

The directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 18 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

# NOTICE OF MEETING 2022

## CONTINUED

### EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

The directors have no current intention to allot shares except in connection with employee share schemes. These authorities will expire at the conclusion of the AGM in 2023 or on 1 October 2023, whichever is sooner.

#### AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

20

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares renewing the authority granted by the shareholders at previous AGMs.

The directors have no present intention of exercising the authority to purchase the Company's own ordinary shares; however, this authority would provide them with the flexibility to do so in the future, if the prevailing market conditions made such purchases in the best interests of shareholders generally.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. It remains the Company's intention to cancel any shares it buys back rather than hold them in treasury. The Company currently holds no shares in treasury. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority, reflecting the requirements of the Listing Rules.

The Company has options outstanding over 110.1 million ordinary shares, representing 5.62% of the Company's issued ordinary share capital as at 24 May 2022, the latest practicable date before the publication of this Notice.

If the existing authority given at the 2021 AGM and the authority now being sought by this resolution were to be fully used, these options would represent 6.25% of the Company's ordinary share capital in issue at that date.

#### NOTICE OF GENERAL MEETING

21

In accordance with the 2006 Act, the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company:

- (i) Has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- (ii) Offers the facility for all shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than an AGM) on 14 clear days' notice. This shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

Resolution 21 seeks such approval and, should this resolution be approved, it will remain valid until the end of the next AGM. This is the same authority as was sought and granted at last year's AGM.

#### SHARE INCENTIVE PLAN RENEWAL

22

Authority is sought to approve the renewal of the existing Marks and Spencer Group plc Share Incentive Plan ("SIP"), which is currently operated to enable employees to buy shares in the

Company from their pre-tax salary (ShareBuy). The SIP is a share incentive plan which was originally approved by shareholders in 2000 and was renewed by shareholders at the Company's Annual General Meeting in 2012. The Company is seeking shareholder approval to amend and renew the SIP to allow awards to continue to be made under it for a further 10 years. The main terms of the SIP are summarised on pages 206 to 207 of this Notice.

#### SECTION 190 TRANSACTION

23

Authority is sought for the Company's subsidiary, Marks and Spencer plc ("M&S plc"), to purchase 565,952 A Ordinary Shares in The Sports Edit Limited ("TSE"), amounting to 4.8% of TSE's issued share capital from Mr. Justin King (the "JK TSE Shares").

M&S plc acquired 77.7% of TSE's issued share capital in February 2022 as part of the Company's third-party brands strategy for Clothing & Home, and agreed simultaneously a timetable for acquiring another 17.5% from TSE's owner/founder with the ultimate aim of acquiring 100% of TSE's issued share capital.

The final 4.8% of TSE's issued share capital is currently owned by Mr. Justin King, a Non-Executive Director of the Company. As a result, purchase of the JK TSE Shares is conditional on the passing of this resolution under Section 190 of the Act, as it is a substantial property transaction as defined in the Act.

The Board believe that the 100% acquisition of TSE is a strategic investment and learning opportunity; the brand is well positioned in the growing activewear market and has proven capability in customer segmentation, brand curation and emerging brand identification. Mr. Justin King has been a minority shareholder in TSE since 2018, which pre-dates his appointment as a Non-Executive Director of the Company, declared his interest in TSE upon appointment as a Non-Executive Director of the Company and did not participate in any decision-making regarding the acquisition of TSE.

Subject to shareholder approval, M&S plc will acquire the JK TSE Shares from Mr. Justin King within five business days of the AGM at a total purchase price of £279,582. This price amounts to £0.4904 per share, and is the same price per share at which M&S plc acquired its current 77.7% holding of TSE pursuant to a share purchase agreement in February 2022.

#### RECOMMENDATION

Your directors believe that the proposals described above are in the best interests of the Company and its shareholders as a whole, and recommend you give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholdings.

Yours faithfully,



**Nick Folland** General Counsel and Company Secretary  
London, 24 May 2022

# NOTICE OF MEETING

## 5 JULY 2022

Notice is given that the Annual General Meeting of Marks and Spencer Group plc (the “Company”) will be held at and broadcast from Waterside House, 35 North Wharf Road, London W2 1NW, in accordance with the information provided on page 208, on Tuesday 5 July 2022 at 11am (the “AGM”) for the purposes set out below.

Resolutions 1 to 17 and 22 to 23 will be proposed as ordinary resolutions, and resolutions 18 to 21 will be proposed as special resolutions.

