

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are taking advice in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

If you have sold or transferred all your Ordinary Shares in Marshalls plc, please pass this document (but not the personalised Form of Proxy) to the purchaser or transferee or to the agent through whom you made the sale of those shares for transmission to the purchaser or transferee.



Notice of Annual General Meeting

This Circular contains the Notice of Annual General Meeting to be held on Wednesday 10 May 2017 at 11.00 am at the Cedar Court Hotel, Ainley Top, Huddersfield HD3 3RH and the explanatory notes for the business to be carried out at the Meeting.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to arrive not later than 11.00 am on Monday 8 May 2017. Shareholders can vote and/or appoint a proxy online by registering at www.epoxyappointment.com. Shareholders may also access the online voting facility and cast their vote via smartphone. Any votes cast online must be cast and any proxy appointment must be filed in each case no later than 11.00 am on Monday 8 May 2017.

Letter from the Chairman

MARSHALLS PLC

Registered Office: Landscape House, Premier Way, Lowfields Business Park, Elland HX5 9HT

(Registered in England: No. 5100353)

6 April 2017

To: Ordinary Shareholders

Dear Shareholder

Notice of Annual General Meeting

This letter is to explain certain elements of the business to be considered at the Annual General Meeting to be held on Wednesday 10 May 2017 at the Cedar Court Hotel, Ainley Top, Huddersfield HD3 3RH. The formal Notice of Annual General Meeting can be found on page 5 of this document.

Shareholders who wish to vote on the Resolutions but who do not intend to come to the Annual General Meeting may appoint a proxy to exercise all or any of their rights to attend, vote and speak at the Annual General Meeting, as set out in the notes to the Notice of Annual General Meeting and the explanatory notes on the enclosed Form of Proxy.

In view of the number of Resolutions to be considered at the Annual General Meeting, and in accordance with good governance principles, it is the intention to put all the Resolutions to a poll. The outcome of the poll vote for each Resolution will be published following the Meeting on the Company's website and by RIS announcement. This does not affect the rights of shareholders to attend, vote and speak at the Annual General Meeting.

The Annual Report and Accounts (Resolution 1)

Ordinary Shareholders will be asked to receive the Report of the Directors and the Accounts for the year ended 31 December 2016 together with the Auditor's Report.

Re-appointment and Remuneration of Auditors (Resolutions 2 and 3)

The Company is required to appoint auditors at each Annual General Meeting at which accounts are presented to hold office until the next Annual General Meeting. Resolution 2 therefore proposes that Deloitte LLP be re-appointed as Auditors to the Company and Resolution 3 authorises the Directors to determine their remuneration.

Final Dividend (Resolution 4)

A final dividend of 5.80 pence per Ordinary Share is recommended by the Directors for payment to shareholders on the Register of Members of the Company at the close of business on 16 June 2017. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the dividend will be paid on 30 June 2017. An interim dividend of 2.90 pence per Ordinary Share was paid on 2 December 2016.

Supplementary Dividend (Resolution 5)

In light of the continued strong performance, cash generation and robustness of the Company's balance sheet, the Directors consider it appropriate to propose a cash return to shareholders which is structured as a non-recurring supplementary dividend of 3.00 pence per Ordinary Share (in addition to the final dividend recommended under Resolution 4). The approval of this Resolution is not dependent on the approval of Resolution 4, nor is the approval of Resolution 4 dependent on the approval of this Resolution. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the recommended supplementary dividend will be paid on 30 June 2017 to all shareholders on the Register of Members of the Company at the close of business on 16 June 2017.

Appointment and Re-appointment of Directors (Resolutions 6–10)

The Company's Articles of Association provide for Directors to retire by rotation every three years, and for new Directors to be subject to election at the Annual General Meeting following their appointment. The UK Corporate Governance Code recommends that all Directors stand for re-election annually. The Company supports the principles of good governance set out in the Code and, accordingly, Andrew Allner, Janet Ashdown, Jack Clarke, Martyn Coffey and Tim Pile will retire by rotation and will offer themselves for re-election as Directors. Mark Edwards will retire as a Director at the close of the Annual General Meeting and accordingly will not stand for re-election.

