

REMUNERATION COMMITTEE REPORT



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Our Remuneration Policy supports our high-performance culture; our reward outcomes reflect our strong growth and value creation.

Fiona Dawson

Chair of the Remuneration Committee

Where to find out more



Membership

- ➔ Details of Committee members and their attendance at all meetings can be found on pages 62 to 63.
- ➔ Information on the skills and experience of all Committee members can be found on pages 61 to 63.

Responsibilities

- ➔ The role and responsibilities of the Committee can be found on pages 64 to 65.
- ➔ The Committee's full Terms of Reference and compliance with the Code can be found at corporate.marksandspencer.com.

Effectiveness

- ➔ Details of the Committee's annual performance review can be found on page 71.

Year in review

M&S' strategy of reshaping for growth is starting to have impact. This year we have achieved strong financial results and improved trading performance, while continuing to deliver returns to shareholders through the re-introduction of dividends over the last 18 months.

The Remuneration Committee is focused on making sure our Remuneration Policy and practices support the delivery of M&S' strategy as well as driving a high-performance culture.

Our reward principles are to invest in lower-paid colleagues first (as demonstrated by our investment in UK retail colleague pay), link pay to performance, and differentiate awards based on individual contribution. Overall, we ensure reward packages are competitive enough to attract and retain colleagues throughout the organisation.

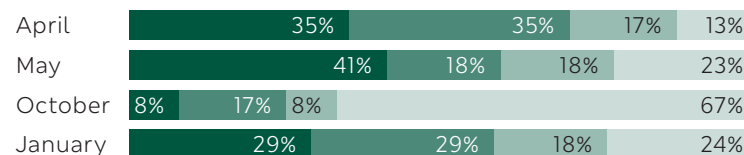
In light of our continuing growth, at the start of the year, the Committee followed a rigorous process to ensure performance targets set for 2024/25 were appropriately stretching, considering the forecast for the year, and to ensure alignment with shareholders' interests.

As outlined on pages 22 to 31, we have delivered Group profit before tax and adjusting items of £875.5m, despite the challenging external environment and cost and economic headwinds. Strong volume and value performance has led to growth in market share in both Food and Fashion, Home & Beauty. Aligned with this performance are the incentive outcomes for the year. The Committee carefully assessed the outcomes to make sure they reflected the underlying performance of the Company, while taking account of the external environment, stakeholder views and wider workforce pay. It also considered the recent cyber incident and concluded no adjustments were needed to the 2024/25 incentive outcomes but recognised it would need to re-visit the matter in the context of the 2025/26 remuneration outcomes.

On the Committee's agenda in 2024/25

The Committee's agenda followed its usual cadence of activities this year, with time divided between the following areas:

- Pay arrangements
- Annual Bonus Scheme
- Long-term incentives
- Governance and external market



Key decisions in the year

During the year, the Committee approved executive remuneration decisions and noted changes to pay and benefits across the business. Remuneration highlights included:

- £95m investment in pay for our UK retail colleagues. Customer Assistants' pay increased by 5% to £12.60, and £13.85 in London, in line with the Real Living Wage.
- Over 3,400 colleagues benefited from our strong share price performance over the last three years by being members of our 2021 ShareSave scheme, which matured in February 2025. On average colleagues received a gain of £2,216.
- Executive pay decisions were made in the context of the broader workforce pay. The CEO pay increase of 2% is below the 5% awarded to Customer Assistants and the salaried pay review budget of 3%.
- The strong profit performance over the last year and the delivery of individual objectives resulted in a 2024/25 Annual Bonus Scheme (ABS) outturn of 97% of maximum for the CEO. The CFO participated in the profit element only, resulting in an outcome of 70% of maximum (pro-rated for her period of employment).



REMUNERATION COMMITTEE REPORT CONTINUED

- The 2022 Performance Share Plan (PSP) vested at 90% of maximum for the CEO, reflecting improved performance over the last three years on a number of key financial and strategic measures. The Committee assessed the relevant performance criteria and agreed to scale back the vesting of the store staff to cost ratio measure (see page 95). After this adjustment, the Committee determined the overall outcome reflected the underlying performance of the Company.
- The current shareholder-approved Recruitment Policy was applied when setting the remuneration package of Alison Dolan on appointment as CFO.
- Continued discipline when applying the remuneration framework to senior leadership changes, while balancing the need to attract the talent required to continue reshaping M&S for growth.

Pay arrangements

When determining the appropriateness of the senior remuneration framework, and in particular salary increases, the Committee considered wider workforce pay and the broader external context. During the year, the Committee discussed and approved (where relevant):

- The hourly rate of Customer Assistants, given the increase in the National Living Wage and Real Living Wage and the additional cost of employment taxes. The Committee was very supportive of management's continued approach of investing in our lower-paid retail colleagues, who are integral to the Company's success by providing a great experience for our customers.
- The overall spend on the pay review and the allocation approach for salaried and management colleagues. In particular, differentiated pay increases on performance ratings for those colleagues not in the Annual Bonus Scheme to support our high-performance culture.
- An increase of 2% in the CEO's pay, effective from 1 July 2025. The Committee determined an increase was appropriate at a level lower than pay increases across the business considering the CEO's overall remuneration. The increase for Customer Assistants was 5%, and the salaried pay review budget was 3%.
- The remuneration package, and buyout arrangements, for the recruitment of Alison Dolan as CFO was within the shareholder-approved Recruitment Policy. See page 100 for more details.
- The talent and succession pipeline along with remuneration packages for other senior leadership changes.

Annual Bonus Scheme (ABS)

The Committee carefully considers the targets that are set for the ABS to ensure they are stretching, both for the financial element and for individual objectives. It also reviews performance outcomes, taking into account the broader context, stakeholder views and to ensure the underlying performance of the business is reflected. Each year the Committee considers if any adjustments are required or discretion needs to be applied.

2024/25 ABS outcome

- The Company delivered strong Group profit before tax and adjusting items (adjusted PBT) of £875.5m. As a result, the profit target, which makes up 70% of the bonus award for Executive Directors, was met in full.
- The other 30% of the award was based on individual objectives, linked to the delivery of M&S' transformation. The Committee thoroughly assessed the extent to which the individual objectives were achieved. It determined an outcome of 27% out of 30% for the CEO, resulting in an overall bonus outcome of 97% of maximum. The Committee determined Alison would only receive the part of her bonus relating to the financial performance of the business as she only worked for three months of the financial year, resulting in an overall bonus outcome of 70% of maximum (then pro-rated for her period of employment).
- In the context of strong business performance and wider stakeholder experience, the Committee was satisfied that outturns were appropriate, and no application of discretion was required. See pages 92 to 93 for more details.
- In addition, the Committee reviewed the total bonus expenditure and was updated on the performance management process across the business to ensure individuals were appropriately rewarded.

2025/26 ABS design

The Committee reviewed the scheme design, operation and targets for the 2025/26 ABS. The Committee agreed performance should continue to be measured against adjusted PBT (70%) and individual objectives (30%), believing this remains appropriate when considering the continuing drive to reshape M&S for growth. It also agreed that the maximum opportunity under the scheme should remain at 200% of base salary. More details can be found on pages 93 to 94.

Long-term incentives

The Committee assessed the achievement of objectives and corresponding vesting level of the 2022 PSP awards, alongside approving the grant of the 2025 PSP awards to ensure appropriate alignment between driving exceptional performance and retaining talent.

2022 PSP outcome

- The Committee reviewed performance against the 2022 PSP metrics, reflecting the Company's adjusted earnings per share (EPS), adjusted return on capital employed (ROCE), the Company's relative total shareholder return (TSR) performance and the delivery of the strategic objectives. It determined a vesting outcome of 90% of maximum. The Committee considered the appropriateness of applying discretion to the vesting outcomes. The store staff cost to sales ratio target is underpinned by a requirement that there is no significant increase in central headcount over the period. The Committee considered the impact of additional central costs and, for the third year, it determined the store staff cost to sales ratio metric should be reduced by 50% and this is reflected in the vesting outcome above.

