

NOTICE OF ANNUAL GENERAL MEETING 2016

WEMBLEY STADIUM, WEMBLEY
LONDON HA9 0WS
TUESDAY 12 JULY 2016 AT 11AM

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.



NOTICE OF MEETING 2016

DEAR SHAREHOLDER

I am pleased to invite shareholders to the 14th Annual General Meeting of Marks and Spencer Group plc.

AMANDA MELLOR GROUP SECRETARY



INTRODUCTION

ANNUAL GENERAL MEETING ('AGM')

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.

This year the AGM will be held at Wembley Stadium, Wembley, London HA9 0WS. This venue offers superb facilities and is accessible by Bus, Rail and Tube.

More details about the day, how to get there, including a map, can be found from page 24 of this Notice.

The formal Notice of Meeting is attached to this letter. The meeting will start at 11am, with light refreshments available before the meeting and following its conclusion. After the meeting, a lunch bag will be provided for you to enjoy either at the venue or during your onward journey.

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 2016 or, if you prefer, on the Shareholder Topics card enclosed with this booklet.

YOUR VOTE COUNTS

Your vote is important to us – you can:

- Register your proxy vote electronically by logging on to our Registrars' website, sharevote.co.uk, or by using the service offered by Euroclear UK & Ireland Limited for members of CREST.
- Complete and return the enclosed proxy form.
- 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 2015, all resolutions were passed at the meeting with votes ranging from 89.00% to 99.99% in favour.

WEBSITE

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

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

EXPLANATORY NOTES

An explanation of each of the resolutions is set out on the following pages.

RESOLUTIONS

**TO RECEIVE THE REPORTS
AND ACCOUNTS**

RESOLUTION

1

The Board asks that shareholders receive the reports of the directors and the financial statements for the 53 weeks ended 2 April 2016, together with the report of the auditors.

In accordance with the UK Corporate Governance Code (the 'Code') and in line with previous years, all directors will again stand for election or re-election, as relevant, at the AGM this year. Summary biographical details of our directors can be found on pages 12 and 13 of the Performance Overview portion of this document. Full biographies are available on pages 32 and 33 of the Annual Report and also on our website, marksandspencer.com/thecompany.

**APPROVAL OF THE DIRECTORS'
REMUNERATION REPORT**

RESOLUTION

2

The Directors' Remuneration Report (the 'Remuneration Report') is provided on pages 50 to 71 of the Annual Report. It sets out the pay and benefits received by each of the directors for the year ended 2 April 2016. In line with legislation this vote will be advisory and in respect of the overall remuneration package.

**APPOINTMENT AND
REMUNERATION OF AUDITORS**

RESOLUTIONS

15-16

On the recommendation of the Audit Committee, the Board proposes that Deloitte LLP be re-appointed as auditors of the Company. Resolution 16 proposes that the Audit Committee be authorised to determine the level of the auditors' remuneration.

FINAL DIVIDEND

RESOLUTION

3

The Board proposes a final dividend of 11.9p per share for the year ended 2 April 2016. If approved, the recommended final dividend will be paid on 15 July 2016 to all shareholders who are on the register of members on 3 June 2016.

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

RESOLUTION

17

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 £135,313,863 (representing 541,255,452 ordinary shares of 25p each). This amount represents approximately one-third of the Company's issued share capital as at 24 May 2016, the latest practicable date before the publication of this Notice.

**ELECTION OF
DIRECTORS**

RESOLUTIONS

4-14

The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the non-executive directors are independent in character and judgement. This follows a process of formal evaluation which confirms that each director 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).

In line with guidance issued by the Investment Association ('IA'), paragraph (B) of resolution 17 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 £270,627,726 (representing 1,082,510,904 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 24 May 2016, the latest practicable date before the publication of this Notice.

RESOLUTIONS CONTINUED

The authorities sought under paragraphs (A) and (B) of this resolution will expire on the date of the AGM in 2017 or on 1 October 2017, 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 IA recommendations that all of the directors will stand for re-election at the next AGM. As at the date of this Notice, no shares are held by the Company in treasury.

DISAPPLICATION OF PRE-EMPTION RIGHTS IN CERTAIN CIRCUMSTANCES

RESOLUTION
18

The directors are also seeking authority to allot ordinary shares for cash without first offering them to existing shareholders in proportion to their existing holdings. This authority would be limited to allotments in connection with pre-emptive offers, up to an aggregate nominal amount of £20,297,079 (representing 81,188,318 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 24 May 2016, being the latest practicable date before the publication of this Notice.