**1.** To receive the Annual Report and Financial Statements for the 52 weeks ended 2 April 2022.

**2.** To approve the Directors’ Remuneration Report for the year ended 2 April 2022, as set out on pages 95 to 107 of the Annual Report.

To re-elect the following directors who are seeking annual re-election in accordance with the UK Corporate Governance Code:

**3.** Archie Norman

**4.** Eoin Tonge

**5.** Evelyn Bourke

**6.** Fiona Dawson

**7.** Andrew Fisher

**8.** Andy Halford

**9.** Tamara Ingram

**10.** Justin King

**11.** Sapna Sood

To elect the following directors appointed to the Board since the last Annual General Meeting:

**12.** Stuart Machin

**13.** Katie Bickerstaffe

**14.** To resolve that Deloitte LLP be, and is hereby, reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

**15.** To resolve that the Audit Committee determine the remuneration of the auditor on behalf of the Board.

### 16. POLITICAL DONATIONS

To resolve that, in accordance with Section 366 of the Companies Act 2006, the Company, and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are authorised to:

**(A)** make political donations to political parties or independent election candidates, not exceeding £50,000 in total;

**(B)** make political donations to political organisations other than political parties, not exceeding £50,000 in total; and

**(C)** incur political expenditure not exceeding £50,000 in total;

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the AGM to be held in 2023 or on 1 October 2023, whichever is sooner.

For the purpose of this resolution, the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

### 17. DIRECTORS’ AUTHORITY TO ALLOT SHARES

To resolve that the directors be and are authorised generally and unconditionally to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

**(A)** Up to a nominal amount of £6,529,881.95 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and

**(B)** Comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a nominal amount of £13,059,763.91 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with an offer by way of a rights issue:

**(i)** To ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

**(ii)** To holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary;

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorities conferred on the directors to allot securities under paragraphs (A) and (B) will expire at the conclusion of the AGM of the Company to be held in 2023 or on 1 October 2023, whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

### 18. GENERAL DISAPPLICATION OF PRE-EMPTION RIGHTS

To resolve as a special resolution that, subject to the passing of resolution 17, the directors be empowered to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution 17 (set out in this Notice of Meeting), and/or to sell ordinary shares held by the Company as treasury shares for cash, as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited:

**(A)** to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 17, by way of a rights issue only):

**(i)** to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

**(ii)** to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary;

To view our Board biographies go to the Investors section of our corporate website, [marksandspencer.com/thecompany](https://marksandspencer.com/thecompany)

# NOTICE OF MEETING 5 JULY 2022

## CONTINUED

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

**(B)** in the case of the authority granted under paragraph (A) of resolution 17 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £979,482.29;

and shall expire at the conclusion of the AGM to be held in 2023 or on 1 October 2023, whichever is sooner (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

### 19. ADDITIONAL DISAPPLICATION OF PRE-EMPTION RIGHTS

To resolve as a special resolution that, subject to the passing of resolution 17, the directors be empowered in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution 17 (set out in this Notice of Meeting) and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be:

- (A)** limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £979,482.29; and
- (B)** used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the

Pre-Emption Group prior to the date of this Notice of Meeting;

and shall expire at the conclusion of the AGM to be held in 2023 or on 1 October 2023, whichever is sooner (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

### 20. COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

To resolve as a special resolution that the Company is authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each, such power to be limited:

- (A)** to a maximum number of 195,896,459 ordinary shares;
- (B)** by the condition that the minimum price which may be paid for an ordinary share is £0.01 and the maximum price which may be paid for an ordinary share is the highest of:
  - (i)** an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
  - (ii)** the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

in each case, exclusive of expenses, such power to apply until the end of the AGM to be held in 2023 or until 1 October 2023, whichever is sooner, but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

### 21. CALLING OF GENERAL MEETINGS ON 14 DAYS' NOTICE

To resolve as a special resolution that a general meeting other than an Annual General Meeting may be called on no fewer than 14 clear days' notice.

### 22. RENEWAL OF SHARE INCENTIVE PLAN

To resolve that the amendment and renewal of the amended Marks and Spencer Group plc Share Incentive Plan (the "SIP"), the principal terms of which are summarised on pages 206 to 207 of this Notice and the amended rules of which are produced to this meeting, be approved and the directors of the Company authorised:

- (A)** to continue to operate the SIP and do all acts and things they consider necessary or desirable to implement and give effect to the SIP; and
- (B)** to establish further plans based on the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the SIP.