The Nomination Committee of the Board was responsible for the appointment of the Directors and has appraised the performance of each of the individual Directors to be re-elected. The Committee concluded that each of the Directors fulfils their role very effectively and has demonstrated a high degree of commitment. The performance of the Chairman has been appraised by the Senior Independent Director in consultation with the remaining Non-Executive Directors. Each of the Non-Executive Directors standing for re-election satisfies the Code as regards their independence.

Biographical details of those Directors in office as at 15 March 2017 are on page 34 and 35 of the Annual Report.

Notice of Annual General Meeting *continued*

Directors' Remuneration Policy and Director's Remuneration Report (Resolutions 11 and 12)

The Directors' Remuneration Policy is submitted to shareholders for approval and is set out on pages 49 to 57 of the Annual Report. It is intended to take effect immediately after the end of the Annual General Meeting on 10 May 2017 and would normally apply for three years unless amended earlier by shareholder approval in general meeting. There are no significant changes from the previous policy approved by shareholders in 2014. The remainder of the Directors' Remuneration Report is submitted to an advisory vote which means that payments made or promised to Directors will not have to be repaid in the event that the Resolution is not passed.

Resolutions 1–12 inclusive are proposed as Ordinary Resolutions at the Annual General Meeting.

Notice of General Meetings (Resolution 13)

Resolution 13 allows the Company to hold general meetings (other than the Annual General Meeting) on 14 clear days' notice. This is in order to avoid the effect of Section 307A of the Companies Act 2006 which, without such a resolution, would have the effect of requiring the Company to give not less than 21 clear days' notice of general meetings. A similar resolution was approved at the Company's Annual General Meeting in 2016. This Resolution 13, proposed as a Special Resolution, seeks renewal of the approval until the close of the 2018 Annual General Meeting, when it is intended that the approval be renewed. The 14-day notice period will only be relied upon by the Directors in circumstances where the proposals to be tabled are time sensitive and where short notice is considered by the Board to be to the advantage of shareholders.

Authority to Allot Equity Securities (Resolution 14)

The Companies Act 2006 provides that Directors shall only allot shares in the Company with the authority of shareholders in General Meeting. The authority given to the Directors at the Annual General Meeting on 18 May 2016 to allot (or issue) shares pursuant to Section 551 of the Companies Act 2006 expires at the conclusion of this year's Annual General Meeting. Resolution 14 will be proposed as a Special Resolution to seek renewal of this authority until the conclusion of the next Annual General Meeting in 2018.

In line with guidelines issued by the Investment Association (formerly the ABI) (the "IA") to the effect that IA members will permit and treat as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital in certain circumstances, the Board considers it appropriate to seek a resolution to grant authority to the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £33,229,792, representing approximately two-thirds (or 66 per cent) of the current issued share capital of the Company as at 28 March 2017 (the latest practicable date before publication of this letter). Of this amount, £16,614,896, representing approximately one-third (or approximately 33 per cent) of the current issued share capital of the Company, can only be allotted pursuant to a rights issue.

Part (a) of Resolution 14 renews the Directors' general authority to issue shares up to an aggregate nominal amount of £16,614,896, representing approximately one-third of the current issued share capital of the Company; and

Part (b) of Resolution 14 extends this authority to a further aggregate nominal amount of £16,614,896, representing approximately one-third of the current issued share capital of the Company which can only be exercised pursuant to a fully pre-emptive rights issue.

The Directors have no present intention of exercising this authority.

Pre-Emptive Allotment of Equity Securities (Resolution 15)

The Companies Act 2006 provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under Section 570 of the Companies Act 2006. The authority given to the Directors at the last Annual General Meeting to allot shares for cash pursuant to Section 570 of the Companies Act 2006 expires at the conclusion of this year's Annual General Meeting.

Resolution 15 will be proposed as a Special Resolution for the renewal of the Directors' authority to allot equity securities for cash without first offering them to shareholders pro rata to their holdings. This authority facilitates certain issues of shares to shareholders which would otherwise be restricted by Section 561 of the Companies Act, and authorises other allotments of up to a maximum aggregate nominal amount of £2,492,234, representing approximately 5 per cent of the current issued Ordinary Share capital of the Company as at 28 March 2017 (the latest practicable date prior to publication of this letter). This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury. The Directors have no present intention of exercising this authority.

