



EST. 1884

# ANNUAL GENERAL MEETING 2020 PROXY CARD

TO BE BROADCAST FROM WATERSIDE HOUSE,  
35 NORTH WHARF ROAD, LONDON, W2 1NW ON  
FRIDAY 3 JULY 2020 AT 11AM

Board biographies and the full Notice of Meeting can be found in the Annual Report. To view these online, go to the downloads section of [marksandspencer.com/annualreport2020](https://marksandspencer.com/annualreport2020) and follow the links.

## VOTE YOUR SHARES AT THE AGM

If you would like to vote at the AGM, but are unable to participate electronically yourself, you can appoint a Proxy who will vote on your behalf. There are three ways of doing this: 1) vote in advance or on the day via the Lumi app or website, 2) vote in advance via Shareview or 3) complete and return the Proxy voting form below.

To vote via Lumi:	To vote via Shareview:
Username:	Shareholder reference number:
Password:	Activation code:
Meeting ID:	

Guidance notes are on the reverse of this card and on page 194 of the Notice of Meeting. If you post the voting form within the United Kingdom, no envelope is necessary and there is no postage to pay. If you prefer to use an envelope, please address to Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU. If posting from outside the United Kingdom, you should return it in an envelope to the FREEPOST address above. However, you will need to pay the postage.

+ Task ID Shareholder reference No. 2482-265-S +

## VOTE BY POST: AGM 2020 VOTING FORM

If you do not have access to the internet and want to vote your shares, you can do so by completing and **returning this part of the form to arrive no later than 11am on Wednesday 1 July 2020.**

I want to give voting instructions			Indicate voting intention by <input checked="" type="checkbox"/>				
Resolutions	For	Against	Vote withheld	Resolutions	For	Against	Vote withheld
1 Receive Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Re-elect Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approve the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Authorise Audit Committee to determine auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authorise allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-elect Archie Norman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 General disapplication of pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-elect Steve Rowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Additional disapplication of pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-elect Andrew Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authorise purchase of own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-elect Andy Halford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Call general meetings on 14 days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-elect Pip McCrostie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Authorise the Company and its subsidiaries to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Re-elect Justin King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21 Approve amendments to the Performance Share Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Elect Eoin Tonge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22 Approve the Restricted Share Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Elect Sapna Sood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23 Approve the Deferred Share Bonus Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Elect Tamara Ingram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\*special resolution

M&S Board voting recommendations

### Sign and date this declaration

I/we being the shareholder(s) of Marks and Spencer Group plc (the Company) hereby appoint the Chairman of the meeting, or<sup>f</sup>

Name and address of Proxy (see notes for voting overleaf)

as my Proxy to vote on my/our behalf at the Annual General Meeting (AGM) of the Company to be held on Friday 3 July 2020 at 11am and at any adjournment thereof. In respect of the resolutions referred to in the Notice of Meeting, I/we desire my/our Proxy to vote as indicated.

<sup>f</sup>If you would like to appoint a Proxy other than the Chairman, insert name and address in the box provided and initial alteration. You may appoint more than one Proxy.

See page 190 of Notice of Meeting (Note 2)

Date

Signature

# ANNUAL GENERAL MEETING 2020

## NO PHYSICAL ATTENDANCE PERMITTED

In line with the government's restrictions on public gatherings, physical attendance at the 2020 AGM will not be permitted. However, after last year's successful digital hybrid AGM, we are well placed to ensure shareholders and duly appointed proxies are able to participate electronically.

## ELECTRONIC PARTICIPATION

Shareholders and duly appointed proxies can register their votes and questions electronically, both in advance and on the day, by either downloading the dedicated "Lumi AGM" app or by accessing the AGM website, <http://web.lumiagm.com>. Votes and questions can also be registered in advance of the meeting via [Shareview.co.uk](http://Shareview.co.uk).

Further information, including step-by-step guides on how to join the meeting electronically and submit your votes and questions using the Lumi app, Lumi website and Shareview\* can be found on pages 194 to 197 of the Notice of Meeting\*\*, available at [marksandspencer.com/annualreport2020](http://marksandspencer.com/annualreport2020).

To vote and register a question via Shareview, first visit [Shareview.co.uk](http://Shareview.co.uk) and sign into your Shareview portfolio. If you have not registered for your Shareview portfolio, you will be able to do so by clicking 'Register'; selecting 'Open Portfolio Account'; then following the online instructions to enter your shareholder reference and activation code which are included on this communication overleaf.

To vote and register a question via Lumi, either download the dedicated 'Lumi AGM' app or visit <http://web.lumiagm.com>. You will need to enter your meeting ID, username and password which are included on this communication overleaf, and click 'Cast your vote'. To submit a question, select the 'Questions' icon, type your question and click on the arrow icon to submit it.

## ADDITIONAL NOTES FOR VOTING

If you cannot electronically join the AGM, but wish to vote on the resolutions, you are entitled to appoint someone else as a 'Proxy'. A Proxy need not be a member of the Company and can exercise all or any of your rights to electronically attend, ask questions and vote at the meeting. A Proxy must vote as you have instructed.

A Proxy will vote at his or her discretion or abstain from voting, as he or she sees fit, on any resolution on which you do not give a specific instruction and, unless instructed otherwise, on any other business (including amendments to resolutions) which may properly come before the meeting.

This form constitutes a Form of Appointment of Proxy and enables you to cast votes attaching to your Marks and Spencer Group plc shares.

The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and is not counted in the calculation of the votes 'for' and 'against' a resolution.

This form assumes you wish to vote all of 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 on 0345 609 0810 or +44 121 415 7071 from outside the UK. Lines open 9.00am to 5.00pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

\*For voting and question registration in advance of the meeting only. Shareview will not be available for this purpose on the day.

\*\*Duly appointed proxies can obtain these details by calling Equiniti before 11.00am on 2 July 2020 on 0345 609 0810 or +44 121 415 7071 from outside the UK.

Business Reply Plus  
Licence Number  
RSRH-JSEC-XSZA



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