### 23. SECTION 190 TRANSACTION

To resolve that the purchase by the Company's subsidiary, Marks and Spencer plc, of 4.8% of The Sports Edit Limited's issued share capital for the sum of £279,582 from Mr. Justin King, being a Non-Executive Director of the Company, be approved in accordance with Section 190 of the Companies Act 2006.

By order of the Board

**Nick Folland** General Counsel  
and Company Secretary

**London, 24 May 2022**

**Registered office** Waterside House,  
35 North Wharf Road, London W2 1NW.

Registered in England and Wales  
No. 4256886.

## NOTES

**1.** Biographies of the directors seeking election (or re-election) are given in the Annual Report on pages 60 and 61, including their membership of the principal Committees. The terms of the current directors' service contracts are such that all executive director appointments may be terminated by the Company giving 12 months' notice and by the individual giving six months' notice; non-executive directors have agreements for service which can be terminated on three months' notice by either party; the Chairman has an agreement for service which requires six months' notice by either party.

**2.** Registered shareholders: Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. Members may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To request one or more paper proxy forms (to appoint more than one proxy), please contact our shareholder helpline on 0345 609 0810. Please indicate the number of shares in relation to which each proxy is authorised to act in the box below the proxy holder's name. Please also indicate if the instruction is one of multiple instructions being given, and if a proxy is being appointed for less than your full entitlement, please enter the number of shares in relation to which each such proxy is entitled to act in the box below the relevant proxy holder's name. The proxy form assumes you wish to vote on all your shares in the same way. To vote only part of your holding or to vote some shares one way and some another, please contact the shareholder helpline. All proxy forms must be signed and should be returned together.

**3.** If you would like to submit your vote electronically in advance of the AGM, you can do so by accessing the Lumi website, <https://web.lumiagm.com/124-849-127>. Instructions are available on page 209 of this Notice. Alternatively, you can submit your instruction by visiting [shareview.co.uk](https://shareview.co.uk). All advance proxy votes regardless of how they are cast are to be returned by 11am on Friday 1 July 2022. If you return paper and electronic instructions, those received last by the Registrar before 11am on Friday 1 July 2022 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.

**4.** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**5.** Votes submitted in advance of the meeting using the Lumi website will constitute an instruction to appoint the Chairman of the meeting as proxy. The shares covered by the instruction will be voted as directed by the shareholder in respect of the resolutions referred to in this Notice of Meeting at the meeting and at any adjournment of it.

**6.** To be valid, any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) or by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11am on Friday 1 July 2022.

**7.** The return of a completed paper proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 15 on the following page) will not prevent a shareholder voting later if they wish to do so. You must inform the Company's Registrar in writing of any termination of the authority of a proxy.

**8.** Indirect shareholders: Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

**9.** The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 7 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

**10.** Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

**11.** To be entitled to join the meeting, submit questions and vote (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be entered on the Register of Members of the Company by 6.30pm on Friday 1 July 2022 (or, in the event of any adjournment, 6.30pm on the date which is two working days prior to the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to join, submit questions and vote at the meeting.

**12.** The following documents are available for inspection at an agreed time at the Company's registered office: Waterside House, 35 North Wharf Road, London W2 1NW. Email [company.secretary@marks-and-spencer.com](mailto:company.secretary@marks-and-spencer.com) during normal business hours on any weekday (excluding public holidays).

- (i) Copies of the executive directors' service contracts.
- (ii) Copies of the non-executive directors' letters of appointment.
- (iii) Copies of the directors' Deeds of Indemnity.
- (iv) A copy of the Articles of Association of the Company.
- (v) A copy of the amended rules of the Marks and Spencer Group plc Share Incentive Plan.

Copies of these documents will also be available at the AGM upon request, from 9.30am on the morning of the AGM until the meeting's conclusion. A copy of (v) above will also be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the publication date of this document.

**13.** Shareholders are advised that, unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.

**14.** As at 24 May 2022 (the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 1,958,964,586 ordinary shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 24 May 2022 are 1,958,964,586.

# NOTICE OF MEETING 5 JULY 2022

## CONTINUED

### NOTES CONTINUED

**15.** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

**16.** For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST manual (available via [euroclear.com](http://euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 11am on Friday 1 July 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

**17.** CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member,

or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

**18.** The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**19.** If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11am on Friday 1 July 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

**20.** Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

**21.** Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or

- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business that may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

**22.** Any member joining the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

**23.** A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at [marksandspencer.com/thecompany](http://marksandspencer.com/thecompany).

