



Notice of Annual General Meeting 2026

Tuesday 7 July 2026 at 11am

Held at, and broadcast from:
Waterside House
35 North Wharf Road
London W2 1NW

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you have sold or otherwise transferred all your shares in the Company, please forward this document and accompanying documents (except any personalised form of proxy, if applicable) to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



→ Use the QR code to watch our Notice of Meeting video guide.

KEY INFORMATION

Business of the meeting

The Annual General Meeting ('AGM') is your opportunity to hear from the Board, and your engagement both in advance and on the day is important to us. During the meeting, the Board will share an update on the Company's strategy and performance over the past year and present the resolutions as set out in this Notice of AGM for your consideration and vote. We're pleased to welcome back journalist and author Anita Anand, who will once again serve as your shareholder advocate to ensure your voice is heard.

The formal Notice and an explanation of each of the resolutions to be voted on at the AGM are set out on pages 193 to 200.

AGM arrangements

The 2026 AGM will be a digitally-enabled meeting held at, and broadcast from, M&S' Waterside House Support Centre at 11am on Tuesday 7 July 2026.

The Board is committed to leading on shareholder engagement and continues to view a digitally-enabled meeting as the most effective way for directors to connect with the widest range of shareholders. Engagement has increased since we adopted a digital approach, and we look forward to your participation again this year.

You are invited to engage with the AGM electronically via our dedicated Lumi AGM website: <https://meetings.lumiconnect.com/100-348-343-158>. Your questions and voting instructions can be submitted on this website, both during the meeting and in advance. Details on how to join the meeting electronically and submit votes and questions can be found on the following pages.

If you wish to attend the AGM in person as part of our studio audience, please register your intention to do so in advance to help us manage capacity on the day. Please email privateshareholders@marks-and-spencer.com, providing your full name and Shareholder Reference Number ('SRN'), or nominee holding details, as applicable. Further details on joining in person are on page 192.

Voting and questions

We encourage all shareholders to vote online and pre-submit questions in advance of the AGM, so your views can be heard by the Board even if you are unable to join us on the day. There are several options available to you for submitting these, including video recorded questions to be played back during the meeting. Methods of voting and submitting questions are on pages 191 and 192.

Engagement throughout the year

If you would like to share your views on the business and hear more from our leadership team throughout the year, **applications to be part of our 2026/27 Shareholder Panel are now open**. The panel, which meets two to three times a year, is mainly digital to allow members to join from wherever they are located. Register your interest by emailing privateshareholders@marks-and-spencer.com before 31 July 2026. After the closing date for applications, the panel will be selected at random and successful applicants will be contacted by email.

How to engage

Your engagement at our 2026 AGM is important to us. You can:

- Vote on our resolutions in advance and on the day.
- Submit your questions to the Board via the Lumi website or by email.
- Watch the AGM broadcast live on the Lumi website or after the meeting on our corporate website.

Joining us online?

Locate your **SRN** and **PIN** on your Notice of Availability and check you can log on to the Lumi AGM website at <https://meetings.lumiconnect.com/100-348-343-158>.

Joining us in person?

Pre-register no later than **11am on 3 July 2026** by emailing privateshareholders@marks-and-spencer.com, providing your full name and SRN or nominee holding details, as applicable.



ENGAGING IN ADVANCE

Timings

You now have a month-long window to engage with us ahead of the meeting:

Date

10am Monday 1 June 2026	Lumi AGM website open. Opportunity to pre-submit votes and questions.
11am Friday 3 July 2026	Voting and questions pre-submission window closes.

Logging in

The Lumi AGM website can be accessed using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

➔ Follow this link <https://meetings.lumiconnect.com/100-348-343-158> or scan the QR code below to log in.

You will be prompted to enter your Shareholder Reference Number ('SRN') and PIN, both of which can be found on your Notice of Availability or Voting Card sent by post.

Duly appointed proxies or corporate representatives should refer to note 21 for details of how to obtain their unique username and password to join the meeting.



➔ Click here to access the Lumi website.

Voting

You can submit your voting instructions before the meeting via:

1. the Lumi AGM website;
2. Equiniti's Shareview website;
3. CREST or Proximity electronic proxy appointment platforms; or
4. completing and returning a paper proxy form.