The directors have no current intention to allot shares except in connection with employee share schemes. The Company has issued 40,723,763 ordinary shares representing 2.51% of issued share capital over the past three years, on a non pre-emptive basis, which is in line with the provisions of the Pre-Emption Group's Statement of Principles.

If approved, the authority sought under this resolution will expire on the date of the AGM in 2017 or on 1 October 2017, whichever is sooner.

AUTHORISATION FOR THE COMPANY TO PURCHASE ITS OWN SHARES

RESOLUTION
19

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.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. It remains the Company's intention to cancel any shares it buys back rather than hold them in treasury. The Company currently 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.

On 20 May 2015 the Company announced that it would utilise the authority granted by shareholders at the 2015 AGM to return £150m to shareholders through a share buyback programme. The buyback commenced on 8 July 2015 and was completed on 24 February 2016. In total, 31,647,148 ordinary shares were bought back for a total aggregate consideration of £149.9 million. All shares purchased through this programme were subsequently cancelled by the Company.

The Company has options outstanding over 29.1 million ordinary shares, representing 1.80% of the Company's issued ordinary share capital as at 24 May 2016, the latest practicable date before the publication of this Notice. If the existing authority given at the 2015 AGM and the authority now being sought by Resolution 19 were to be fully used, these options would represent 1.99% of the Company's ordinary share capital in issue at that date.

NOTICE OF GENERAL MEETINGS

RESOLUTION
20

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.
- 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 20 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM. This is the same authority that was sought and granted at last year's AGM.

RESOLUTIONS CONTINUED

**AUTHORITY TO MAKE
POLITICAL DONATIONS**

RESOLUTION
21

RECOMMENDATION

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 inadvertently breaching 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 IA, 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.

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 faithfully



Amanda Mellor
Group Secretary

9 June 2016

MARKS AND SPENCER GROUP PLC

NOTICE OF MEETING 12 JULY 2016

Notice is hereby given that the Annual General Meeting of Marks and Spencer Group plc will be held at Wembley Stadium, Wembley, London, HA9 0WS on Tuesday 12 July 2016 at 11am (the 'AGM') for the purposes set out below:

Resolutions 1 to 17 and 21 will be proposed as ordinary resolutions and resolutions 18 to 20 will be proposed as special resolutions.

1. To receive the reports of the directors and the financial statements for the 53 weeks ended 2 April 2016, together with the report of the auditors.

2. To approve the Directors' Remuneration Report.

3. To declare a final dividend of 11.9p per ordinary share.

To elect the following director appointed by the Board since the last Annual General Meeting:

4. Andrew Fisher

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

5. Vindi Banga

6. Alison Brittain

7. Patrick Bousquet-Chavanne

8. Miranda Curtis

9. Andy Halford

10. Steve Rowe

11. Richard Solomons

12. Robert Swannell

13. Laura Wade-Cery

14. Helen Weir

15. To resolve that Deloitte LLP be, and are hereby, re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

16. To resolve that the Audit Committee determine the remuneration of the auditors on behalf of the Board.

DIRECTORS' AUTHORITY TO ALLOT SHARES

17. 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 £135,313,863;

(B) Comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £270,627,726 (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 paragraphs (A) and (B) will expire on the date of the AGM of the Company to be held in 2017 or on 1 October 2017 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

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

To view our Board biographies go to the governance section of marksandspencer.com/annualreport2016 and follow the link.

NOTICE OF MEETING CONTINUED

(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 17, by way of a rights issue only):

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

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

(B) In the case of the authority granted under paragraph (A) of resolution 17 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £20,297,079, and shall expire at the conclusion of the AGM to be held in 2017 or on 1 October 2017, whichever is sooner (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

19. 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 164m Ordinary Shares.

(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 2017 or until 1 October 2017, 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

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

POLITICAL DONATIONS

21. 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 2017 or on 1 October 2017, whichever is sooner.

By order of the Board
Amanda Mellor, Group Secretary
 9 June 2016, London

Registered office Waterside House, 35 North Wharf Road, London W2 1NW.
 Registered in England and Wales No. 4256886.

NOTES

1. Biographies of the directors seeking election are given in the Annual Report, including membership of the Principal Committees. The terms of their service contracts are such that all executive director appointments may be terminated by the Company giving 12 months' notice and by the individual giving six months' notice; non-executive directors have agreements for service which can be terminated on three months' notice by either party; 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 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 0345 609 0810 or, alternatively, you may 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 below 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 the number of shares in relation to which said proxy is entitled to act in the box below the proxy holder's name. 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 8 July 2016 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.