**24.** Please see the letter dated 24 May 2022 from the General Counsel and Company Secretary on pages 199 to 200 for further explanatory notes.

### SUMMARY OF PRINCIPAL TERMS OF MARKS AND SPENCER GROUP PLC SHARE INCENTIVE PLAN

#### 1.1 GENERAL

The Marks and Spencer Group plc Share Incentive Plan (the "SIP") was originally approved by shareholders in 2000 and subsequently adopted by the Company in 2003. Shareholder approval was obtained at the Company's Annual General Meeting

on 10 July 2012 to renew the SIP and the Company is seeking shareholder approval to amend the rules of the SIP to allow awards to be made under the SIP until 5 July 2032, being the tenth anniversary of the Annual General Meeting to be held on 5 July 2022.

The SIP has been designed to meet the requirements of a tax advantaged share incentive plan under Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003 so that shares in the Company can be provided to UK employees in a tax efficient manner. The Company currently operates the SIP to provide employees

## SUMMARY OF PRINCIPAL TERMS OF MARKS AND SPENCER GROUP PLC SHARE INCENTIVE PLAN CONTINUED

with the opportunity to buy shares from pre-tax salary under the SIP (ShareBuy), although it may decide to operate other elements of the SIP in the future.

### 1.2 OPERATION

The SIP operates in conjunction with a trust and contains three elements. The Company will decide which (if any) of these elements will be offered to employees, provided that awards of shares may not be made under the SIP after 5 July 2032. The three elements are:

- (A) **'Free Shares'**, which may be allocated to an employee by the Company. The market value of Free Shares allocated to an employee in any tax year may not exceed £3,600 or such other limit as may be permitted by the relevant tax legislation. Free Shares must be allocated on the same terms, although they may be provided on the basis of remuneration, length of service or hours worked, or on the basis of the performance targets, within the limits specified by the relevant legislation.
- (B) **'Partnership Shares'**, which an employee may purchase out of their pre-tax earnings. The market value of Partnership Shares which an employee can agree to purchase in any tax year under current tax legislation may not exceed £1,800 (or 10% of an employee's salary if lower). Partnership Shares are purchased on behalf of an employee by the trustees of the SIP (the "Trustees"). The funds used to purchase shares will be deducted from the employee's salary. Funds deducted from salary will be held on the employee's behalf until they are used to buy Partnership Shares. The funds may be used to buy Partnership Shares shortly following deduction, or accumulated for up to 12 months before they are used to buy Partnership Shares in which case shares may be acquired at the lower of the market value of the shares at the beginning or end of the accumulation period.
- (C) **'Matching Shares'**, which may be allocated to an employee by the Company following a purchase of Partnership Shares. Matching Shares are additional free shares. The maximum number of Matching Shares which the Company can allocate to an employee following a purchase of Partnership Shares by the employee is two Matching Shares for every one Partnership Share purchased by the employee, or such higher limit as may be permitted by the relevant legislation. There is no minimum ratio of Matching Shares which the Company must provide

following a purchase of Partnership Shares. The same ratio will apply to all employees who purchase Partnership Shares under the SIP at that time. Benefits provided under the SIP are not pensionable.

### 1.3 ELIGIBILITY

When it operates the SIP, the Company must offer all UK tax-resident employees of the Company and subsidiaries participating in the SIP the opportunity to participate in the SIP and may extend the invitation to other employees meeting the legislative requirements. The Company may require employees to have completed a minimum qualifying period of employment before they can participate but that period must not be more than, broadly, 18 months prior to shares being awarded.

### 1.4 SOURCE OF SHARES

The Trustees may either subscribe for new shares, acquire treasury shares or purchase shares in the market for the purposes of the SIP. The money to buy shares will be provided either by the employee's employing company or, in respect of the acquisition of Partnership Shares, by the employees. No new shares will be issued under the SIP where such issue would cause the number of shares which have been or may be issued pursuant to awards made (including options granted) under all employee share plans adopted by the Company over the preceding 10-year period to exceed 10% of the Company's issued ordinary share capital from time to time. Treasury shares will count as new issue shares for the purpose of this limit unless institutional investor bodies decide that they need not count. Options or awards which lapse are excluded from this limit.

