

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 of your shares in Marks and Spencer Group plc ('M&S' or the 'Company'), please pass this document together with the accompanying proxy form as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

MARKS & SPENCER

Notice of Annual General Meeting 2012
Royal Festival Hall, Southbank Centre, London SE1 8XX

Tuesday 10 July 2012 at 11am

Dear Shareholder,

Annual General Meeting ('AGM')

I have pleasure in sending you the Notice of this year's AGM which will be held at the Royal Festival Hall, Southbank Centre, London SE1 8XX on Tuesday 10 July 2012 at 11am. The AGM is an important day in our calendar and is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions.

We have set out a very clear commitment to be transparent and open in our shareholder communications, and as part of this, I wanted to inform you of a change in approach to this and future meetings.

This year, we will be starting our meeting at 11am. This timing is in line with other FTSE 100 companies. Light refreshments will be served before the meeting starts and we will be delighted to offer you a lunch bag on departure to enjoy during your onward journey.

These changes will ensure that we continue to deliver your AGM to M&S standards and stay focussed on the business of the meeting. This is part of our ongoing, long-term strategy around shareholder engagement.

If you cannot attend the meeting, we would still like to understand the themes and issues of concern to you, as shareholders. You may send your comments by e-mail to chairman@marks-and-spencer.com, with the heading AGM 2012 or, if you prefer, on the comments card included with this booklet.

Your Vote Counts

Your vote is important to us – you can:

- register your proxy vote electronically by logging on to our Registrar's website, sharevote.co.uk, or by using the service offered by Euroclear UK & Ireland Limited for members of CREST; or
- complete and return the enclosed proxy form; or
- attend and vote at the AGM.

Voting

The accompanying proxy form invites you to vote in one of three ways for each of the resolutions: 'for', 'against' or 'vote withheld'.

At the meeting itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present, who vote all their shares (rather than one vote per person) using the 'VotenoW' system. The results will be published on our website, marksandspencer.com/thecompany, together with a résumé of the meeting, and will be released to the London Stock Exchange.

In 2011 all resolutions were passed at the meeting with votes ranging from 84.8% to 99.9% in favour.

Website

Our corporate website 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;
- all the latest M&S news, press releases and investor presentations;
- a detailed account of our approach to corporate governance at M&S; and
- a live webcast of the AGM.

Explanatory Notes

An explanation of each of the resolutions is set out below.

Resolution 1 – To receive the Report and Accounts

The Board asks that shareholders receive the report of the directors and the financial statements for the 52 weeks ended 31 March 2012, together with the report of the auditors.

Resolution 2 – Approval of the directors' remuneration report

The directors' remuneration report (the 'Remuneration Report') is set out on pages 54 to 67 of the Annual Report. It has been prepared in accordance with the Directors' Remuneration Report Regulations 2002 and sets out the pay and benefits received by each of the directors for the year ended 31 March 2012.

Resolution 3 – Final dividend

The Board proposes a final dividend of 10.8p per share for the year ended 31 March 2012. If approved, the recommended final dividend will be paid on 13 July 2012 to all shareholders who are on the register of members on 1 June 2012.

Resolutions 4 to 16 – Election of directors

The UK Corporate Governance Code 2010 (the '2010 Code') recommends that all directors stand for annual election.

Biographical details of our directors, including details of those key attributes each brings to the Board debate, are given in the Annual Report and Annual Review or on our Annual Report website. The Board concludes that each non-executive director is independent in character and judgement. This follows a process of formal evaluation which confirms that each 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). The corporate governance section of the Annual Report contains details on the role of the Board and its committees.

Resolutions 17 and 18 – Re-appointment of the auditors and authority for the Audit Committee to determine their remuneration

On the recommendation of the Audit Committee, the Board proposes that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company. Resolution 18 proposes that the Audit Committee be authorised to determine the level of the auditors' remuneration.

Resolution 19 – Renewal of the powers of the Board to allot shares

Paragraph (A) of this resolution would give the directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £133,890,820 (representing 535,563,280

ordinary shares of 25p each). This amount represents approximately one third of the Company's issued share capital as at 21 May 2012, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Association of British Insurers ('ABI'), paragraph (B) of resolution 19 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 £267,781,640 (representing 1,071,126,560 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 of the issued ordinary share capital of the Company as at 21 May 2012, the latest practicable date before the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire on the date of the AGM in 2013 or on 30 September 2013, whichever is sooner.

The directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy options under the Company's share option schemes, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. Where the Board does use the additional authority described in (B), the directors intend to follow ABI recommendations that all of the directors will stand for re-election at the following AGM. As at the date of this Notice, no shares are held by the Company in treasury.

Resolution 20 – Disapplication of pre-emption rights in certain circumstances

The directors are also seeking authority to allot ordinary shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be, similar to previous years, limited to allotments in connection with pre-emptive offers, up to an aggregate nominal amount of £20,083,623 (representing 80,334,492 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 21 May 2012, being the latest practicable date before the publication of this Notice, and corresponds with the guidance produced by the ABI and the National Association of Pension Funds.

The directors have no current intention to allot shares except in connection with employee share schemes. The Company has issued 27,712,183 ordinary shares in the past three years, on a non pre-emptive basis, which represents 1.72% of issued share capital. This is in line with the Pre-Emption Group's Statement of Principles, which state that companies should not issue more than 7.5% of their issued share capital on a non pre-emptive basis over a rolling three year period without prior consultation with shareholders. The authority sought under this resolution will expire on the date of the AGM in 2013 or on 30 September 2013, whichever is sooner.

Resolution 21 – Authorisation for the Company to purchase its own shares

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. No shares were bought back under the current authority. The directors have no present intention of exercising the authority to make market purchases, but the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. It is the Company's present intention to cancel any shares it buys back rather than hold them in treasury. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 25p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 49.1 million ordinary shares, representing 3.06% of the Company's issued ordinary share capital as at 21 May 2012, the latest practicable date before the publication of this Notice. If the authority given by resolution 21 were to be fully used, these options would represent 3.40% of the Company's ordinary share capital in issue at that date.

Resolution 22 – Notice of general meetings

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

- 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
- 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 less than 21 clear days' notice. The 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 22 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM in 2013 or on 30 September 2013, whichever is sooner. This is the same authority that was sought and granted at last year's AGM.

Resolution 23 – Authority to make Political Donations

The 2006 Act prohibits companies from making any political donations to EU political organisations, independent candidates or incurring EU political expenditure unless authorised by shareholders in advance. **The Company does not make and does not intend to make donations to EU political organisations or independent election candidates, nor does it incur any EU political expenditure.** However, the definitions of political donations, political organisations and political expenditure used in the 2006 Act are very wide. As a result this 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 being in breach of the legislation.

The Board is therefore seeking authority to make political donations to EU political organisations and independent election candidates not exceeding £50,000 in total and to incur EU political expenditure not exceeding £50,000 in total. In line with best practice guidelines published by the ABI, this resolution is put to shareholders annually rather than every four years as required by the 2006 Act. For the purposes of this resolution, the terms 'political donations', 'political organisations', 'independent election candidate' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the 2006 Act.

Resolution 24 – Authority to renew the Company's Share Incentive Plan

Authority is sought to renew the existing All Employee Share Plan ('AESOP'). The AESOP has been updated to reflect the changes to the legislation since its original approval, including a name change to the Share Incentive Plan ('SIP'). A summary of the scheme appears in the appendix to this Notice.

Recommendation

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

Yours sincerely



Amanda Mellor, Group Secretary
7 June 2012

Notice of Meeting

Marks and Spencer Group plc

Notice is hereby given that the tenth Annual General Meeting of Marks and Spencer Group plc will be held at the Royal Festival Hall, Southbank Centre, London SE1 8XX on Tuesday 10 July 2012 at 11am (the 'AGM') for the purposes set out below:

Resolutions 1 to 19 and 23 and 24 will be proposed as ordinary resolutions. Resolutions 20 to 22 will be proposed as special resolutions.

1. To receive the report of the directors and the financial statements for the 52 weeks ended 31 March 2012, together with the report of the auditors.
2. To approve the Remuneration Report.
3. To declare a final dividend of 10.8p per ordinary share.

To elect the following directors who were appointed by the Board since the last AGM:

4. Vindi Banga
5. Miranda Curtis

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

6. Marc Bolland
7. Kate Bostock
8. Jeremy Darroch
9. John Dixon
10. Martha Lane Fox
11. Steven Holliday
12. Jan du Plessis
13. Steven Sharp
14. Alan Stewart
15. Robert Swannell
16. Laura Wade-Gery
17. To resolve that PricewaterhouseCoopers LLP be, and are hereby, re-appointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
18. To resolve that the Audit Committee determine the remuneration of the auditors on behalf of the Board.