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

5. To be valid, any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) or by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 11am on Friday 8 July 2016.

6. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 13 below) will not prevent a shareholder attending the AGM and voting in person if he/she/they 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 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 6.30pm on Friday 8 July 2016 (or, in the event of any adjournment, 6.30pm on the date which is two working days prior to the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to 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 Wembley Stadium, Wembley, London HA9 0WS from 10am on 12 July 2016 until the conclusion of the AGM:

(i) Copies of the Executive Directors' service contracts.

(ii) Copies of the Non-Executive Directors' letters of appointment.

(iii) Copies of the directors' Deeds of Indemnity.

(iv) A copy of the current Memorandum and Articles of Association of the Company.

NOTES CONTINUED

11. 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.
12. As at 24 May 2016 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 1,623,766,356 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 24 May 2016 are 1,623,766,356.
13. 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.
14. 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). 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 8 July 2016. 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.
15. 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/her/their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
16. 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.
17. 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.
18. 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.
19. 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.
20. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at marksandspencer.com/thecompany.
21. Please see the letter dated 9 June 2016 from the Group Secretary, on pages 16 to 19, for further explanatory notes.

ACM SCHEDULE

WEMBLEY STADIUM, WEMBLEY, LONDON HA9 0WS

TIMINGS

Date: Tuesday 12 July 2016

9.30am Doors open, registration begins. Question Desk opens in the Bobby Moore Room on level 1. Tea and coffee available.

10.15am Doors to the Great Hall open. Please make your way to the Great Hall on level 3 where hosts will direct you to your seats.

11.00am ACM begins.

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

ADMISSION

Admission will be through the Club Wembley Main Entrance on Level B2 (see map opposite). Please plan to arrive before 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.

Shareholders with special needs Wembley Stadium is easily accessible by wheelchair users and has lift access inside. The Great Hall is also covered with an assisted hearing system and handsets will be available from the Customer Services Desk in the Bobby Moore Room on level 1.

For further information on the special needs facilities at the venue, please call Wembley Stadium direct on: 020 8795 9748 or 020 8795 9660.

Security Security measures will be in place to ensure your safety. Please note that bag searches will be in operation and any items deemed inappropriate will be removed and stored until the end of the event. It is highly unlikely, but should it be required, body searches may also be in operation. Flash photography is not allowed at the ACM.

TRANSPORT

Wembley Stadium is well served by numerous public transport links. In line with our Plan A commitments, we recommend that shareholders use these to travel to the meeting if possible.

London Underground and Main Line Railway Stations Wembley Stadium is served by three stations:

Wembley Park (600m walk) – Jubilee and Metropolitan lines. There is only one lift to street level at this station, so please allow sufficient time to make your way to the venue.

Wembley Stadium (750m walk) – on the Chiltern Main Line, linking London Marylebone and the Midlands, Oxfordshire and Buckinghamshire.

Wembley Central (2km walk) – Bakerloo line and London Overground. Bus routes 83, 92 and 182 run towards Wembley Stadium from stop CM.

For further information regarding your journey, please contact Transport for London travel information on 0343 222 1234.

CAR PARKING

For those who wish to travel to the ACM by car, there is parking available in the Green Car Park. The location of the car park is indicated on the map opposite. It is operated by CSP Ltd and car park spaces are pay on display. For further information regarding parking please visit gotocsp.com.