### 1.5 RETENTION OF SHARES

The Trustees will initially hold all Free Shares or Matching Shares allocated to employees and any Partnership Shares acquired on the employees' behalf. Employees can withdraw Partnership Shares from the SIP trust at any time. Free Shares and Matching Shares held by employees will be subject to a requirement that the shares are held by the Trustees for a period after the initial allocation. This period will be notified to employees at the time of allocation and will not normally be for less than three years or more than five years. The SIP may provide that if an employee ceases to be employed by a Group company within three years of being allocated Free Shares or Matching Shares (or such other period as the Company may specify), their rights to those shares will be forfeited. However, in certain circumstances, for

example death, injury, redundancy, transfer of the employing business or company or retirement, employees will retain any Free Shares and Matching Shares. The SIP may similarly provide that Matching Shares will be forfeited if the corresponding Partnership Shares are withdrawn within up to three years. Special provisions apply in accordance with the relevant legislation in the event of certain corporate transactions.

### 1.6 DIVIDENDS ON SHARES HELD BY THE TRUSTEES

Where ordinary shares are held by the Trustees for participants in the SIP, the participants will be treated as the beneficial owners of the shares. Some or all of any dividends received in respect of shares held by the Trustees may be used to acquire additional shares for employees which must normally be held in the SIP for a period of three years or otherwise dividends may be distributed to employees.

### 1.7 ALTERATIONS TO THE SIP

The SIP may at any time be altered by the directors in any respect, provided that the prior approval of shareholders is obtained for alterations to the advantage of participants to the rules governing eligibility, the individual limits on participation, the overall limits on the issue or shares or transfer of treasury shares, the basis for determining a participant's entitlement to, and terms of, shares provided under the SIP and any adjustments which may be made in the event of a variation of capital, except for minor alterations to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or Group companies.

As previously authorised by shareholders, the Company may also establish plans based on the SIP to take account of local tax, exchange control and securities laws in overseas jurisdictions provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the SIP.

# NOTICE OF MEETING 5 JULY 2022

## CONTINUED

### INFORMATION FOR THE DAY

#### TIMINGS



- Date: Tuesday 7 June 2022**  
**9:00am** Registration opens for vote casting and question submission in advance of the meeting.
- Date: Friday 1 July 2022**  
**11:00am** Opportunity to submit votes and questions in advance of the meeting closes.
- Date: Tuesday 5 July 2022**  
**9.30am** Online meeting opens and question submission reopens.
- 11.00am** AGM begins and you will be able to vote once the Chairman declares the poll open.
- 1.00pm approx.** AGM closes. The results of the poll will be released to the London Stock Exchange once collated.

#### PHYSICAL ATTENDANCE



Following the continued success of the Company's digital AGMs, this year's meeting will once again be fully digitally-enabled. Shareholders are advised not to travel to the venue on the day. Please refer to the following information and the user guide provided on page 209 for details of how to join and participate in the meeting electronically.

#### ELECTRONIC PARTICIPATION



Shareholders are encouraged to view and participate in the 2022 AGM electronically. This can be done by accessing the AGM website: <https://web.lumiagm.com/124-849-127>

#### ACCESSING THE AGM WEBSITE



Lumi AGM can be accessed online using most well-known internet browsers such as Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com/124-849-127> on the day.

#### LOGGING IN



Go to <https://web.lumiagm.com/124-849-127> where you will then be prompted to enter your Shareholder Reference Number and PIN. These can be found printed on your Notice of Availability or Voting Card sent to you by post. Access to the AGM website to vote and submit questions **in advance** will be available from 9am on 7 June 2022 until 11am on 1 July 2022. Access to the AGM website will reopen to participate **on the day** from 9.30am on 5 July 2022.

#### QUESTIONS



You are able to submit questions live during the meeting on the Lumi website by clicking on the "Messaging" button. There will also be details and instructions on the Lumi website if you would like to ask a question live by telephone.

Alternatively, you can submit questions in advance via Lumi – a step-by-step guide to voting and question submission in advance and on the day is on page 209.

As noted in the Company Secretary's letter on pages 199 to 200 of this Notice, Anita Anand will be posing your questions to the Board during the meeting. If you would like to ask your question in person though, you can submit your recorded video question by email to [AGMquestionsubmission@marks-and-spencer.com](mailto:AGMquestionsubmission@marks-and-spencer.com), to be received by no later than 5pm on Friday 1 July 2022. Please ensure that your question recording lasts no longer than one minute, so that we can hear from as many shareholders as possible. By submitting a video question, you consent to your video being played during the AGM broadcast; please note that the AGM recording will be made publicly available on our corporate website after the meeting.