To view our Board biographies go to the governance section of marksandspencer.com/annualreport2012 and follow the link. Those with a QR Reader app can use the link to the right.



Directors' authority to allot shares

19. To resolve that the directors be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined in section 551 of the Companies Act 2006):

- (A) up to a nominal amount of £133,890,820;
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £267,781,640 (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 laws of, any territory or any matter.

The authorities conferred on the directors to allot securities under paragraph (A) and (B) will expire on the date of the AGM of the Company to be held in 2013 or on 30 September 2013 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.

Disapplication of pre-emption rights

20. To resolve as a special resolution that, if resolution 19 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution (set out in this Notice) as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that such power to be limited:

- (A) to the allotment of equity securities for cash 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 19, 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,

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 laws of, any territory or any matter; and

- (B) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £20,083,623,

and shall expire at the conclusion of the AGM to be held in 2013 or on 30 September 2013, 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 power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Company's authority to purchase its own shares

21. 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 25p each ('Ordinary Shares'), such power to be limited:
- (A) to a maximum number of 160m Ordinary Shares; and
 - (B) by the condition that the minimum price which may be paid for an Ordinary Share is 25p and the maximum price which may be paid for an Ordinary Share is the highest of:
 - (i) an amount equal to 5% above 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 and the highest current independent bid on the trading venues 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 2013 or until 30 September 2013, 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.

Calling of general meetings on 14 days notice

22. To resolve as a special resolution that a general meeting other than an AGM may be called on not less than 14 clear days' notice.

Political donations

23. 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 hereby authorised (i) to make political donations to EU political organisations or independent election candidates not exceeding £50,000 in total; and (ii) incur EU political expenditure not exceeding £50,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2013 or on 30 September 2013, whichever is sooner.

Share Incentive Plan

24. To resolve that the amended Marks and Spencer Group plc Share Incentive Plan (the 'SIP'), the principal terms of which are summarised in this document and the rules of which are produced to this meeting and signed for the purposes of identification by the Chairman, be approved and the directors authorised to do all acts and things which they consider necessary to bring the SIP into effect, including the setting up of further SIPs based on the above, 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 above SIP.

By order of the Board

Amanda Mellor, Group Secretary

7 June 2012, London

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

Registered in England and Wales No. 4256886

Appendix

Summary of the Marks and Spencer Group plc Share Incentive Plan

General

An All Employee Share Plan was approved in 2000 and subsequently adopted by the Company in 2003. There have been a number of legislative changes since then, including a change of name to the Share Incentive Plan ('SIP'). Whilst there is no immediate intention to make further awards under this arrangement, the Company would like to be in a position to do so in the future if appropriate and proposes to renew the SIP and update it to reflect current legislation. The Company therefore intends to obtain HMRC approval for the revised Rules and the Trust Deed under Schedule 2 ITEPA 2003. The trustees of the Plan are Equiniti Share Plan Trustees Limited ('the Trustees').

Operation

The SIP contains three elements and the Company will decide each year which (if any) of these elements will be offered to employees, provided that the SIP may not be operated more than 10 years after its approval by shareholders.

(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 £3,000 or such higher limit as may be permitted by the relevant legislation. Free Shares may be allocated equally, or on the basis of salary, length of service or hours worked, or on the basis of the performance of the Company, one or more business units and/or individual performance, within the limits specified by the relevant legislation.

(b) **'Partnership Shares'**, which an employee may purchase out of his or her pre-tax earnings. The market value of Partnership Shares which an employee can agree to purchase in any tax year under the current legislation may not exceed £1,500 (or 10% of an employee's salary if lower). Partnership Shares are purchased on behalf of an employee by the Trustees. The funds used to purchase shares will be deducted from the employee's salary. The intervals at which deductions will take place will be communicated to employees prior to the commencement of their participation in the SIP. Funds deducted from salary will be held on the employee's behalf until they are used to buy Partnership Shares.

(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 are 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. It is not intended that any award under the SIP will be pensionable, other than the Partnership Share award which is purchased from the employee's normal salary.

Eligibility

The Company must offer all UK tax-resident employees the opportunity to participate in the SIP whether they work full or part time and may extend the invitation to other employees meeting the legislative requirements. The Company can 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.

Source of Shares

The Trustees may either subscribe for new 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 schemes of the Company over the preceding 10 year period to exceed 10% of the Company's issued ordinary share capital from time to time.

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 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 shorter period as the Company may specify), his or her 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 on reaching age 50, 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.