REMUNERATION COMMITTEE REPORT CONTINUED

On the Committee's agenda in 2024/25 continued

Long-term incentives continued

2025 PSP design

- The Committee reviewed the scheme design, performance metrics and award levels for the 2025 PSP. The Committee agreed the 2025 PSP should retain the same financial measures: 30% adjusted EPS, 30% adjusted ROCE, 20% relative TSR and the remaining 20% will continue to be subject to a basket of three strategic measures.
- The Committee intends to grant 2025 PSP awards of 250% of salary to the CEO and CFO in July 2025. Given the cyber incident, it is reviewing the performance metrics and targets for the 2025 PSP and these will be disclosed before the end of the year. See page 95 for more details.
- New share plan rules will be put to shareholders for approval at the 2025 AGM. The only material change is the removal of the 5% in 10-year dilution limit in line with the updated guidance from the Investment Association.

Governance and external market

As well as the annual approval of the Directors' Remuneration Report, and review of the Committee's performance and Terms of Reference, the Committee also considered various internal and external factors impacting colleagues and pay, including:

- Pay and benefits across the Group, including noting the pay review for hourly paid Customer Assistants. The Committee also considered colleague views. BIG plays a critical role in this and collects feedback and views on pay packages, bonus allocations and ShareSave. The BIG Chair attends a Remuneration Committee meeting annually. Further details are on page 33.
- External market practice. The Committee is supported by its remuneration adviser, PwC.
- Regulatory updates and evolving investor guidance and expectations, including the Code and guidelines published by investor bodies.
- The Committee actively engages with shareholders and considers any feedback on remuneration matters.
- During 2025, the Committee will undertake a full review of its Remuneration Policy, in advance of putting a new Policy to shareholders at the 2026 AGM. As part of the review, we will engage with our major shareholders.

➔ See Figure 1, on pages 89 and 90, for further details on how the Directors' Remuneration Policy will be implemented in 2025/26.

The Policy, schemes and practices referred to in the Remuneration Committee overview on page 65 are designed to support our strategy and promote the long-term success of M&S, while following the below principles.

Clarity

Remuneration arrangements are transparent and promote effective engagement with shareholders and the workforce.

Simplicity

Remuneration structures are uncomplicated, and their rationale and operation are easy to understand.

Risk

Ensure that reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.

Predictability

The range of possible values of rewards to Executive Directors is identified and explained at the time of approving the Policy.

Proportionality

The link between individual awards, the delivery of strategy and the long-term performance of the Company is clear. Outcomes should not reward poor performance.

Alignment with culture

Incentive schemes that drive behaviours consistent with M&S' purpose, values and strategy.



REMUNERATION IN CONTEXT

Colleague engagement

The Committee strongly believes in the key role colleague voice plays in contextualising remuneration decisions. Committee members receive colleague feedback directly and as part of Board meetings.

The Committee also engages with colleagues directly via BIG. Since 2018, the Chair of BIG has been invited to attend a Remuneration Committee meeting each year to share colleague feedback and contribute to reward discussions.

This engagement gives the Committee greater visibility of the things that really matter to our colleagues. It also gives the Committee the opportunity to explain and discuss our pay practices, and how executive pay aligns with pay across the wider workforce.

Examples of colleague engagement can be found throughout this Annual Report, but particularly on pages 9 and 32 to 35.

Colleague reward

We want everyone at M&S to be rewarded fairly and competitively. The Committee monitors and reviews remuneration policies in the wider workforce. Management provides the Committee with updates on pay arrangements and their proposed approach to forthcoming pay reviews, including hourly paid Customer Assistants.

From April 2025, the rate for M&S Customer Assistants increased by 5% to £12.60 nationally, and £13.85 in London. This represents an investment of £95m in retail pay, bringing the total investment to more than £285m over the last three years. Over the same period, pay has increased by over 26%, more than double the rate of inflation over the same period. For the third year, colleagues who are not eligible for a bonus received an M&S e-gift card in recognition of their contribution to our peak period over Christmas.

For salaried colleagues, effective July 2025, the salary pay review budget is 3%.

We continue to provide a highly competitive overall package which includes a market leading colleague discount, pension contributions up to 12%, life assurance and VirtualGP as well as enhanced maternity, paternity and adoption leave.

The Committee reviews all bonus costs and approves all PSP awards made to senior executives, considering the Company's financial performance and pay investment in the wider workforce.

Share ownership across our colleagues

M&S is a proud advocate of employee share ownership. The Board believes this supports colleagues sharing in M&S' success, being owners of our business, and aligning with our shareholders' interests.

Across our UK colleagues, M&S has a significant number of participants in all-employee share schemes. Around 14,000 colleagues hold over 42m Save As You Earn (SAYE) options in our ShareSave scheme and over 3,900 colleagues hold shares in our Share Incentive Plan (SIP), ShareBuy.

In February 2025, our 2021 ShareSave scheme matured. Over 3,400 colleagues, the majority of whom were Customer Assistants, participated in the scheme. On average the typical saving was £80 per month and, factoring in the discounted option price and share price growth at maturity, the average gain was £2,216.

Additionally, colleagues who participate in the ABS receive a portion of their bonus in shares with deferred vesting after three years. For our most senior colleagues, 50% of the bonus award is deferred, while for less senior colleagues this deferred element represents a third of their total award.

Consideration of shareholder views

The Committee, led by the Committee Chair, annually engages with investors ahead of our AGM, to answer remuneration queries and provide additional context for decisions. This typically starts in written format, with a meeting for further discussion.

Shareholder engagement is not limited to the AGM season, and the Committee welcomes open, two-way feedback and conversation on all matters of remuneration throughout the year.

CEO pay ratio

Given that the majority of our workforce are store based, with a significant number of part-time colleagues, calculating a full-time equivalent rate is complex. Consequently, we have revised our methodology this year from Option A to Option B. Under the legislation this methodology means that we use gender pay gap data, which is readily available, to identify the 25th, 50th and 75th percentile of UK colleagues using the 5 April 2024 snapshot date. A full-time equivalent total pay figure is then derived using the single figure methodology for the three colleagues. To ensure these are representative colleagues, we have also analysed the total pay of colleagues adjacent to the three colleagues.

We have compared last year's outcomes under methodologies A and B, and the change does not lead to a material difference in the results.

REMUNERATION IN CONTEXT CONTINUED

CEO pay ratio continued

For the CEO pay ratio, we have used the CEO's total pay as detailed in Figure 3 on page 91. The CEO's remuneration package includes a significant variable component to align outcomes to Company performance. Therefore, the pay ratio can fluctuate year to year based on business performance and incentive outcomes. The increase in the pay ratio this year is attributed to strong performance, which has elevated the bonus and PSP outturns. Additionally, the total pay figure incorporates a significant proportion of share price appreciation, as explained on page 91.

Year	Methodology	25th percentile ratio	50th percentile ratio	75th percentile ratio
2025	Option B	294:1	261:1	252:1
2024	Option A	216:1	198:1	166:1
2023	Option A	131:1	120:1	102:1
2022	Option A	128:1	117:1	99:1
2021	Option A	55:1	50:1	42:1
2020	Option A	64:1	59:1	51:1

The Remuneration Committee considers the pay ratios alongside other reference points. It believes the median pay ratio this year aligns with our pay, reward and progression policies for UK colleagues, reflecting our pay for performance philosophy.

The table below outlines the base salary and total pay and benefits for the CEO and the 25th, 50th and 75th percentile colleagues.

Pay data	Salary £000	Total pay and benefits £000	Salary £000	Total pay and benefits £000
	2023/24	2023/24	2024/25	2024/25
CEO remuneration	818	5,092 ¹	843	7,084²
UK colleague 25th percentile	22	24	24	24
UK colleague 50th percentile	24	26	25	27
UK colleague 75th percentile	29	31	27	28

1 Updated to reflect value of PSP at time of vesting.

2 As detailed in Figure 3 on page 91, £6,189,144 of the CEO's total package is from variable pay. Half of his 2024/25 bonus is deferred into shares for three years. Shares that vest under the PSP are subject to a two-year post vest holding period. The increase in M&S' share price over the period from when the PSP was granted in July 2022 to the end of March 2025 has had significant impact on the value of the 2022 PSP. £2,695,938 of the CEO's total pay is attributable to share price increase. This reflects the Company's strong growth over the last three years and is aligned to the shareholder experience.

Gender pay gap

The M&S UK median pay gap is 5.5% (down from 6.2% last year), and the mean gap is 12.2% (down from 12.6% last year). We pay our colleagues according to their role, regardless of their gender. For example, all Customer Assistants are paid the same hourly base rate. However, more men earn additional premiums causing a positive gender pay gap.