➔ You can find the resolutions and explanatory notes on pages 193 to 198.

To cast your vote on the Lumi website, select the 'Voting' tab then click the option that corresponds with the way you wish to vote: 'For', 'Against' or 'Withheld'. Simply select a different option if the wrong choice is selected.

Please note that a vote Withheld is not a vote in law and will not be counted in the calculation of votes For and Against each resolution.

Votes cast in advance using any of the above methods must be received by **11am on Friday 3 July 2026**.



➔ Click here to watch a video on how to navigate the Lumi website.

Asking questions

Questions for the Board can be submitted before 11am on Friday 3 July 2026 via:

1. the 'Messaging' feature on the Lumi AGM website;
2. email to AGMquestionsubmission@marks-and-spencer.com; or
3. recorded video message submitted to the email above. Please ensure recordings last no longer than one minute.

By submitting a video question, you consent to your video being played during the AGM broadcast. Please note, the AGM recording will also be made publicly available on our corporate website after the meeting.

Support

If you experience any issues or cannot find your SRN please contact Equiniti by emailing hybrid.help@equiniti.com quoting your full name and address. Mailboxes are monitored 9am to 5pm Monday to Friday (excluding public holidays in England and Wales).

Paper proxy forms are available from Equiniti on request; you can call our shareholder helpline on **0345 609 0810** or use any of Equiniti's alternative contact details listed on page 201.



JOINING ON THE DAY

Timings

Date

10am on 7 July 2026	Meeting registration and question submission opens.
11am	AGM begins.
Until approx. 1pm	The AGM will last for approximately two hours and will consist of: <ul style="list-style-type: none"> • An introduction from the Chairman. • Presentations from the Executive team. • Opportunity for Q&A with Board members. • Voting on resolutions, once the poll is declared open.
Following the meeting (as soon as practicable)	<ul style="list-style-type: none"> • Results of the poll will be released to the London Stock Exchange. • The meeting will be available to watch on our corporate website: corporate.marksandspencer.com. • Summarised shareholder questions and answers will be published on the corporate website.

Joining online

You can watch the broadcast live, vote and ask questions by logging on to the Lumi AGM website from **10am on 7 July 2026**.



➔ Follow this link <https://meetings.lumiconnect.com/100-348-343-158> or scan the QR code and input your SRN and PIN to log in.

Joining in person

If you are joining us on the day, please help us manage capacity by registering in advance. Email privateshareholders@marks-and-spencer.com with your name and SRN.

The meeting will be held at our Waterside House Support Centre which is well served by public transport: Waterside House, 35 North Wharf Road, London W2 1NW. Scan the QR code below for our Google Maps location.

As the meeting will be broadcast live, shareholders in attendance may be included in the broadcast available on our website following the meeting. By attending the meeting, you are consenting to being filmed.

Seats in our studio audience are limited and therefore only registered shareholders, proxies or corporate representatives will be admitted to the meeting. If you have any specific accessibility requirements, please include these in your pre-registration email, so appropriate arrangements can be made.



➔ Click here to access map.



Voting

Voting on all resolutions will be by way of a poll. The voting options will appear on screen after the resolutions have been proposed.

To vote online, select the 'Voting' tab then click the option that corresponds with the way you would like to vote as detailed on page 191. If you wish to cancel your 'live' vote, press 'Cancel'.

Please note that an active internet connection is required to cast your vote successfully when the Chairman commences polling on the resolutions. It is the responsibility of shareholders to ensure connectivity for the duration of the meeting.

To vote in person: polling cards will be available on request for shareholders attending the meeting in person.

➔ You can find the resolutions and explanatory notes on pages 193 to 198.

➔ Click here to watch a video on how to navigate the Lumi website.



Asking questions

Online: you are able to submit questions live during the meeting on the Lumi website by clicking on the 'Messaging' tab.

In person: you will have the opportunity to submit a question upon arrival and registration at Waterside House.

Where a number of questions are received covering the same topic, Anita Anand, our shareholder advocate, will group these to address as many subjects as possible.



EXPLANATORY NOTES TO THE RESOLUTIONS

1. To receive the report and accounts

The Board asks that shareholders receive the Annual Report and Financial Statements for the 52 weeks ended 28 March 2026.