The Directors acknowledge the Pre-Emption Group's Statement of Principles, and the template resolutions published in May 2016. The Directors are not seeking authority to issue a further 5 per cent of shares on a non pre-emptive basis for acquisition or specified capital investment purposes at this Annual General Meeting, but if they did so in future, they would expect to follow the Pre-Emption Group's Statement of Principles. The Directors also confirm, in accordance with the Statement of Principles, that they have no intention of issuing more than 7.5 per cent of the issued share capital for cash on a non pre-emptive basis in any rolling three year period without prior shareholder consultation.

The authorities granted under Resolutions 14 and 15 will expire at the next Annual General Meeting.

Letter from the Chairman – *continued*

Notice of Annual General Meeting *continued*

Authority to Purchase Ordinary Shares (Resolution 16)

Resolution 16 will be proposed as a Special Resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next Annual General Meeting of the Company for up to 29,886,875 shares, representing approximately 14.99 per cent of the issued Ordinary Share capital of the Company as at 28 March 2017 (the latest practicable date prior to the printing of this document). The price payable shall not be more than the higher of (a) 5 per cent above the average price of the middle market quotation as derived from the London Stock Exchange Daily Official List for the Ordinary Shares for the 5 business days before the purchase is made, and (b) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company as derived from the London Stock Exchange Trading System (in each case exclusive of any expenses) and, in any event, not less than 25 pence per share being the nominal value of the shares.

The Directors have no current intention of exercising the authority to purchase the Company's own Ordinary Shares. In considering whether or not to purchase Ordinary Shares under the market purchase authority, the Directors will take into account cash resources, the effect on gearing and other investment opportunities before exercising the authority. In addition, the Company will only exercise the authority to make such a purchase in the market when the Directors consider it is in the best interests of shareholders generally to do so and it would result in an increase in earnings per Ordinary Share. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares may hold them in treasury as an alternative to cancelling them. Treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes. The authority to be sought by this resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will be attached to them. Shares held as treasury shares will be treated as if cancelled. Any shares which are repurchased will be cancelled or held in treasury.

If Resolution 16 is passed at the Annual General Meeting, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. In line with guidelines issued by the IA, the Company is only proposing to hold a maximum of up to 10 per cent of its issued share capital in treasury. The Company does not currently hold any shares in treasury.

Recommendation and Action to be Taken

The Board believes that all the proposed Resolutions to be considered at the Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Board recommends that you vote in favour of the proposed Resolutions. The Directors will be voting in favour of the proposed Resolutions in respect of their own shareholdings in the Company which as at 28 March 2017 amounted in aggregate to 558,236 shares representing approximately 0.28 per cent of the existing issued Ordinary Share capital of the Company.

Shareholders attending the Annual General Meeting in person or by proxy have the right to ask questions of the Directors in relation to any of the business to be put to the Annual General Meeting. Under Section 319A of the Companies Act 2006, the Company must answer any question asked by a shareholder relating to such business unless answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, the answer has already been given on a website in the form of an answer to a question, or it is not in the interests of the Company or the good order of the Meeting that the question be answered. Shareholders unable to attend the Meeting are invited to send any questions to the Company Secretary at the Company's registered office in advance of the Meeting and the Company will do its best to respond.

Light refreshments will be available both before and after the Meeting.

Whether or not you are able to attend the Meeting, please complete and return the enclosed Form of Proxy so as to reach the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the holding of the Meeting. Alternatively you can vote online or appoint a proxy online by registering at www.eproxyappointment.com no later than 11.00 am on Monday 8 May 2017. Details about how to use this facility are set out on the enclosed Form of Proxy. Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the Meeting if you so wish. Members can access information relating to the Annual General Meeting, including the information required by Section 311A of the Companies Act 2006, on the Company's website (www.marshalls.co.uk).