A more diverse, equitable and inclusive M&S is a critical enabler of the higher-performance customer-centric culture that we're aiming for. Creating an environment where everyone can thrive and contribute to the success of M&S is the aim of our diversity, equity and inclusion (DE&I) strategy, and with 70% of our workforce being women, we continue to focus on both the representation and experience of women in our business.

Representation of women is strong at all levels of the business, and importantly in our talent pipelines too. We have built stronger rigour around our hiring, talent and performance routines to ensure women have equal access to development and progression opportunities. Women account for over 50% of our senior leaders, over 50% of our store leadership teams and 70% of colleagues on internal development programmes. We also have no disparity in performance and talent ratings between men and women.

We have an ongoing ambition to be the leading employer for women in retail. Early progress included improved support for those taking and returning from family leave, better flexible working options, and increased awareness and support for women's health and life changes, with a particular focus on menopause. We've built on this recently, with continued commitment to support in significant moments – demonstrated by our signing of the Miscarriage Association's Pregnancy Loss Pledge.

Our colleague inclusion networks have continued to drive greater impact, with both the Gender Equality and Menopause Networks launching initiatives including mentoring circles, role modelling and networking events and awareness raising activity aimed to reduce stigma and promote allyship.

We know there's more to do and plan to build further from this position of strength with a particular focus in areas and roles where women are less well represented. Being close to our colleagues and listening and responding to the challenges they're facing will be key to this.

SUMMARY OF REMUNERATION POLICY

Our current Directors' Remuneration Policy, which was approved by shareholders on 4 July 2023, is summarised in the table below. The full Policy can be found on pages 108 to 115 of the 2023 Annual Report, available on our corporate website. The Policy is designed to attract, retain and motivate our leaders within a framework aligned to our shareholders' interests and designed to promote the long-term success of M&S.

At the 2026 AGM we will be seeking shareholder support and approval for a new Remuneration Policy. During the coming year, the Committee will be reviewing the Policy to ensure any new Policy continues to support and drive the overall business strategy, while considering the overall M&S remuneration framework and the external regulatory environment.

Figure 1: Summary of Policy and implementation in 2025/26

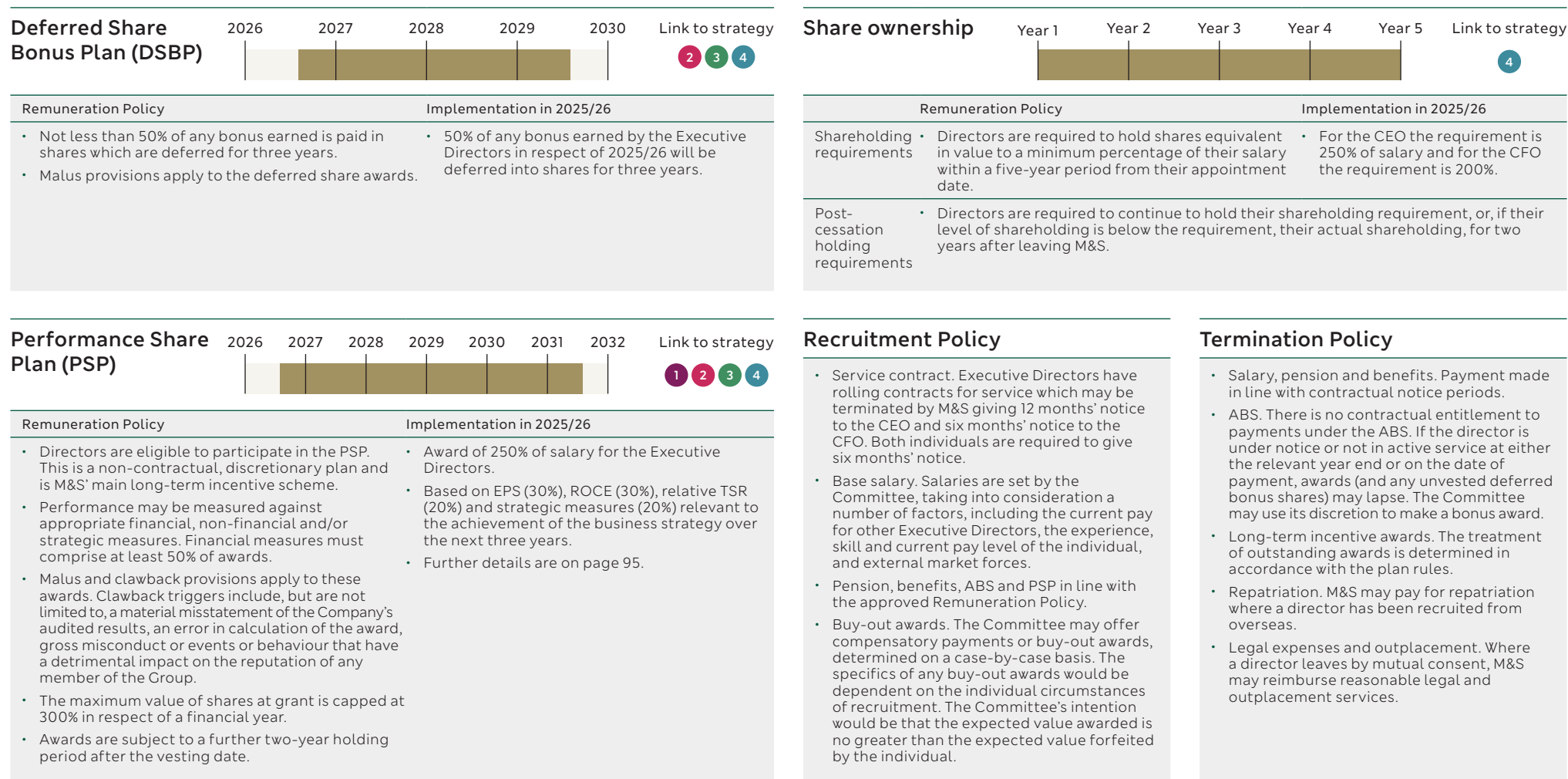
Fixed pay		2025	2026	2027	2028	2029	2030		
Annual Bonus Scheme (ABS)		2025	2026	2027	2028	2029	2030	Link to strategy	
Cash bonus								2 3 4	
Remuneration Policy		Implementation in 2025/26							
Salary	<ul style="list-style-type: none"> Salaries are payable in cash and are reviewed annually by considering a number of factors, including external market data, historical increases and salary review principles applied to the rest of the business. 	<ul style="list-style-type: none"> 2% increase for the CEO, below that of the wider workforce. No increase for the CFO as her salary was set on appointment. Further salary details are on page 92. 							
Pension	<ul style="list-style-type: none"> Directors may participate in the Your M&S Pension Saving Plan (a defined contribution arrangement), on the same terms as all other colleagues: where the employee contributes 6% of salary, the maximum employer contribution is 12% of salary. An alternative cash payment in lieu of pension payment is available (capped at 5% of salary). 	<ul style="list-style-type: none"> The CEO and CFO are members of the Your M&S Pension Savings Plan. The CEO contributes 3% of his salary and the CFO 6% of her salary into the scheme, and the Company contributes 6% and 12% respectively. Further pension benefit details are on page 92. 							
Benefits	<ul style="list-style-type: none"> As with all colleagues, directors are offered benefits including colleague discount, salary sacrifice schemes and participation in all-employee share schemes. 	<ul style="list-style-type: none"> No change versus implementation in 2024/25. Further benefit details are on page 92. 							
Remuneration Policy		Implementation in 2025/26							
Annual Bonus Scheme (ABS)		<ul style="list-style-type: none"> Directors participate in this non-contractual, discretionary scheme. Performance is measured against one-year financial and individual performance targets linked with delivery of the business plan. At least half of awards are measured against financial measures, which typically include Group profit before tax and adjusting items. Corporate and individual elements may be earned independently. No part of the individual objectives may be earned unless a threshold level of PBT has been achieved, after which up to 40% of the maximum may be payable for the achievement of individual objectives. Total maximum annual potential of up to 200% of salary for each director. The Committee retains the right to exercise discretion, both upwards and downwards, to ensure that the level of award is appropriate. Cash bonus payments are subject to two-year clawback provisions. Clawback applies in circumstances such as, but not limited to, a material misstatement of the Company's audited results, an error in calculation of the award, gross misconduct, or events or behaviour that have a detrimental impact on the reputation of any member of the Group. 							
Cash bonus		<ul style="list-style-type: none"> Executive Directors' maximum bonus opportunity is 200% of salary. 70% will be measured against PBT and 30% will be payable for the achievement of individual objectives. Targets will be disclosed retrospectively for reasons of commercial sensitivity. 							