2. Approval of the Directors' Remuneration Report

The Directors' Remuneration Report (excluding the Directors' Remuneration Policy), sets out the pay and benefits received by each of the directors for the year ended 28 March 2026. In line with legislation, this vote is advisory and the directors' entitlement to remuneration is not conditional on it.

3. Approval of the Directors' Remuneration Policy

The Directors' Remuneration Policy (the 'Policy') can be found on pages 71 to 80 of the Annual Report. It sets out the Company's policy on remuneration and potential payments to directors going forward. The Policy must be approved by shareholders (by means of a separate resolution) at least once every three years. The current Policy was approved by shareholders at the AGM in 2023 and is therefore due for renewal. The Policy for which we are seeking your approval this year is largely unchanged from that approved by shareholders in 2023. The key changes to the Policy are shown on page 71 of the Annual Report. Once the Policy is approved, the Company will not be able to make a remuneration payment to a current or future director or a payment for loss of office to a current or past director unless that payment is consistent with the Policy or has been approved by a resolution of the members of the Company.

4. Final dividend

The Board proposes a final dividend of 3.0p per share for the year ended 28 March 2026. If approved, the recommended final dividend will be paid on 10 July 2026 to all shareholders who were on the Register of Members at the close of business on 5 June 2026.

5–13. Election of directors

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 evaluation as part of the Board's performance review, 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). More information can be found on pages 50 to 52 and 55 to 57 of the Annual Report.

Roger Burnley and Sean Doyle joined the Board as Non-Executive Directors on 1 December 2025. Roger brings with him extensive experience in the food retail industry and supply chain transformation. Sean brings strong leadership and operating skills from the complex and challenging airline industry, also representing an iconic British brand.

In accordance with the UK Corporate Governance Code, all directors will stand for election or re-election, as relevant, at the AGM this year. Biographies are available on pages 51 to 52 of the Annual Report, with further details available on our website, [corporate.marksandspencer.com](https://www.corporate.marksandspencer.com). It is the Board's view that the directors' biographies illustrate why each of their contributions are, and continue to be, important to the Company's long-term sustainable success.

14–15. Appointment and remuneration of auditor

On the recommendation of the Audit & Risk Committee, the Board proposes in resolution 14 that Deloitte LLP be reappointed as auditor of the Company. Resolution 15 proposes that the Audit & Risk Committee be authorised to determine the level of the auditor's remuneration.

16. Authority to make political donations

The Company's policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. The authorities being requested from shareholders are not designed to change this. However, the Companies Act 2006 (the 'Act') defines political donations very broadly and, as a result, covers activities that form part of normal relationships and which are accepted as a way of engaging with stakeholders and opinion formers to ensure the Company's issues and concerns are considered and addressed. Activities of this nature are not designed to support any political party or influence public support for a particular party and would not be thought of as political donations in the ordinary sense of those words. Shareholder approval is being sought on a precautionary basis only.

The resolution, if passed, will renew the directors' authority until the conclusion of the AGM in 2027 or on 1 October 2027, whichever is sooner, to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £50,000 for the Company and for subsidiary companies.



EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

17. Renewal of the powers of the Board to allot shares

Paragraph (A) of this resolution 17 would give the directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £6,887,609.21 (representing 688,760,921 ordinary shares of £0.01 each). This amount represents approximately one-third (33.33%) of the Company's issued ordinary share capital as at 19 May 2026, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Investment Association, paragraph (B) of this resolution would give the directors authority to allot ordinary shares in connection with a pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal amount equal to £13,775,218.42 (representing 1,377,521,842 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 (66.66%) of the Company's issued ordinary share capital as at 19 May 2026, the latest practicable date before the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the conclusion of the AGM in 2027 or on 1 October 2027, whichever is sooner. The directors have no present intention to exercise either of the authorities sought under this resolution; however, the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. As at the date of this Notice, no shares are held by the Company in treasury.

18–19. Authority to disapply pre-emption rights

Resolutions 18 and 19 are proposed as special resolutions. If the directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an employee share scheme), company law requires that these shares are first offered to shareholders in proportion to their existing holdings.

