

SUSTAINABLE RETAIL ADVISORY BOARD

Membership

A minimum of four Advisory Board (the Board) members are required to attend each meeting or discussion to ensure effective Board meetings. At least one of the Co-Chair's must also be in attendance.

The Board shall have two Co-Chairs, Steve Rowe (M&S CEO) and Jonathon Porritt (Founder Director of Forum for the Future).

Membership of the board is by invitation only. Membership of the Board shall comprise a minimum of six members, including the Co-Chairs, to ensure adequate representation of issues, and a maximum of fourteen to enable effective discussion and decision-making.

The Board may, at their discretion, obtain independent professional advice from parties with particular specialist sustainability knowledge or experience from time to time. These parties can be invited to attend meetings as appropriate.

Meetings

The Board shall meet bi-annually.

Role

To provide independent input into the development and implementation of Plan A and to provide rigorous and informed challenge to M&S's plans.

Terms of Reference

Its primary function is to support the M&S Operating Committee with the implementation of Plan A, the Company's 'eco/ethical plan' launched in January 2007 and updated in 2017 (called Plan A 2025), it sets out 100 challenging commitments and targets for our business to achieve by 2025.

1. To provide independent, constructive challenge on M&S's journey to become a truly sustainable retailer.
2. To facilitate shared learning on what constitutes sector leadership in sustainability.
3. To advise M&S on the changing landscape to ensure plans remain relevant, 'at the cutting edge' and cognisant of the likely future trends on a global basis.
4. To provide independent commentary on M&S' s progress towards becoming a truly sustainable retailer for inclusion in the annual Plan A report.
5. To evaluate its own membership and performance on a regular basis.

Governance

- Co-chair Steve Rowe will feedback from this Board to the M&S plc Board twice a year.
- All individuals shall sign a confidentiality agreement before participating in the Board as a member.
- All members shall serve in a personal capacity rather than as representatives of their organisations.
- Membership of the Board is in a voluntary, unpaid capacity although M&S will cover all reasonable business expenses incurred.
- No confidential or commercially sensitive information relating to members' interests or relationships with M&S (or their competitors) shall be discussed or shared.
- In the event of members perceiving a conflict of interest on any subject, then they shall exclude themselves from part or all of a particular meeting.