Link to our strategic priorities:

- 1 Create exceptional products 2 Drive profitable sales growth 3 Deliver target operating margins 4 Build the M&S we need to be

SUMMARY OF REMUNERATION POLICY CONTINUED

Figure 1: Summary of Policy and implementation in 2025/26 continued



Link to our strategic priorities:

- 1 Create exceptional products 2 Drive profitable sales growth 3 Deliver target operating margins 4 Build the M&S we need to be

REMUNERATION REPORT

Executive Directors' remuneration

Each year, the Remuneration Committee reviews the current senior remuneration framework. It assesses whether the existing incentive arrangements remain appropriate in the context of the business strategy, fulfil current external guidelines and are aligned with a range of internal factors, including the pay arrangements and policies throughout the rest of the business.

In its discussions, the Committee aims to ensure not only that the remuneration framework is aligned to the delivery of business priorities, but also that targets are appropriately challenging and outcomes fairly reflect the performance of the business and individuals.

Figure 2: CEO remuneration structure 2024/25

Fixed pay	+	Annual bonus	+	PSP	=	Total pay for 2024/25
Base salary		200% of salary maximum bonus opportunity (with 50% deferral)		250% of salary awarded in 2022		Total payments are 92% of maximum potential
Benefits		Measured against Group PBT before adjusting items and individual performance		Measured against adjusted EPS, adjusted ROCE, relative TSR and strategic measures		
Pension benefits						
3% salary increase effective 1 July 2024		Outcome is 97% of maximum bonus opportunity		90% of award vested		

➞ Read more on page 93.

➞ Read more on page 95.

Figure 3: Total single figure remuneration (audited)

Director	Year	Salary £000	Benefits £000	Pension benefit £000	Total bonus £000	Total PSP vested ¹ £000	Other ² £000	Total pay £000	Total fixed pay £000	Total variable pay £000	% of total pay generated by share price appreciation
Stuart Machin	2024/25	843	0	51	1,635	4,555	0	7,084	894	6,190	38%
	2023/24	818	0	90	1,570	2,614	0	5,092	908	4,184	24%
Alison Dolan	2024/25	143	0	6	201	—	2,032	2,382	149	2,233	N/A
(from 6 January 2025)	2023/24	—	—	—	—	—	—	—	—	—	—
Katie Bickerstaffe³	2024/25	216	0	11	0	2,847	0	3,074	227	2,847	55%
(until 10 July 2024)	2023/24	767	46	38	1,304	2,614	0	4,769	851	3,918	26%

1 The PSP vesting values for 2024/25 are based on a share price of £3.49 (the average share price from 30 December 2024 to 29 March 2025). The 2023/24 values have been restated based on the share price of £2.89 at time of PSP vesting and to include the 2p dividend paid in July 2024.

2 In line with the approved Recruitment Policy, £714,840 of this figure relates to Alison Dolan's 2024 Rightmove annual bonus that she forfeited on resigning; 40% will be paid as cash and 60% will be deferred in shares until March 2027. £1,317,340 reflects the face value of share awards granted

to compensate her, on a fair value basis, for Rightmove share awards forfeited. The fair value was calculated to take account of the original performance period and the estimated satisfaction of the performance conditions of the original awards. The vesting timelines are in line with the time horizons of the original awards.

3 Katie Bickerstaffe did not participate in the 2024/25 ABS.

REMUNERATION REPORT CONTINUED

Salaries

When reviewing salary levels, the Committee takes into account a number of internal and external factors, including Company performance during the year, external market data, historical increases made to the individual and, to ensure a consistent approach, the salary review principles applied to the rest of the business.

For salaries effective July 2025, the Committee has awarded an increase of 2% to Stuart Machin and his new salary will be £865,694. This is below the 5% awarded to Customer Assistants and below the salaried pay review budget of 3%. Other senior management received a 2% increase.

The next annual salary review for the Executive Directors will be July 2026. The table below details the Executive Directors' salaries as at 1 July 2024 (or date of appointment) and salaries which will take effect from 1 July 2025.

Figure 4: Salaries

	Annual salary as of 1 July 2024 £000	Annual salary as of 1 July 2025 £000	Change in salary % increase
Stuart Machin	848.7	865.7	2%
Alison Dolan¹	600.0	600.0	0%

¹ Alison Dolan joined on 6 January 2025; her next annual salary review will be July 2026.

Benefits (audited)

The Remuneration Policy permits that each Executive Director may receive a car or cash allowance as well as being offered the benefit of a driver. Neither Stuart Machin nor Alison Dolan receives a car or cash allowance.

In line with all other colleagues, Executive Directors receive colleague discount and life assurance and are eligible to participate in salary sacrifice schemes such as Cycle2Work.

Pension benefits (audited)

Stuart Machin and Alison Dolan are both members of the Your M&S Pension Savings Plan. During the year, the CEO contributed 3% and the CFO contributed 6% of salary into the scheme, and the Company matched these with contributions of 6% and 12% respectively. The maximum level of contribution offered by M&S to all other colleagues is 12%.

The value of the Company's contribution in the year for Stuart and Alison is shown in the single figure table (Figure 3) on the previous page.

Deferred annual bonus (audited)

Currently 50% of any bonus award is compulsorily deferred into a conditional share award. These awards vest after three years, subject to continued employment as well as malus provisions. Consistent with the reporting requirements, the face value shown in the table below relates to the total number of shares granted in July 2024.

Figure 5: DSBP awards made in respect of 2023/24

	Basis of award	Face value of award £000	End of deferral period
Stuart Machin	50% of bonus	£785	05/07/2027
Katie Bickerstaffe	50% of bonus	£652	05/07/2027

¹ The share price used to calculate the number of shares was £2.89, being the average share price between 26 June 2024 and 2 July 2024.

ABS 2024/25 (audited)

Annual performance for the year was measured against pre-determined PBT (70%) and individual performance (30%) targets. PBT is used as a core bonus determinant, being an important measure of overall performance, and is consistent with how business performance is assessed internally by the Board and the Executive Committee.

The adjusted PBT outturn for the year of £875.5m was above the stretch target of £842m, resulting in a maximum payout under the PBT element of the bonus. This reflects the strong performance of M&S, against stretching targets set at the start of the year.

Individual performance was measured against a scorecard of individual measures set against the areas of delivery of the transformation plan that were deemed most critical to the future success of M&S. Individual performance was measured independently of PBT performance and no individual element could be earned until a minimum level of PBT was achieved.

The Committee assessed the CEO's individual objectives and determined an award of 27% for Stuart, resulting in an overall bonus achievement of 97% of maximum opportunity. The CFO worked three months of the financial year during which she spent time learning the business and getting closer to customers in stores. The Committee determined she would receive the part of her bonus relating to the financial performance of the business only, resulting in an overall outcome of 70% of maximum (then pro-rated for her period of employment).

The Committee determined that the total awards were appropriate in the context of several factors. These included M&S' overall financial performance, the individual's performance, and the level of bonus payable elsewhere in the business.

Figures 6 and 7 set out the extent to which the CEO achieved his individual objectives (worth up to 30% of the bonus opportunity) and achievement against adjusted PBT targets (up to a maximum 70% of the bonus opportunity). Total awards shown directly correspond to the figure included in the single figure table (Figure 3) on page 91.