At last year's AGM, two separate special resolutions were passed, in line with institutional shareholder guidelines. These empowered the directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. It is proposed that these authorities be renewed, in line with institutional shareholder guidelines, including the Statement of Principles on Disapplying Pre-Emption Rights issued by the Pre-Emption Group in November 2022 (the 'Statement of Principles'). While there is no current intention to make use of these authorities, the Board believes it is in the best interests of shareholders for the directors to have the flexibility to take advantage of these authorities if required.

If approved, resolution 18, which follows the Pre-Emption Group's template resolution, will authorise the directors, in accordance with the Statement of Principles, to issue shares in connection with pre-emptive offers (paragraph (A) of the resolution), and otherwise to issue shares and/or sell treasury shares for cash:

- 1) under paragraph (B) of the resolution, up to an aggregate nominal amount of £2,066,282.76 (representing 206,628,276 ordinary shares), being approximately 10% of the Company's issued ordinary share capital as at 19 May 2026 (the latest practicable date before the publication of this Notice); and
- 2) under paragraph (C) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (B) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (C) of the resolution (based on the authority under paragraph (B) being used in full) is £413,256.55 (representing approximately 2% of the Company's issued ordinary share capital as at 19 May 2026).

The total maximum nominal amount of equity securities to which resolution 18 relates is £2,479,539.31 (representing approximately 12% of the Company's issued ordinary share capital as at 19 May 2026).

The purpose of resolution 19, which also follows the Pre-Emption Group's template resolution and reflects the Statement of Principles, is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 17, and/or sell treasury shares for cash, without first being required to offer such securities to existing shareholders:

- 1) under paragraph (A) of the resolution, up to a further nominal amount of £2,066,282.76 (representing 206,628,276 ordinary shares), being approximately 10% of the Company's issued ordinary share capital as at 19 May 2026 (the latest practicable date before the publication of this Notice), to be used only in connection with an acquisition or specified capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue; and
- 2) under paragraph (B) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (A) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (B) of the resolution (based on the authority under paragraph (A) being used in full) is £413,256.55 (representing approximately 2% of the Company's issued ordinary share capital as at 19 May 2026).

The total maximum nominal amount of equity securities to which resolution 19 relates is £2,479,539.31 (representing approximately 12% of the Company's issued ordinary share capital as at 19 May 2026).



EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

18–19. Authority to disapply pre-emption rights continued

The authority granted by resolution 19 would be in addition to the general authority to disapply pre-emption rights under resolution 18. The maximum nominal value of equity securities that could be allotted if both authorities were used would be £4,959,078.62, which represents approximately 24% of the Company's issued ordinary share capital as at 19 May 2026, being the latest practicable date before the publication of this Notice.

The Board confirms, should it exercise the authorities granted by resolutions 18 or 19, it intends to follow best practice as regards their use, including: (i) following the shareholder protections in Part 2B of the Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the Statement of Principles.

The directors have no current intention to allot shares except in connection with employee share schemes. These authorities will expire at the conclusion of the AGM in 2027 or on 1 October 2027, whichever is sooner.

20. Authority for the Company to purchase its own shares

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares, renewing the authority granted by the shareholders at previous AGMs.

The directors have no present intention of exercising the authority to purchase the Company's own shares; however, this authority would provide them with the flexibility to do so in the future, if the prevailing market conditions made such purchases in the best interests of shareholders generally.

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 holds no shares in treasury. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority, reflecting the requirements of the UK Listing Rules.

The Company has options outstanding over 34,421,283 ordinary shares, representing 1.67% of the Company's issued ordinary share capital as at 19 May 2026, the latest practicable date before the publication of this Notice.

If the existing authority given at the 2025 AGM and the authority now being sought by this special resolution were to be fully used, these options would represent 1.85% of the Company's ordinary share capital in issue at that date.

21. Notice of general meetings

In accordance with the Act, the notice period for general meetings (other than the AGM) is 21 clear days' notice unless the Company:

- i. has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- ii. 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 the AGM) on 14 clear days' notice. This 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.

Special resolution 21 seeks such approval and, should this resolution be approved, it will remain valid until the end of the next AGM. This is the same authority as was sought and granted at last year's AGM.