Shareholder questions and answers will be published on the corporate website as soon as practicable after the meeting. Where we receive a number of questions covering the same topic, we will publish summarised questions and answers addressing as many questions received as possible.

#### VOTING



If you're voting live during the meeting, the voting options will appear on the screen after the resolutions have been proposed. Press or click the option that corresponds with the way in which you wish to vote: "For", "Against" or "Withheld".

If you make a mistake or wish to change your voting instruction, simply press or click the correct choice for that resolution until the poll is closed. If you wish to cancel your "live" vote, press "Cancel".

Please note that an active internet connection is required in order to successfully cast your vote when the Chairman commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.

Advance voting is also available from 7 June 2022, and details on the different methods for voting in advance are set out in the Company Secretary's letter on pages 199 to 200 of this Notice.

A step-by-step guide to voting via the Lumi website live on the day, and in advance, is on page 209.

#### PROXIES & CORPORATE REPRESENTATIVES



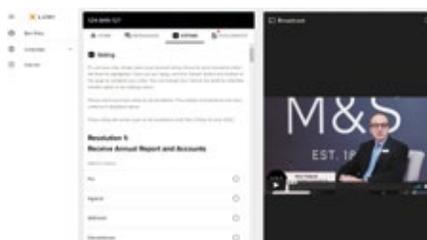
If you are a duly appointed proxy or corporate representative, please contact the Company's Registrar, Equiniti, before 11am on Monday 4 July 2022 by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com), for your unique username and password to join the meeting. Please ensure a valid proxy appointment has been made by no later than the voting deadline detailed on page 199.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

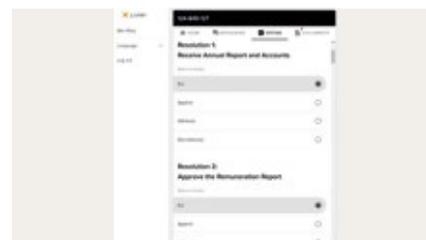
LUMI AGM PLATFORM GUIDE: BEFORE THE AGM



**1** Go to <https://web.lumiagm.com/124-849-127>. You will be prompted to enter your Shareholder Reference Number ("SRN") and PIN, both of which can be found on your Notice of Availability. If you do not have your SRN, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) quoting your full name and address. When successfully authenticated, shareholders will be taken to the Home Page.



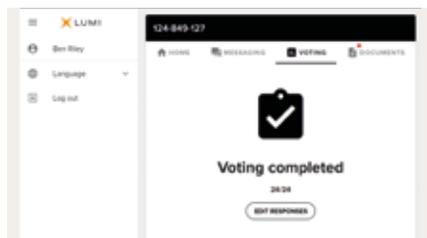
**2** To cast a proxy vote, select the voting button at the top of the screen. The resolutions and voting choices will be displayed within the navigation bar. Further instructions on how to vote can be found on the Home Page and at the top of the voting page.



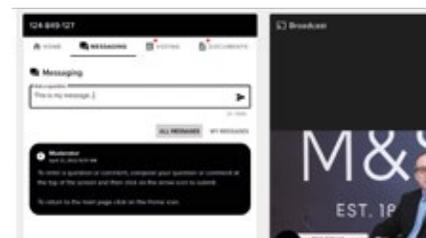
**3** To vote, select your voting direction from the options shown on screen. To change your mind, simply select a different option.  
Note: Proxy voting will close at 11am on Friday 1 July 2022.



**4** Scroll down the full list of resolutions and vote on each. Once completed, at the bottom of the page, select the "Submit" button to send your vote.