FURTHER INFORMATION

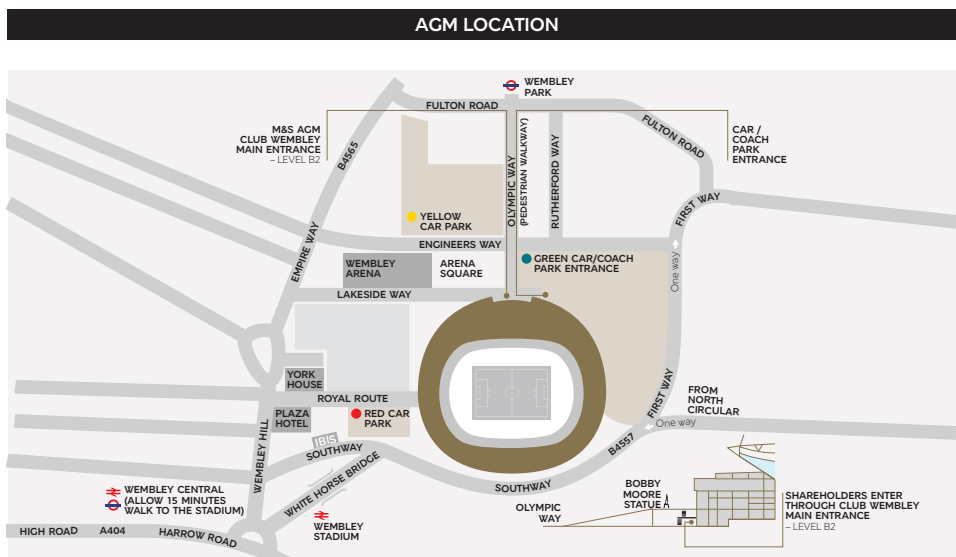
WEBCAST

For shareholders unable to attend the ACM, the meeting will be webcast live from 11.00am via our website, marksandspencer.com/thecompany. This will be publicly available to all internet users and will also be available to view online after the event. To register to view the webcast, please visit the website and follow the relevant links.

Shareholders attending the ACM should be aware that the proceedings of the meeting will be filmed for the purposes of this webcast. M&S reserves the right to retain and use footage or stills for any purposes, including Annual Reports, marketing materials and other publications.

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





2016/17 FINANCIAL CALENDAR AND KEY DATES

2 June 2016	Ex-dividend date – Final dividend and special dividend
3 June 2016	Record date to be eligible for the final dividend and special dividend
7 July 2016	Results – Quarter 1 Trading update†
12 July 2016	Annual General Meeting (11am)
15 July 2016	Final dividend payment date for the year to 2 April 2016
15 July 2016	Special dividend payment date
9 November 2016*	Results – Half Year†
17 November 2016*	Ex-dividend date – Interim dividend
18 November 2016*	Record date to be eligible for the interim dividend
January 2017*	Results – Quarter 3 Trading update†
13 January 2017*	Interim dividend payment date

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

* Provisional dates.

SHAREHOLDER SECURITY

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

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

More detailed information and guidance is available on our corporate website. An overview of current common scams is available on the Action Fraud website actionfraud.police.uk.

SHAREHOLDER INFORMATION

USEFUL CONTACTS

**Marks and Spencer Group plc
Registered Office**

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

Registrar

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

Online: help.shareview.co.uk

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

**Group Secretary and Head of
Corporate Governance**

Amanda Mellor

Additional documents

An interactive version of our
Annual Report is available online at
[marksandspencer.com/
annualreport2016](http://marksandspencer.com/annualreport2016).

Additionally, the Annual Report
(which contains the Strategic Report)
is available for download in pdf format
at [marksandspencer.com/
thecompany](http://marksandspencer.com/thecompany).
Alternatively, call 0800 591 697.

Students

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

General queries

Customer queries: 0333 014 8555
Shareholder queries: 0345 609 0810
Alternatively, email us at
chairman@marks-and-spencer.com.

MANAGING YOUR SHARES ONLINE

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

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

M&S encourages shareholders to sign up for electronic
communication as the reduction in printing costs and
paper usage makes a valuable contribution to our
Plan A commitments. It is also beneficial to shareholders,
who can be notified by email whenever we release trading
updates to the London Stock Exchange, which are not
mailed to shareholders.

To find out more information about the services offered
by Shareview and to register, please visit shareview.co.uk.

DIVIDENDS

Paid in January and July each year. We encourage
shareholders to have their dividends paid directly into their
bank account to ensure efficient payment and that cleared
funds are received on the payment date. Following the
changes to the legislation governing the way in which
dividend income is taxed, which came into effect from April
2016, shareholders who receive their dividend payments
directly into their bank accounts will receive an 'Annual
Dividend Confirmation' in January, covering both dividend
payments made during the tax year. This replaces the
consolidated tax voucher that provided in previous years.
We are able to send separate confirmations if preferred.

Shareholders can change their preferred dividend payment
method online at shareview.co.uk or by contacting Equiniti.

DUPLICATE DOCUMENTS

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

SHAREGIFT

If you have a very small shareholding that is uneconomical
to sell, you may want to consider donating it to ShareGift
(Registered charity no. 1052686), a charity that specialises
in the donation of small, unwanted shareholdings to good
causes. You can find out more by visiting sharegift.org or
by calling +44 (0)207 930 3737.

SHAREHOLDER QUERIES

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

NOTICE OF AVAILABILITY

This booklet provides an overview of the business. It is
not intended to be a summary of the Annual Report and
Financial Statements 2016 and should not be regarded as
a substitute Annual Report. For a copy of the full Annual
Report go to marksandspencer.com/annualreport2016.