REMUNERATION REPORT CONTINUED

Figure 6: Individual objectives (audited)

Stuart Machin	<p>Continue leadership and governance of Executive Committee and development of a high-performing leadership team.</p> <p>Continuation of regular cadence with Executive Committee; regular discussion topics included financial performance, health, safety and security, cyber-security and internal audit and risk. Regular updates on building a high-performance culture, talent and succession planning and driving shareholder value. Review of progress against key transformation priorities and overall strategy. Further discussions on capital allocation and business case approvals. In addition, continuation of monthly operating boards with individual ExCo members on performance, controls and governance, approvals and strategic priorities. Through careful succession planning, evolved the Executive Committee by recruiting Alison Dolan as CFO and John Lyttle as Fashion, Home & Beauty Managing Director. Continued use of external coach to support ExCo development.</p> <p>Continue to restructure the cost base, delivering a permanent reduction.</p> <p>Delivered structural cost out savings over £120m in-year and as a result, increased cost savings FY28 target from £400m to £500m. Completed the exit of 'bulky' furniture business, realising double digit savings. Simplified roles in the Support Centre and in stores. Commencement of broader programme reviewing end-to-end processes as part of 'Structural Cost Out' programme.</p> <p>Accelerate the supply chain strategies across Food and Fashion, Home & Beauty.</p> <p>In Food, completed the roll out of Relex 'Forecasting, Ordering and Allocation' systems with all categories rolled out. As part of our 'Fortress Factory' programme, five long-term contracts were signed with supplier partners. Continued rollout of store operations 'One Best Way' programme to the East and West divisions. Announced plans to open a new 390k square foot distribution centre in Bristol as part of the plan to modernise the Food logistics network and create capacity for growth.</p> <p>In Fashion, Home and Beauty, increase in Castle Donington 'hanging' capacity and commencement of the automated Click and Collect build as part of modernisation programme. Rationalised logistics network through 'bulky' furniture exit.</p> <p>Deliver a revised Data, Digital & Technology strategy.</p> <p>A comprehensive five-year Data, Digital and Technology plan ('Evolution' plan) is now in place, outlining key elements such as timing, resource requirements, capital allocation, and partner support. Rachel Higham, the Chief Digital and Technology Officer, has successfully integrated into the organisation and Executive Committee. In addition, the Digital and Technology leadership team has evolved with new experienced hires across both Digital and Technology foundations. There has also been increased focus on investing in technology infrastructure, including network upgrades across the business (stores, distribution centres and Support Centres). Additionally, a new payroll system was successfully implemented and migrated on plan.</p> <p>Improve the online Fashion, Home & Beauty performance.</p> <p>Online sales grew +8.8% and UK volumes grew +10%. Online market share (Kantar, 52 weeks) increased from 7.1% to 7.9%; an improvement of 80 basis points. This performance was supported by a series of enhancements to improve the customer experience, including updates to the website and App, more engaging product display pages, improved visual options, and higher quality photography and video content. Further experiential upgrades such as the introduction of the 'Frequently Bought Together' feature, Style Tips and a Men's Suiting Guide, further enhanced the shopping experience. Additionally, digital marketing investment was increased by 79%, helping to drive greater visibility and engagement. As part of the strategy to accelerate online growth, external support was brought in to conduct a thorough review of the strategy and operating model to ensure we were set up for future growth.</p>
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Stuart Machin	<p>Role model and embed the M&S purpose, vision and behaviours across the business.</p> <p>As part of developing a high-performance culture, set clear and specific business objectives that were cascaded throughout the business, with progress reviewed monthly through the monthly operating boards. Reinforced our vision, purpose, and behaviours across all internal and external communications, with a continued focus on the 'Closer to Customers, Closer to Colleagues' programme. As part of this initiative, Support Centre colleagues dedicated over 200,000 hours supporting more than 700 stores nationwide. Company engagement survey results reflected positive momentum, with overall scores improving by 12% and participation rising by 20%, including a notable increase in perceptions of clarity of purpose.</p>
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Figure 7: ABS 2024/25 outturns (audited)

	Adjusted PBT (70%)		Individual (30%)	Total award		
	Targets/performance outturn ¹		Performance outturn	Achievement		
Director	Min £780m	Max £842m		% of max	% of salary	£000
Stuart Machin	70% of max opportunity	27% of max opportunity	97%	194%	1,635	
	£875.5m					
Alison Dolan	70% of max opportunity	0% of max opportunity	70%	140%	201	
	£875.5m					

¹ 0% of bonus was payable for adjusted PBT of £780m, 50% payable at £800m and 100% payable at £842m.

DSBP awards in respect of 2024/25

Currently, 50% of any bonus award is compulsorily deferred into a conditional share award. These awards vest after three years, subject to continued employment as well as malus provisions. Half of the value shown for 2024/25 bonus payments in the single figure table (Figure 3) will be deferred in shares.

ABS for 2025/26

During the year, the Committee reviewed the 2025/26 scheme, considering the next phase of growth together with bonus arrangements elsewhere in the business.

The Committee was satisfied that the structure of the ABS, as approved by shareholders at the 2023 AGM (and unchanged from 2024/25), remains appropriate. Subject to the achievement of stretching targets, set in line with the 2025/26 business plan, the scheme provides for a competitive bonus opportunity with a strong focus on stretching PBT performance.

The Executive Directors are eligible to receive a bonus award of up to 200% of salary.

Performance will be focused on Group PBT before adjusting items (70%). The remaining 30% will be measured against a scorecard of individual objectives, identified as the measurable key priorities required to drive the continued growth of M&S. Individual performance will again be measured independently of PBT performance; no individual element may be earned until a threshold level of PBT is achieved.

REMUNERATION REPORT CONTINUED

ABS for 2025/26 continued

The performance targets have yet to be set and the individual objectives for the 2025/26 scheme are deemed by the Board to be too commercially sensitive to disclose in this report but where possible, they will be disclosed next year.

The Committee, in its absolute discretion, may use its judgement to adjust outcomes to ensure any awards made reflect overall business and individual performance during the year. Any discretion applied will be justified and clearly disclosed.

Performance Share Plan (PSP)**PSP awards made in 2024/25 (audited)**

Ahead of grants being made, the Committee reviewed the long-term incentive framework at M&S, assessing the extent to which it remained suitable. After consideration, it was decided that the current structural arrangements remained appropriate. The 2024 PSP award was based on adjusted EPS (30%), adjusted ROCE (30%), relative TSR (20%) and 20% based on strategic transformation goals relevant to the achievement of the business strategy over the next three years. Detailed targets can be seen in Figure 8.

TSR is measured against a bespoke group of 12 companies taken from the FTSE 350 General and Food & Drug Retailers indices, reviewed prior to grant to ensure the constituents remain appropriately aligned to M&S' business operations. These companies are listed in Figure 9.

The strategic targets are deemed too commercially sensitive to disclose but will be reported at the time of vesting.

For the 2024 PSP, a grant of 250% of salary for the CEO was approved by the Committee and was made on 3 July 2024. Following her appointment the CFO was granted a 2024 PSP, to compensate for a 2024 Rightmove PSP that was forfeited on resigning. The face value of her M&S PSP replicated the face value of her Rightmove award that she forfeited.

In line with policy, awards will vest three years after the date of grant, to the extent their performance conditions are met, and must then be held for a further two years. Clawback provisions apply during this holding period. For financial measures, 20% of awards will vest for threshold performance, increasing to 100% on a straight-line basis between threshold and maximum performance. For strategic measures, no element of this award shall vest if the targets are not achieved. This supports the Committee's view that delivery of these strategic measures is critical; payment for achievement below the target would not be appropriate.

Figure 8: Performance conditions for PSP awards made in 2024/25 (audited)

2024 award measures	Weighting	Threshold	Details
			Maximum
Adjusted EPS in 2026/27 (p)	30%	30.5p	39.5p
Adjusted ROCE in 2026/27 (%)	30%	15.9%	18.4%
Relative TSR	20%	Median	Upper quartile
Strategic measures	20%	M&S.com growth Food like-for-like sales Operating cost to sales ratio	

Figure 9: TSR comparator group 2024/25 awards

- ASOS
- B&M European
- Currys
- Dunelm Group
- Frasers
- JD Sports Fashion
- J Sainsbury
- Kingfisher
- N Brown Group¹
- Next
- Tesco
- WHSmith

¹ N Brown Group was in the TSR comparator group when the awards were granted in July 2024. It subsequently delisted in February 2025 and will be removed from the comparator group.

Figure 10: PSP awards made in 2024/25 (audited)

	Basis of award % of salary	Threshold level of vesting	Face value of award £000 ¹	End of performance period	Vesting date
Stuart Machin	250%	20%	2,060	27/03/2027	05/07/2027
Alison Dolan²	131%	20%	785	27/03/2027	05/07/2027

¹ The face value of the awards granted was calculated by multiplying the average share price on the five dealing days prior to the date of grant by the number of shares awarded. For the CEO's award, the share price used was £2.89, being the average share price between 26 June and 2 July 2024. For the CFO's award, the share price used was £3.30, being the average share price between 17 and 21 March 2025.