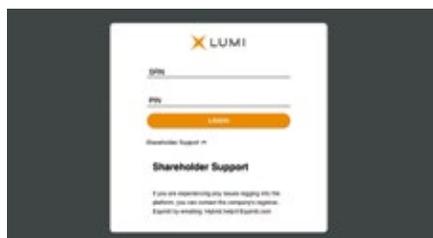


**5** If you would like to change your mind, you can do so by clicking "Edit Responses".

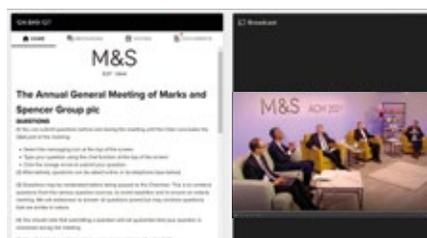


**6** During the proxy voting period, shareholders can submit a question by typing it into the "Messaging" feature.

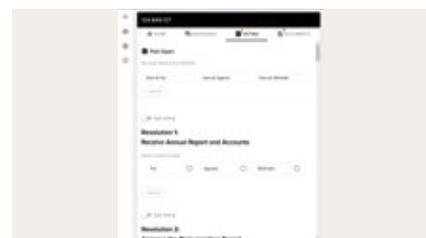
LUMI AGM PLATFORM GUIDE: ON THE DAY



**7** The AGM will commence at 11am on Tuesday 5 July 2022. It can be accessed through the same platform: <https://web.lumiagm.com/124-849-127>. You will be prompted to enter your SRN and PIN, both of which can be found on your Notice of Availability.



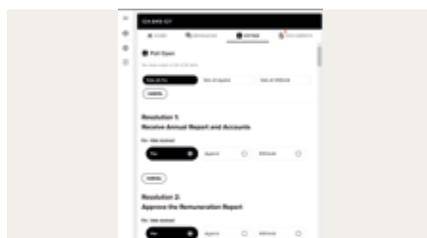
**8** The meeting presentation will begin at the start of the AGM, when the Broadcast Panel will automatically appear at the side of the screen. You can expand and minimise the screen by pressing the Broadcast arrow at the top of the page.



**9** When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions.



**10** For each resolution, select the choice corresponding with the way in which you wish to vote. When selected, a confirmation message will appear. To change your mind, simply press the correct choice which will override your previous selection. To cancel your vote, press "Cancel".



**11** You can vote for all motions at the same time by clicking on the "Vote All" direction button at the top of the page. You will still be able to change your mind on individual motions if using this feature.



**12** If you would like to ask a question, select the messaging option in the navigation bar at the top of the page. Type your message within the chat box at the top of the messaging screen. Click the send button to submit.

## SHAREHOLDER INFORMATION

### ANALYSIS OF SHARE REGISTER

#### Ordinary shares

As at 2 April 2022, the Company had 141,039 registered holders of ordinary shares. Their shareholdings are analysed below. It should be noted that many of our private investors hold their shares through nominee companies; therefore, the actual number of shares held privately will be higher than indicated below.

Range of shareholding	Number of shareholders	Percentage of total shareholders	Number of ordinary shares	Percentage of issued share capital
1-500	74,666	52.94	13,733,929	0.70
501-1,000	25,919	18.38	19,330,681	0.99
1,001-2,000	20,501	14.53	29,273,286	1.49
2,001-5,000	14,115	10.01	43,036,371	2.20
5,001-10,000	3,679	2.61	25,240,066	1.29
10,001-100,000	1,687	1.20	37,776,214	1.93
100,001-1,000,000	297	0.21	112,756,675	5.75
1,000,001-Highest	175	0.12	1,677,758,122	85.65
<b>Total</b>	<b>141,039</b>	<b>100</b>	<b>1,958,905,344</b>	<b>100</b>

Category of shareholder	Number of shareholders	Percentage of total shareholders	Number of ordinary shares	Percentage of issued share capital
Private	137,808	97.71	152,855,826	7.80
Institutional and corporate	3,231	2.29	1,806,049,518	92.20
<b>Total</b>	<b>141,039</b>	<b>100</b>	<b>1,958,905,344</b>	<b>100</b>

#### USEFUL CONTACTS

##### Marks and Spencer Group plc Registered Office

Waterside House  
35 North Wharf Road  
London W2 1NW  
Telephone +44 (0)20 7935 4422  
Registered in England and Wales  
(no. 4256886)

##### General queries

Customer queries: 0333 014 8555  
Shareholder queries: 0345 609 0810

Or email:

[chairman@marks-and-spencer.com](mailto:chairman@marks-and-spencer.com)

##### Registrar/shareholder queries

Equiniti Limited, Aspect House,  
Spencer Road, Lancing, West Sussex  
BN99 6DA, United Kingdom  
Telephone 0345 609 0810 and outside  
the UK +44 (0)121 415 7071

Online: [help.shareview.co.uk](https://help.shareview.co.uk)

(from here, you will be able to securely  
email Equiniti with your enquiry).