Recommendation

Your directors believe that the proposals described in resolutions 1–21 are in the best interests of the Company and its shareholders as a whole, and recommend you give them your support by voting in favour of each of them, as they intend to in respect of their own beneficial shareholdings.



NOTICE OF MEETING

Notice is given that the Annual General Meeting of Marks and Spencer Group plc (the 'Company') will be held at, and broadcast from, Waterside House, 35 North Wharf Road, London W2 1NW, in accordance with the information provided on page 192, on Tuesday 7 July 2026 at 11am (the 'AGM') for the purposes set out below.

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

1. To receive the Annual Report and Financial Statements for the 52 weeks ended 28 March 2026.
2. To approve the Directors' Remuneration Report for the year ended 28 March 2026, as set out on pages 66 to 92 of the Annual Report (excluding the Directors' Remuneration Policy on pages 71 to 80).
3. To approve the Directors' Remuneration Policy as set out on pages 71 to 80 of the Annual Report.
4. To declare a final dividend for the year ended 28 March 2026 of 3.0p per ordinary share, payable on 10 July 2026 to shareholders on the Register of Members as at the close of business on 5 June 2026.

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

5. Archie Norman
6. Stuart Machin
7. Alison Dolan
8. Fiona Dawson
9. Evelyn Bourke
10. Tamara Ingram
11. Sapna Sood

To elect the following directors appointed to the Board since the last Annual General Meeting:

12. Roger Burnley
13. Sean Doyle
14. To resolve that Deloitte LLP be, and is hereby, reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To resolve that the Audit & Risk Committee determine the remuneration of the auditor on behalf of the Board.

16. Political donations

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 authorised to:

- (A) make political donations to political parties and/or independent election candidates, not exceeding £50,000 in total;
- (B) make political donations to political organisations, other than political parties, not exceeding £50,000 in total; and
- (C) incur political expenditure not exceeding £50,000 in total;

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the AGM to be held in 2027; or on 1 October 2027, whichever is sooner.

For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

17. Directors' authority to allot shares

To resolve that the directors are authorised under Section 551 of the Companies Act 2006 generally and unconditionally to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £6,887,609.21 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a nominal amount of £13,775,218.42 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with a pre-emptive offer:
 - 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 under the laws of, any territory or any other matter.

The authorities conferred on the directors to allot securities under paragraphs (A) and (B) will expire at the conclusion of the AGM of the Company to be held in 2027 or on 1 October 2027, 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.



NOTICE OF MEETING CONTINUED

18. General disapplication of pre-emption rights

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 Section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution 17 (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:

- (A) to the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
- 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 under the laws of, any territory or any other matter; and

- (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, to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £2,066,282.76; and
- (C) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20% of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (B) above, such authority to be

used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

and shall expire at the conclusion of the AGM to be held in 2027 or on 1 October 2027, 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/or treasury shares to be sold) after the authority ends and the directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not ended.

19. Additional disapplication of pre-emption rights

To resolve as a special resolution that, subject to the passing of resolution 17, the directors be empowered in addition to any authority granted under resolution 18 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution 17 (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:

- (A) to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £2,066,282.76, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting; and

- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares made under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

and shall expire at the conclusion of the AGM to be held in 2027 or on 1 October 2027, 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/or treasury shares to be sold) after the authority ends and the directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not ended.

20. Company's authority to purchase its own shares

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 £0.01 each, such power to be limited:

- (A) to a maximum number of 206,628,276 ordinary shares; and
- (B) by the condition that the minimum price which may be paid for an ordinary share is £0.01 and the maximum price which may be paid for an ordinary share is the highest of:
- i. an amount equal to 105% of 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



NOTICE OF MEETING CONTINUED

- ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue 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 2027 or until 1 October 2027, 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.

21. Calling of general meetings on 14 days' notice

To resolve as a special resolution that a general meeting other than the Annual General Meeting may be called on no fewer than 14 clear days' notice.