² 131% of salary based on the forfeited award of £785,150 divided by the CFO's salary on appointment of £600,000.

³ PSP grants were made as a conditional share award.

REMUNERATION REPORT CONTINUED

Figure 11: PSP awards vesting in relation to 2024/25 (audited)

For directors in receipt of PSP awards granted in 2022, the awards will vest in July 2025, based on three-year performance over the period to 29 March 2025. For threshold performance, 20% of the 2022 award would vest, increasing to 100% on a straight-line basis between threshold and maximum performance.

Despite achieving the store staff cost to sales ratio target, this measure is also underpinned by a requirement of no significant increase in central headcount over the period. The Committee considered the impact of additional central costs and determined that the vesting outcome of this strategic measure should be reduced by 50%. Otherwise, performance was assessed and the Committee determined that 90% of the total award will vest. The Committee reviewed this level of vesting and the resulting value of awards against the wider business performance over the period and determined this level of payment was appropriate. No further discretion was applied to the formulaic vesting outcome and the Committee was also satisfied that there were no windfall gains.

Details of performance against the specific targets set are shown in the table below. The total vesting values shown in Figure 12 directly correspond to the figure included in the single figure table (Figure 3) on page 91.

	Final year adjusted EPS (p)	Final year adjusted ROCE (%)	TSR (relative ranking)	Strategic measures			Overall vesting
				M&S.com growth	Food like-for-like sales	Store staff cost: Sales ratio	
Target and weighting	30%	30%	20%		20%		
Threshold performance	18p	11.5%	Median	N/A	N/A	N/A	
Maximum performance	27p	14.0%	Upper quartile	15.0%	1.5%	10.3%	
Actual performance achieved	31.9p	16.4%	Above upper quartile	6.5%	8.5%	9.7%	
Percentage of maximum achieved	30%	30%	20%	0%	6.7%	3.3%	90%

Figure 12: Value of PSP awards vesting in relation to 2024/25 (audited)

	Number of shares granted	Outcome achieved %	Face value at the time of grant £000 ¹	At the end of performance period (29 March 2025)			PSP total £000
				Value of share price appreciation £000 ²	Dividend equivalents accrued during the performance period £000		
Stuart Machin	1,432,562	90%	£1,800	£2,696	£59	£4,555	

1 Calculated using the grant price of £1.39.

2 Calculated using the difference between the grant price of £1.39 and the average share price from 30 December 2024 to 29 March 2025 of £3.49.

PSP awards to be made in 2025/26

During the year, the Committee reviewed the long-term incentive framework at M&S, assessing the extent to which it remained suitable. The 2025 PSP will maintain the measures used for the 2024 PSP awards – 30% adjusted EPS, 30% adjusted ROCE, 20% relative TSR and 20% strategic measures.

The Committee believes in the importance of strategically-aligned incentives so that Executive Directors are motivated to deliver the M&S reshaping for growth strategy. The Committee's aim is to ensure realistic and sustainable targets to support the delivery of such growth. As a result of the recent cyber incident, the Committee agreed to delay setting the targets for the 2025 awards and these will be disclosed before the end of the year.

Following careful consideration and discussion on the need to incentivise the most senior leaders of M&S and reward truly exceptional performance, the Committee approved a 250% of salary award for the Executive Directors in 2025. The Committee will review and reconfirm this decision immediately prior to grant to ensure this remains appropriate, particularly in light of share price performance.

REMUNERATION REPORT CONTINUED

Figure 13: Directors' shareholdings (audited)

The table below sets out the total number of shares held by each Executive Director serving on the Board during the period to 29 March 2025.

There have been no changes in the current directors' interests in shares or options granted by the Company and its subsidiaries between the end of the financial year and 20 May 2025. No director had an interest in any of the Company's subsidiaries at the statutory end of the year.

	Shares owned outright ¹	With performance conditions	Without performance conditions	
		PSP ²	DSBP ³	RSP ⁴
Stuart Machin	1,212,766	3,218,596	1,013,307	—
Alison Dolan	Nil	237,996	Nil	399,313

1 Includes shares owned by connected persons.

2 PSP awards were made as conditional share awards; the performance conditions have previously been disclosed.

3 Awards under the DSBP relate to half of the annual bonus earned in respect of 2021/22, 2022/23 and 2023/24, deferred into shares for three years.

4 Alison Dolan's RSP awards were granted as replacement share awards to compensate for awards that she forfeited on resigning from Rightmove.

5 The figures in the table above include dividend equivalents that are accrued on share awards.

Figure 14: Shareholding requirements including post-cessation (audited)

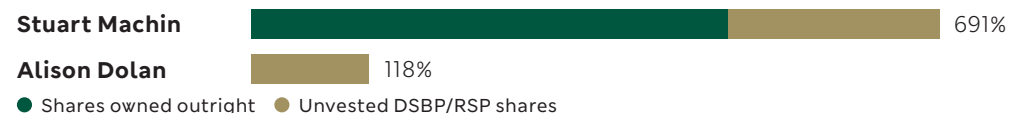
All Executive Directors are required to build a holding of shares equivalent in value to a minimum percentage of their salary within a five-year period from their appointment date. For the CEO this requirement is 250% of salary and for the CFO the requirement is 200%. A similar requirement of 100% of salary currently applies to members of the Executive Committee.

The chart below shows the extent to which each Executive Director has met their target shareholding as at 29 March 2025. For Stuart Machin, his shareholding requirement is measured from his date of appointment as CEO.

For the purposes of the requirements, the net number of unvested share awards not subject to performance conditions is included and is reflected in the chart below. The Committee continues to keep shareholding requirement guidelines and actual director shareholdings under review and will take appropriate action should it consider it necessary.

To support the Committee's intention to drive long-term, sustainable decision-making for the benefit of M&S and our shareholders, and in line with the Code changes and the Investment Association's guidelines, in 2020 the Committee approved the extension of shareholding guidelines to beyond the time at which an Executive Director leaves M&S. Directors are required to maintain their minimum shareholding requirement, or, if their level of shareholding is below this, their actual shareholding, for two years after leaving M&S. The Committee has approved all vesting awards from 2020 grants onwards to be held in a nominee vehicle to ensure the successful operation of this policy.

For the purposes of this calculation, an average share price is used to reduce the impact of share price volatility on the results. The average share price for the year was £3.35, with resultant shareholdings illustrated in the chart below.



REMUNERATION REPORT CONTINUED

Figure 15: Executive Directors' interests in the Company's share schemes (audited)

	Maximum receivable at 1 April 2024	Awarded during the year	Exercised during the year ¹	Lapsed during the year	Dividend equivalents accrued	Maximum receivable at 29 March 2025
Stuart Machin						
PSP	3,480,085	712,408	904,657	100,519	31,279	3,218,596
DSBP	734,272	271,572	—	—	7,463	1,013,307
RSP	401,716	—	404,365	—	2,649	—
SAYE	—	—	—	—	—	—
Total	4,616,073	983,980	1,309,022	100,519	41,391	4,231,903
Alison Dolan						
PSP	—	237,996	—	—	—	237,996
DSBP	—	—	—	—	—	—
RSP	—	399,313	—	—	—	399,313
SAYE	—	—	—	—	—	—
Total	—	637,309	—	—	—	637,309
Katie Bickerstaffe						
PSP	3,324,992	—	904,657	1,209,339	25,122	1,236,118
DSBP	697,058	225,426	—	335,257	6,134	593,361
RSP	501,908	—	505,219	—	3,311	—
SAYE	4,535	—	—	4,535	—	—
Total	4,528,493	225,426	1,409,876	1,549,131	34,567	1,829,479

1 The share price on the date of vesting for the PSP and RSP awards was £2.89.

2 Katie Bickerstaffe's outstanding share awards were pro-rated for time to 10 July 2024.

Employee share schemes**All-employee share schemes (audited)**

Executive Directors may participate in ShareSave, the Company SAYE scheme, and ShareBuy, the Company's SIP, on the same basis as all other eligible colleagues. Further details of the schemes are set out in note 13 of the financial statements on pages 153 to 154.

Dilution of share capital by employee share plans

Awards granted under the Company's SAYE scheme and discretionary share plans can be met by the issue of new shares when the options are exercised or through market purchase shares. The Company monitors the number of shares issued under these schemes and their impact on dilution limits.

