

In light of current public health guidance and legislation issued by the UK Government in relation to the outbreak of Coronavirus (COVID-19), the 2020 AGM will be run as a closed meeting and it is not expected that shareholders will be able to attend in person. Shareholders are strongly encouraged to submit a proxy vote in advance of the meeting. Given the current restrictions on attendance, shareholders are encouraged to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend the meeting.

Any changes to the AGM (including to the location of the AGM) will be communicated to shareholders through our website [nextplc.co.uk/investors/shareholder-information/company-meetings](http://nextplc.co.uk/investors/shareholder-information/company-meetings)

## VOTE ONLINE AT [WWW.SHAREVOTE.CO.UK](http://WWW.SHAREVOTE.CO.UK)

### + Form of Proxy for the Annual General Meeting 2020

If you would prefer to vote by post, you can do so by completing and returning this part of the form to arrive no later than 9.30 am on Tuesday 12 May (or 48 hours before any adjourned meeting).

nextplc +

Voting ID	Task ID	Shareholder Reference Number

Please indicate your instructions by marking the "For", "Against" or "Vote Withheld" boxes in black ink like this ☒

Resolutions 1 to 19 are proposed as Ordinary Resolutions and 20 to 26 as Special Resolutions

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive and adopt the accounts and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Audit Committee to set the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the directors to amend the rules of the NEXT LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To extend the NEXT SMP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Jonathan Bewes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To extend the NEXT Sharesave Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Tristia Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To extend the NEXT MSOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Amanda James	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Richard Papp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. General authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Michael Roney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Additional authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Francis Salway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. Authority for on-market purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Jane Shields	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. Authority for off-market purchases of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Dame Dianne Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To increase the Company's borrowing powers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Lord Wolfson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. To adopt new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. Notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We appoint the Chairman of the meeting or the following person  (see note 2(a)) as my/our proxy to exercise all or any of my/our rights to vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of Next plc to be held at the registered office of NEXT plc, Desford Rd, Enderby, Leicester LE19 4AT on Thursday 14 May 2020 at 9.30 am and at any adjournment. This form of proxy relates to the resolutions listed above and any other business transacted at the meeting or any adjournment. I/We wish my/our proxy to vote on the resolutions proposed at the meeting as instructed on this form. The proxy will vote, or abstain from voting, at his or her discretion on any resolution listed above if no instruction is given regarding that resolution and on any other business transacted at the meeting or any adjournment.

☐ Please tick here if this proxy appointment is one of multiple proxy appointments being made.

Signature

Date

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## Explanatory notes to the Form of Proxy

1. CREST members should please refer to the notice of meeting for instructions regarding CREST electronic proxy appointment services.
  2. If you wish to register your proxy appointment in paper form, please comply with the following notes:
    - (a) You may, if you wish, delete the words 'Chairman of the meeting' and insert the name of a proxy of your choice in the box, who need not be a member. Please initial that alteration. However, please note that named persons will not currently be permitted to attend the meeting.
    - (b) To appoint more than one proxy, additional forms of proxy may be obtained from our website at [nextplc.co.uk](http://nextplc.co.uk), by contacting our Registrar, Equiniti, on +44 (0)371 384 2164<sup>1</sup> (overseas shareholders should call +44 (0)121 415 7047<sup>1</sup>) or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. All forms must be signed and should be returned together in the same envelope to the address on the reverse of this card.
    - (c) The form of proxy and, if relevant, the power of attorney or other authority under which it is signed, or a certified copy of that power or authority, must be received by our Registrar, Equiniti, **no later than 9.30 am on Tuesday 12 May 2020** (or 48 hours before any adjourned meeting).
    - (d) If the member is a corporation, the form of proxy must be executed either under seal or in any other manner having the same effect or under the hand of an officer or the person duly authorised in writing stating their capacity (e.g. director, secretary, duly authorised attorney).
    - (e) For joint holders, the signature of any one of them will suffice. The instructions of the senior joint holder will be accepted to the exclusion of those of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members for the joint holding.
    - (f) The address shown overleaf is that appearing in the register of members and the form of proxy and attendance card are not transferable.
    - (g) Should you prefer to use an envelope, you may return the form of proxy in an envelope to FREEPOST RTHJ-CLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.
  3. To be entitled to vote (and for the purpose of determining the number of votes that may be cast), shareholders' names must be entered in the register of members at 6.30 pm on Tuesday 12 May 2020 (or at 6.30 pm two business days before any adjourned meeting).
  4. The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A vote withheld is not a vote and will not, therefore, be counted in the calculation of the proportion of votes for and against a resolution.
  5. Full details of the resolutions to be proposed at the meeting, with explanatory notes, are set out in the Notice of Annual General Meeting.
- <sup>1</sup> Lines are open 8.30 am to 5.30 pm Monday to Friday (excluding public holidays in England and Wales).

Business Reply Plus  
Licence Number  
RTAT-GULY-LJBJ



Equiniti  
Aspect House  
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LANCING  
BN99 8GX