Dividends on Shares Held by Trustees

Where ordinary shares are held by the Trustees, employees will be treated as the beneficial owners of the shares. Any dividends received in respect of shares held by the Trustees may be used to acquire additional shares for employees or may be distributed to employees.

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 or additions (to the advantage of participants) to the rules governing eligibility, the limits on participation, the basis for determining a participant's entitlement to shares and the treatment 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.

The directors may make such amendments and additions to the SIP as they consider appropriate up to the forthcoming Annual General Meeting, provided that these do not conflict in any material respect with this summary of the rules and the requirements of the legislation. No alteration to the terms of the SIP or to the Trust Deed may be made while the SIP is approved by HMRC without their approval.

Notes:

1. Biographies of the directors seeking election are given in the accompanying report, including membership of the principal committees. The terms of their service contracts are such that all executive directors 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; Robert Swannell 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. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice (if received by post). If you do not have a proxy form and believe that you should have one, or if you require additional proxy forms (to appoint more than one proxy), please contact our shareholder helpline on **0845 609 0810**. Alternatively photocopy the enclosed proxy form. Please indicate the number of shares in relation to which they are authorised to act as your proxy in the box above the proxy holder's name. Please also indicate if the instruction is one of multiple instructions being given. If a proxy is being appointed for less than your full entitlement, please enter in the box below the proxy holder's name the number of shares in relation to which they are entitled to act. The proxy form accompanying this Notice assumes you wish to vote on 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. All proxy forms must be signed and should be returned together.
3. If you would like to submit your vote electronically, please visit sharevote.co.uk, where there are full instructions. You are advised to read the terms and conditions of use. If you return paper and electronic instructions, those received last by the registrar before 11am on Friday 6 July 2012 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, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority is determined by the order in which the names appear in the Register of Members.
5. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6TW no later than 11am on Friday 6 July 2012.
6. The return of a completed proxy form, other such instrument or any CREST proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder attending the AGM and voting in person if he wishes to do so.
7. 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 him/her and the shareholder by whom he/she was 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, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
9. To be entitled to attend speak and vote at the meeting (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 6pm on Friday 6 July 2012 (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

10. The following documents are available for inspection at an agreed time (please ring +44 (0) 20 8718 9888) during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded), at the Company's registered office, Waterside House, 35 North Wharf Road, London W2 1NW. They will also be available for inspection at the Royal Festival Hall, Southbank Centre, London SE1 8XX from 10am on 10 July 2012 until the conclusion of the AGM: copies of the executive directors' service contracts; copies of the non-executive directors' letters of appointment; copies of the directors' deeds of indemnity; and a copy of the current Memorandum and Articles of Association of the Company.
11. A copy of the amended Marks and Spencer Group plc Share Incentive Plan rules will be available at the offices of Deloitte LLP at 2 New Street Square, London EC4A 3BZ during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice up to and including the day of the AGM (please telephone +44 (0)20 7303 8162). They will also be available for inspection at the Royal Festival Hall, Southbank Centre, London SE1 8XX from 10am on 10 July 2012 until the conclusion of the AGM.
12. 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.
13. As at 21 May 2012 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 1,606,689,840 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 May 2012 are 1,606,689,840.
14. 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.
15. In order 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/CREST). 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 6 July 2012. 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.
16. 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 his 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.
17. 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.
18. Any corporation which 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.

19. 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 not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
20. Any member attending the meeting has a 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 (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
21. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at marksandspencer.com/thecompany.
22. Please see the letter from the Group Secretary dated 7 June 2012 for further explanatory notes.
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AGM schedule

Royal Festival Hall, Southbank Centre, London SE1 8XX

Timings

Date: Tuesday 10 July 2012

9.30am Doors open, registration begins

10.15am Auditorium opens

11.00am AGM begins

1.00pm (approximately) AGM closes – the results of the poll will be released to the London Stock Exchange once collated

Admission

Please plan to arrive by 10.30am to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your proxy form or, for those registered for electronic communications, is attached to the email you will have received. This will help us to register you more swiftly.

Further information

Webcast

For shareholders unable to attend the AGM, there will be a webcast on our website. This will be broadcast live at 11.00am on the day. Please go to marksandspencer.com/thecompany and follow the links to register for this. The webcast will also be available to download after the event.

If you have any queries about the AGM or the contents of this document, please call Marks & Spencer Group Secretariat on +44 (0) 20 8718 9888.