Figure 16: All share plans

(As at 29 March 2025)

**Figure 17: Executive share plans**

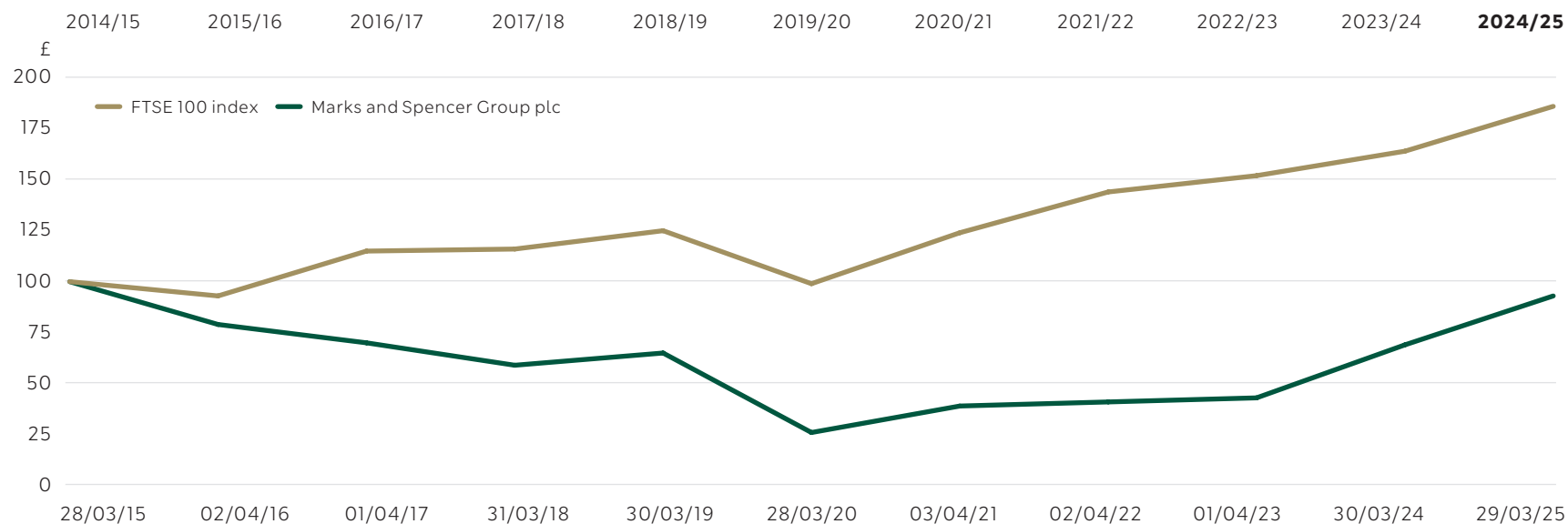
(As at 29 March 2025)



REMUNERATION REPORT CONTINUED

Figure 18: Performance and CEO remuneration comparison

This graph illustrates the Company's performance against the FTSE 100 over the past 10 years. M&S re-entered the FTSE 100 Index on 18 September 2023. The calculation of TSR is in accordance with the relevant remuneration regulations. The table below the TSR chart sets out the remuneration data for directors undertaking the role of CEO during each of the last 10 financial years.



CEO		2014/15	2015/16	2016/17	2017/18	2018/19	2019/20	2020/21	2021/22	2022/23	2023/24	2024/25
CEO single figure (£000)	Stuart Machin	—	—	—	—	—	—	—	—	2,708	5,092	7,084
	Steve Rowe	—	1,642	1,123	1,517	1,205	1,068	2,630	156	—	—	—
	Marc Bolland	2,015	—	—	—	—	—	—	—	—	—	—
Annual bonus payment (% of maximum)	Stuart Machin	—	—	—	—	—	—	—	—	81.1%	96%	97%
	Steve Rowe	—	36.98%	0.00%	0.00%	0.00%	0.00%	95.0%	—	—	—	—
	Marc Bolland	31.9%	—	—	—	—	—	—	—	—	—	—
PSP vesting (% of maximum)	Stuart Machin	—	—	—	—	—	—	—	—	51.0%	90%	90%
	Steve Rowe	—	0.00%	8.20%	34.0%	11.20%	0.00%	0.00%	51.0%	—	—	—
	Marc Bolland	4.80%	—	—	—	—	—	—	—	—	—	—

REMUNERATION REPORT CONTINUED

Figure 19: Percentage change in directors' remuneration

	2024/25			2023/24			2022/23			2021/22			2020/21		
	% change 2023/24-2024/25			% change 2022/23-2023/24			% change 2021/22-2022/23			% change 2020/21-2021/22			% change 2019/20-2020/21		
	Base salary/ fees	Benefits	Annual bonus	Base salary/ fees	Benefits	Annual bonus	Base salary/ fees	Benefits	Annual bonus	Base salary/ fees	Benefits	Annual bonus	Base salary/ fees	Benefits	Annual bonus
Stuart Machin	3%	-43%	4%	3%	12.5%	21%	—	—	—	—	—	—	—	—	—
Alison Dolan	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Archie Norman	3%	100%	—	3%	—	—	3%	-100%	—	1%	100%	—	0%	-74%	—
Justin King	3%	-100%	—	3%	—	—	3%	—	—	1%	—	—	0%	—	—
Tamara Ingram	3%	—	—	3%	—	—	3%	—	—	1%	—	—	0%	—	—
Sapna Sood	3%	—	—	3%	—	—	3%	—	—	1%	—	—	0%	—	—
Evelyn Bourke	3%	—	—	3%	—	—	3%	-100%	—	1%	—	—	—	—	—
Fiona Dawson	3%	—	—	3%	—	—	3%	—	—	1%	—	—	—	—	—
Ronan Dunne	3%	—	—	3%	—	—	—	—	—	—	—	—	—	—	—
Cheryl Potter	3%	—	—	3%	—	—	—	—	—	—	—	—	—	—	—
UK M&S colleagues (average FTE)	9.4%	9.8%	5.5%	8.5%	17%	23%	6%	0%	-6%	2%	—	100%	0%	0%	—

1 See Figure 3 on page 91 for details of Executive Director remuneration which support the percentage changes above.

2 See Figure 22 on page 101 for details of Non-Executive Director remuneration which support the percentage changes above.

3 The change in benefit is blank where the benefit value was zero in the prior year as there is no figure to compare to.

4 No changes were made to benefits during the year.

REMUNERATION REPORT CONTINUED

Figure 20: Relative importance of spend on pay

The table below illustrates the Company's expenditure on total pay for all colleagues and distributions to shareholders by way of dividend payments and share buyback. Total colleague pay is the total pay for all Group colleagues. Group PBT before adjusting items has been used as a comparison, as this is the key financial metric that the Board considers when assessing Company performance.

	2023/24 £m	2024/25 £m	% change
Total colleague pay	2,040.1	2,168.6	6.3%
Total returns to shareholders	19.6	60.5	208.7%
Group PBT before adjusting items	716.4	875.5	22.2%

1 Group PBT before adjusting items as disclosed on page 2.

Figure 21: Service agreements

In line with our Policy, directors have rolling contracts which may be terminated by the Company or the director giving notice as detailed in the table below:

	Date of appointment	Notice period
Stuart Machin	25/05/2022	12 months/6 months
Alison Dolan	06/01/2025	6 months/6 months

Directors appointed to the Board

Alison Dolan joined the Board on 6 January 2025 as CFO. Her remuneration upon appointment, and her replacement share awards, were in line with the approved Recruitment Policy. Details of RSPs are set out below. She was appointed on a annual salary of £600,000; her incentive arrangements and benefits are aligned to that of an Executive Director.

Alison received replacement share awards under the 2024 PSP (see page 94) and RSP awards to compensate her for share awards forfeited by leaving Rightmove. The fair value of these conditional share awards was calculated taking account of the original period and estimated satisfaction of any performance conditions of the original awards.

		Face value of award £000	Vesting date
Alison Dolan	RSP award	790	07/07/2025
	RSP award	527	23/03/2026

1 The share price used to calculate the awards was £3.30, being the average share price between 17 and 21 March 2025.

2 Dividend equivalents will be paid on the vesting date based on the number of vested shares.

It was agreed that Alison would be compensated for the loss of her 2024 Rightmove annual bonus, at a value no greater than she would have received had she not resigned her position to join M&S. As detailed in the single figure table (see Figure 3 on page 91), Alison received £714,840 to compensate for her 2024 bonus. Under the terms of the buyout, and reflecting the Rightmove structure, 40% of the award was paid in cash, and 60% has been deferred in shares until March 2027.

