

# + Form of proxy 27 January 2021

Marston's PLC



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X000000000

Voting ID

X000000000

Task ID

X000000000

Shareholder Reference Number

0793-258-S

The Annual General Meeting of Marston's PLC will be held at 9:00 am on 27 January 2021 at Marston's Talent Academy, Summerfield House, Summerfield Road, Wolverhampton WV1 4PR.

IMPORTANT NOTICE: At the time of writing, Government measures are in force restricting physical public gatherings and unnecessary travel, due to COVID-19. In view of these measures and our responsibility to protect the health and safety of our shareholders and employees, we are currently planning that our AGM in 2021 will be held as a closed meeting and convened with the minimum quorum of shareholders (which will be facilitated by Marston's management) in order to conduct the business of the meeting. **In the interests of safety, any: (i) proxy who is not the Chairman of the AGM; or (ii) shareholder attending the AGM in person, will be denied access to the AGM. The Board, therefore, strongly recommends that you appoint the Chairman of the AGM as your proxy.**

**PLEASE READ THE EXPLANATORY NOTES BEFORE COMPLETING THIS FORM AND RETURNING IT TO EQUINITI, TO ARRIVE NO LATER THAN 9:00 AM ON 25 JANUARY 2021**

If you wish you can register your vote electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) and follow the instructions on screen. I/We appoint the duly appointed Chairman of the AGM, or

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM of the Company to be held at 9:00 am on 27 January 2021 and at any adjournment thereof and direct him/her to vote on the resolutions set out in the Notice of the AGM or any other business at the meeting, including amendments to the resolutions.

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Please tick box here if this proxy appointment is one of multiple appointments being made. For appointing more than one proxy, please refer to Explanatory Notes 6 and 7.

**Please mark 'X' to indicate how you wish to vote**

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive and adopt the Company's audited accounts and the reports of the Directors of the Company and the Independent Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-elect William Rucker.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Annual Report on Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint KPMG LLP as Independent Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Andrew Andrea.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Audit Committee of the Company to agree the Independent Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Carolyn Bradley.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Ralph Findlay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Authority to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Bridget Lea.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Octavia Morley.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise general meetings to be called with 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Matthew Roberts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**Signature or execution (see notes 2, 5 and 7)**

**Date**

## Shareholder communications

Please do not attend the AGM.

Email your questions to:

[ShareholderQuestions@marstons.co.uk](mailto:ShareholderQuestions@marstons.co.uk)

### Shareholder communications

The purpose of this form is to ask how you would like to receive shareholder communications in future.

Please choose one of the following options:

### Shareholder Reference Number

**Option 1** (email) To receive email notifications when shareholder documents are available on our website at [www.marstons.com](http://www.marstons.com)



Register at [www.shareview.co.uk](http://www.shareview.co.uk)

**Option 2** (website) To receive written notifications by post when shareholder documents are available on our website at [www.marstons.co.uk](http://www.marstons.co.uk)



No action required

**Option 3** (paper) To continue to receive paper shareholder documents through the post



Tick box, sign, date and return this form to our Registrar, Equiniti, in the reply envelope provided

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Please see explanatory notes for further information.

**If we do not hear from you by 25 January 2021, you will be deemed to have agreed to receive shareholder documents via our website (Option 2).**

**Signature**

**Date**

**Product ID**

0793-259-S



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# Explanatory notes relating to the completion of the form of proxy

1. A shareholder entitled to attend, speak and vote at the AGM is also entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote instead of the shareholder, provided that, if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares held by that shareholder. The duly appointed Chairman of the AGM will be appointed as your proxy unless you write another proxy's name in the space provided. A proxy need not be a Company shareholder. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.

**In light of the current circumstances regarding the COVID-19 pandemic, the Board strongly recommends that you appoint the Chairman of the AGM as your proxy and no one else. In the interests of safety, any: (i) proxy who is not the Chairman of the AGM; or (ii) shareholder attending the AGM in person, will be denied access to the AGM.**

A proxy must vote as you have instructed. Please indicate how you wish your proxy to vote by placing a cross in the relevant box in black ink. If you do not tell your proxy how to vote, your proxy may abstain or cast his/her vote as he/she thinks fit on the resolution or any other business at the meeting. Please note that the "Withheld" option is provided to enable you to abstain on the resolution. However, it should be noted that a vote "Withheld" is not a vote in law, which means that your vote will not be counted in the calculation of votes "For" or "Against" the resolution.

2. If this form of proxy is signed by someone else on your behalf, their authority must also be returned with the form. In case of joint holdings, any one holder may sign this form; however, the vote of the first named in the register of shareholders will be accepted to the exclusion of other joint holders. In the case of a corporation, the form of proxy must be executed under its common seal under the hand of a duly authorised officer or attorney. Any alterations made to this form should be initialled.

3. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged no later than 9:00 am on 25 January 2021.
4. Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the means set out in the notes to the Notice of Meeting. No other methods of communication will be accepted.
5. To be valid, this form of proxy and any other authority under which it is executed (or a certified copy thereof) must be deposited with Equiniti not later than 9:00 am on 25 January 2021, or 48 hours (excluding non-working days) before the time appointed for holding any adjourned AGM.
6. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
7. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0371 384 2274\* or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by a shareholder on the record date for the meeting will result in the proxy appointments being invalid. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

\* Lines are open from 9:00 am to 5:00 pm, Monday to Friday (excluding UK public holidays in England and Wales). Non-UK callers should dial +44 (0) 121 415 0804.

# Explanatory notes relating to shareholder communications

1. If you select Option 1, please visit [www.shareview.co.uk](http://www.shareview.co.uk), register for a Shareview portfolio and select 'electronic' as your preferred method of delivery of the Company's communications. The terms and conditions of the Shareview service are available online at [www.shareview.com/terms](http://www.shareview.com/terms)
2. If you select Option 2 you do not need to return this form.
3. If you select Option 3 you will receive a paper copy of shareholder documents including the Annual Report and Accounts.
4. The Company's Annual Report and Accounts will be available for viewing at [www.marstons.co.uk](http://www.marstons.co.uk)
5. The reply paid envelope may be used to return both this form and the form of proxy. If posted outside the United Kingdom you will need to pay for postage.
6. Notwithstanding any election the Company may, at its sole and absolute discretion, send any shareholder documents in paper copy.
7. You have the right to request a paper copy of any shareholder document or change your election at any time by contacting the Company's Registrar, Equiniti, on 0871 384 2274 (calls cost 8p per minute plus network extras. Non UK callers should dial +44 (0) 121 415 0804. Lines are open 9:00 am to 5:00 pm, Monday to Friday).