##### Students

Please note, students are advised to  
source information from our website.

##### Additional documents

An interactive version of our  
Annual Report is available online at  
[marksandspencer.com/annualreport2022](https://marksandspencer.com/annualreport2022).

Additionally, the Annual Report  
(which contains the Strategic Report)  
is available for download in pdf format at  
[marksandspencer.com/annualreport2022](https://marksandspencer.com/annualreport2022).

##### General Counsel and Company Secretary

Nick Folland

### 2021/22 FINANCIAL CALENDAR AND KEY DATES

<b>5 July 2022</b>	Annual General Meeting (11am)
<b>9 November 2022*</b>	Results, Half Year†
<b>12 January 2023*</b>	Results, Quarter 3 Trading Update†

† Those who have registered for electronic communication or news alerts at [marksandspencer.com/thecompany](https://marksandspencer.com/thecompany) will receive notification by email when this is available.

\* Provisional dates.

## SHAREHOLDER QUERIES

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The Company's share register is maintained by our Registrar, Equiniti. Shareholders with queries relating to their shareholding should contact Equiniti directly using one of the methods listed on page 210. For more general queries, shareholders should consult the Investors section of our corporate website.

## MANAGING YOUR SHARES ONLINE

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Shareholders can manage their holdings online by registering with Shareview, a secure online platform provided by Equiniti. Registration is a straightforward process and allows shareholders to:

- Sign up for electronic shareholder communications.
- Receive trading updates and other electronic-only broadcasts by the Company via email.
- View all of their shareholdings in one place.
- Update their records following a change of address.
- Have dividends paid into their bank account.
- Vote in advance of Company general meetings.

M&S encourages shareholders to sign up for electronic communications ("e-comms") as the Company has found this creates a more engaged shareholder base. The reduction in printing costs and paper usage also makes a valuable contribution to our Plan A commitments.

To find out more information about the services offered by Shareview and to register, please visit [shareview.co.uk](https://shareview.co.uk).

## DIVIDENDS

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Further to the announcements made by the Company on 10 November 2021 and again on 13 January 2022, the Board will not be making a final dividend payment for the 2021/22 financial year.

## DUPLICATE DOCUMENTS

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Many shareholders have more than one account on the Share Register and receive duplicate documentation from us as a result. If you fall into this group, please contact Equiniti to combine your accounts.

## SHAREGIFT

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If you have a very small shareholding that is uneconomical to sell, you may want to consider donating it to ShareGift (Registered charity no. 1052686), a charity that specialises in the donation of small, unwanted shareholdings to good causes. You can find out more by visiting [sharegift.org](https://sharegift.org) or by calling +44 20 7930 3737.

## SHAREHOLDER SECURITY

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An increasing number of shareholders have been contacting us to report unsolicited and suspicious phone calls received from purported "brokers" who offer to buy their shares at a price far in excess of their market value. It is unlikely that firms authorised by the Financial Conduct Authority ("FCA") will contact you with offers like this. As such, we believe these calls are part of a scam, commonly referred to as a "boiler room". The callers obtain your details from publicly available sources of information, including the Company's Share Register, and can be extremely persistent and persuasive.

Shareholders are cautioned to be very wary of any unsolicited advice, offers to buy shares at a discount, sell your shares at a premium or requests to complete confidentiality agreements with the callers. **Remember, if it sounds too good to be true, it probably is!**

More detailed information and guidance is available on our corporate website. We also encourage shareholders to read the FCA's guidance on how to avoid scams at [fca.org.uk/consumers/protect-yourself-scams](https://fca.org.uk/consumers/protect-yourself-scams). An overview of current common scams is available on the Action Fraud website [actionfraud.police.uk](https://actionfraud.police.uk).

## AGM

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This year's AGM will be held and broadcast from Waterside House on 5 July 2022. The meeting will start at 11am.

The 2022 AGM will be fully digitally enabled once again and will be broadcast online from Waterside House. We strongly encourage shareholders to participate in the meeting electronically by accessing the AGM website, <https://web.lumiagm.com/124-849-127>. Further details can be found on page 208 of the Notice of Meeting and in the user guide on page 209.

The meeting will also be available to view online after the event at [marksandspencer.com/thecompany](https://marksandspencer.com/thecompany).

M&S reserves the right to retain and use footage or stills for any purpose, including Annual Reports, marketing materials and other publications.