Payments for loss of office 2024/25 (audited)

There were no payments for loss of office.

Payments to past directors during 2024/25 (audited)

As reported last year, Katie Bickerstaffe retired from her role as Co-CEO on 10 July 2024. Her remuneration terms on leaving were in line with the approved Termination Policy.

As reported in the single figure table on page 91, she was paid £226,392 for the period that she served as a director in the 2024/25 financial year. Katie did not receive any of her fixed pay elements (salary, pension and benefits) after 10 July 2024, nor did she participate in the 2024/25 ABS.

The Committee determined good leaver treatment in line with the plan rules. Therefore, her unvested conditional shares awarded under the 2022 and 2023 PSP, and the 2022 and 2023 DSBP, have been pro-rated for time to 10 July 2024. In line with other participants, 90% of her 2022 PSP awards will vest in July 2025. After pro-ratio, 816,332 shares will vest at an estimated value of c.£2,846,631. In addition, a DSBP award granted in 2022 will also vest in July 2025; after pro-ratio, 265,714 shares will vest at an estimated value of c.£926,571. Valuations for Katie's PSP and DSBP vesting awards are based on a share price of £3.49 (the average share price from 30 December 2024 to 29 March 2025).

Further details will be disclosed in later reports on the vesting of Katie's 2023 PSP and DSBP awards granted in 2023 and 2024.

In line with policy, Katie is subject to post-cessation holding requirements and will continue to maintain her in-employment shareholding requirement for two years after leaving M&S.

REMUNERATION REPORT CONTINUED

Non-Executive Directors' total single figure remuneration (audited)

Non-Executive Directors receive fees reflecting the time commitment, demands and responsibilities of the role. Fees paid to the Non-Executive Directors and Board Chairman for 2024/25 and 2023/24 are detailed in Figure 22.

Benefits include expense reimbursements relating to travel, accommodation and subsistence in connection with attendance at Board and Committee meetings during the year, which are deemed by HMRC to be taxable.

The amounts in the following table are the taxable expenses that the Company grossed up and paid the UK tax on for the Non-Executive Directors. Non-taxable expense reimbursements have not been included in the table.

In line with pay increases for salaried colleagues, Non-Executive Director fees will increase by 3% to £81,276 with effect from 1 July 2025. The Board Chairman was also awarded an increase of 3%, bringing the total aggregate fee to £695,564.

No change was made to the SID fee of £31,000, the fee of £20,000 for chairing a Committee or the membership fee of £5,000.

Fee levels will again be reviewed in the year, ahead of any changes which would be effective 1 July 2026.

Figure 22: Non-Executive Directors' total single figure remuneration (audited)

Director	Year	Basic fees £000	Additional fees £000	Benefits £000	Total £000
Archie Norman	2024/25	78	592	2	672
	2023/24	76	575	1	652
Andrew Fisher (until 2 July 2024)	2024/25	20	13	0	33
	2023/24	76	51	1	128
Justin King	2024/25	78	4	0	82
	2023/24	76	0	1	77
Tamara Ingram	2024/25	78	24	0	102
	2023/24	76	20	0	96
Sapna Sood	2024/25	78	4	0	82
	2023/24	76	0	0	76
Evelyn Bourke	2024/25	78	20	0	98
	2023/24	76	20	0	96
Fiona Dawson	2024/25	78	30	0	108
	2023/24	76	0	0	76
Ronan Dunne	2024/25	78	4	0	82
	2023/24	76	0	0	76
Cheryl Potter	2024/25	78	4	0	82
	2023/24	76	0	0	76

REMUNERATION REPORT CONTINUED

Figure 23: Non-Executive Directors' shareholdings (audited)

The Non-Executive Directors are not permitted to participate in any of the Company's incentive arrangements. All Non-Executive Directors are required to build and maintain a shareholding of at least 2,000 shares in the Company upon joining M&S. Details are shown in the table below.

There were no changes in the current Non-Executive Directors' interests in shares in the Company and its subsidiaries between the end of the financial year and 20 May 2025.

Director	Number of shares held as at 29 March and 20 May 2025
Archie Norman	148,600
Justin King	64,000
Tamara Ingram	2,000
Sapna Sood	2,000
Evelyn Bourke	50,000
Fiona Dawson	21,432
Ronan Dunne	25,000
Cheryl Potter	100,000

Figure 24: Non-Executive Directors' agreements for service

Non-Executive Directors have an agreement for service for an initial three-year term which can be terminated by either party giving three months' notice (or six months' notice for the Chairman).

The table below sets out these terms for all current members of the Board.

Director	Date of appointment	Notice period
Archie Norman	01/09/2017	6 months/6 months
Justin King	01/01/2019	3 months/3 months
Tamara Ingram	01/06/2020	3 months/3 months
Sapna Sood	01/06/2020	3 months/3 months
Evelyn Bourke	01/02/2021	3 months/3 months
Fiona Dawson	25/05/2021	3 months/3 months
Ronan Dunne	01/08/2022	3 months/3 months
Cheryl Potter	01/03/2023	3 months/3 months

Non-Executive Director changes to the Board during 2024/25

As announced on 28 May 2024, Andrew Fisher stepped down from the Board and his role as Senior Independent Director and Chair of the Remuneration Committee on 2 July 2024.

Fiona Dawson became Chair of the Remuneration Committee with effect from 2 July 2024; her fee increased from £78,909 to £98,909. With effect from 26 September 2024 Fiona was appointed Senior Independent Director; her fee increased from £98,909 to £129,909 (£132,276 from 1 July 2025).

Remuneration Committee members

The Committee members during the year were Andrew Fisher (Committee Chair until 2 July 2024), Fiona Dawson (Committee Chair from 2 July 2024), Archie Norman and Tamara Ingram. The role and responsibilities of the Committee can be found on page 71.

Remuneration Committee advisers

In carrying out its responsibilities, the Committee is independently advised by external advisers. The Committee was advised by PwC during the year. PwC is a founding member of the Remuneration Consultants Group and voluntarily operates under the code of conduct in relation to executive remuneration consulting in the UK. The code of conduct can be found at [remunerationconsultantsgroup.com](https://www.remunerationconsultantsgroup.com).

The Committee has not explicitly considered the independence of the advice it receives, although it regularly reflects on the quality and objectivity of this advice. The Committee is satisfied that any conflicts are appropriately managed.

PwC was appointed by the Committee as its independent adviser in 2014, following a rigorous and competitive tender process. PwC provides independent commentary on matters under consideration by the Committee and updates on legislative requirements, best practice and market practice. During the year, PwC charged £49,000 for Remuneration Committee matters. This is based on an agreed fee for business-as-usual support, with additional work charged at hourly rates. PwC's advisory team has no connection with any individual director of the Group.

The Committee also seeks internal support from the CEO, CFO, General Counsel & Company Secretary, People Director, and the Head of Reward as necessary. All may attend the Committee meetings by invitation but are not present for any discussions that relate directly to their own remuneration.

REMUNERATION REPORT CONTINUED

Shareholder support for the Remuneration Policy and 2023/24 Directors' Remuneration Report

At the Annual General Meeting on 2 July 2024, 95.26% of shareholders voted in favour of the advisory resolution to approve the Directors' Remuneration Report for 2023/24. The Committee believes this illustrates the strong level of shareholder support for the senior remuneration framework. Figure 25 below shows full details of the voting outcomes for the 2023/24 Directors' Remuneration Report and Remuneration Policy (voted on at the 2023 AGM).

Figure 25: Voting outcomes for the Remuneration Policy and 2023/24 Remuneration Report

	Votes for	% votes for	Votes against	% votes against	Votes withheld
Remuneration Policy (at the 2023 AGM)	1,286,748,793	97.74	29,785,038	2.26	261,392
2023/24 Remuneration Report (at the 2024 AGM)	1,145,166,769	95.26	56,933,938	4.74	190,883

Approved by the Board

Fiona Dawson

Chair of the Remuneration Committee

20 May 2025

The Remuneration Policy and this Remuneration Report have been prepared in accordance with the relevant provisions of the Companies Act 2006 and on the basis prescribed in the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the Regulations). Where required, data has been audited by our external auditor, Deloitte, and this is indicated appropriately.