By order of the Board

Nick Folland

General Counsel & Company Secretary

London, 19 May 2026

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 (or re-election) are in the Annual Report on pages 51 to 52, including their membership of the principal Board Committees, with further details available on our website, corporate.marksandspencer.com. The notice periods of the current directors are set out in the Directors' Remuneration Report on pages 90 and 92.
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. To request one or more paper proxy forms (to appoint more than one proxy), please contact our shareholder helpline on +44 (0)345 609 0810. Please indicate the number of shares in relation to which each proxy is authorised to act in the box below the proxy holder's name. Please also indicate if the instruction is one of multiple instructions being given, and if a proxy is being appointed for less than your full entitlement, please enter the number of shares in relation to which each such proxy is entitled to act in the box below the relevant proxy holder's name. The proxy form assumes you wish to vote on all 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 in advance of the AGM, you can do so by accessing the Lumi website, <https://meetings.lumiconnect.com/100-348-343-158>. Instructions are available on page 191 of this Notice. Alternatively, you can submit your instruction by visiting shareview.co.uk. All advance proxy votes, regardless of how they are cast, are to be returned by 11am on Friday 3 July 2026. If you return paper and electronic instructions, those received last by the Registrar before 11am on Friday 3 July 2026 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. Votes submitted in advance of the meeting using the Lumi website will constitute an instruction to appoint the Chairman of the meeting as proxy. The shares covered by the instruction will be voted as directed by the shareholder in respect of the resolutions referred to in this Notice of Meeting at the meeting and at any adjournment of it.
6. To be valid, any proxy form or other instrument appointing a proxy delivered by post or by hand (during normal business hours only) must be received at Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA, no later than 11am on Friday 3 July 2026.
7. The appointment of a proxy electronically, the return of a completed paper proxy form, other such instrument or any CREST/Proxymity proxy instruction (as described on the following page) will not prevent a shareholder from attending and voting at the meeting if they wish to do so. You must inform the Company's Registrar in writing of any termination of the authority of a proxy.
8. 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 them and the shareholder by whom they were 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, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.



NOTICE OF MEETING CONTINUED

Notes continued

9. The statements of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 7 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
10. Nominated Persons are reminded they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
11. To be entitled to join the meeting, submit questions and vote (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 3 July 2026** (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 will be disregarded in determining the rights of any person to join, submit questions and vote at the meeting.
12. The following documents are available for inspection at an agreed time at the Company's registered office: Waterside House, 35 North Wharf Road, London W2 1NW. Email **company.secretary@marks-and-spencer.com** during normal business hours on any weekday (excluding public holidays).
 - i. Copies of the Executive Directors' service contracts.
 - ii. Copies of the Non-Executive Directors' letters of appointment.
 - iii. Copies of Directors' Deeds of Indemnity.
 - iv. A copy of the Company's Articles of Association.

Copies of these documents will be available at the AGM upon request, both online and in person, from 10am on the morning of the AGM until the meeting's conclusion.
13. 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 in relation to proceedings at the Company's AGM.
14. As at 19 May 2026 (the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 2,066,282,763 ordinary shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 19 May 2026 are 2,066,282,763.
15. CREST members who wish to appoint a proxy/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 (available via **euroclear.com**). 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.
16. 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 and International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. 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 3 July 2026. 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.
17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and International 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 their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure 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.
18. 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.
19. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to **proximity.io**. Your proxy must be lodged by 11am on Friday 3 July 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions, which will govern the electronic appointment of your proxy.
20. Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided they do not do so in relation to the same shares.



NOTICE OF MEETING CONTINUED

Notes continued

21. Duly appointed proxies or corporate representatives should contact the Company's Registrar, Equiniti, before **11am on Monday 6 July 2026** by emailing **hybrid.help@equiniti.com**, for their unique username and password to join the meeting. Please ensure a valid proxy appointment has been made by no later than the voting deadline of 11am on Friday 3 July 2026. Mailboxes are monitored 9am to 5pm Monday to Friday (excluding public holidays in England and Wales).
22. 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 Section 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 no later than the time when it makes the statement available on the website. The business that may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

23. Any member joining the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no answer need be given if:
- i. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - ii. the answer has already been given on a website in the form of an answer to a question; or
 - iii. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

We will not permit behaviour interfering with anyone's safety and comfort, or the meeting's orderly conduct. Guests will be admitted at the Company's discretion.

24. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at **corporate.marksandspencer.com**.