Yours faithfully

Andrew Allner
Chairman

Notice of Annual General Meeting

Marshalls plc

MARSHALLS PLC

Registered Office: Landscape House, Premier Way, Lowfields Business Park, Elland HX5 9HT

(Registered in England: No. 5100353)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Marshalls plc will be held at the Cedar Court Hotel, Ainley Top, Huddersfield HD3 3RH on Wednesday 10 May 2017 at 11.00 am to consider and, if thought fit, pass the following Resolutions which are to be proposed, in the case of Resolutions 1 to 12, as Ordinary Resolutions and, in the case of Resolutions 13 to 16, as Special Resolutions of the Company:

1. That the Report of the Directors and the Accounts for the year ended 31 December 2016 together with the Auditor's Report be received;
2. That Deloitte LLP be re-appointed as the Auditors to the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the members;
3. That the Directors be authorised to determine the remuneration of the Auditors of the Company;
4. That a final dividend for the year ended 31 December 2016 of 5.80 pence per Ordinary Share in the Company be declared and paid to members whose names appear on the Register of Members at the close of business on 16 June 2017;
5. That a supplementary dividend of 3.00 pence per Ordinary Share in the Company be declared and paid to members whose names appear on the Register of Members at the close of business on 16 June 2017;
6. That Andrew Allner, having retired by rotation and being eligible, be re-elected as a Director;
7. That Janet Ashdown, having retired by rotation and being eligible, be re-elected as a Director;
8. That Jack Clarke, having retired by rotation and being eligible, be re-elected as a Director;
9. That Martyn Coffey, having retired by rotation and being eligible, be re-elected as a Director;
10. That Tim Pile, having retired by rotation and being eligible, be re-elected as a Director;
11. That the Directors' Remuneration Policy set out on pages 49 to 57 of the Directors' Remuneration Report, be approved;
12. That the Directors' Remuneration Report for the year ended 31 December 2016 be approved;
13. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice;
14. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £16,614,896, representing approximately one-third of the current issued share capital of the Company; and
 - (b) up to a further aggregate nominal amount of £16,614,896, representing approximately one-third of the current issued share capital of the Company provided that (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of Ordinary Shares on the Register of Members at such record date as the Directors may determine, where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held, or deemed held, by them on such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory authority or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;

provided that such authority shall expire at the conclusion of the 2018 Annual General Meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry, and the Directors may allot shares and grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired;

Notice of Annual General Meeting – *continued*

Marshalls plc

15. That, subject to the passing of Resolution 14, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by Resolution 14 or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
- (a) in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 by way of rights issue only) in favour of the holders of Ordinary Shares on the Register of Members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) (otherwise than pursuant to paragraph (a) of this Resolution 15) to any person or persons up to an aggregate nominal amount of £2,492,234 (representing no more than 5 per cent of issued Ordinary Share capital at the date of this Notice of Annual General Meeting);

and such power shall expire at the conclusion of the 2018 Annual General Meeting of the Company, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired; and

16. That the Company be generally and unconditionally authorised, and in accordance with Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of the Companies Act 2006) on the London Stock Exchange of up to 29,886,875 Ordinary Shares of 25 pence each in the capital of the Company (being approximately 14.99 per cent of the current issued Ordinary Share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (i) 5 per cent above the average of the middle market quotation for Ordinary Shares in the Company as derived from the London Stock Exchange Daily Official List for the 5 business days before the date on which the share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company as derived from the London Stock Exchange Trading System;
 - (b) the minimum price which may be paid for an Ordinary Share (exclusive of expenses) is 25 pence per Ordinary Share; and
 - (c) the authority herein contained shall expire at the conclusion of the 2018 Annual General Meeting of the Company, provided that the Company may, before such expiry, make a contract to purchase its own Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired.

Dated: 6 April 2017

By Order of the Board

C.E. Baxandall
Company Secretary

Registered Office:
Landscape House
Premier Way
Lowfields Business Park
Elland
HX5 9HT

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint 1 or more proxies (who need not be a member of the Company) to attend, speak and vote instead of the member. A member can appoint more than 1 proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting in person should he or she subsequently decide to do so.
2. A proxy form which may be used to make this 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 forms, please contact the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically as set out on the form.
3. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated. A proxy appointed by more than 1 member has 1 vote for and 1 against the Resolution if at least 1 member who appointed the proxy has voted for the Resolution and at least 1 against.
4. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The right to appoint a proxy cannot be exercised by a Nominated Person; it can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
5. In order to be valid, any Form of Proxy and power of attorney or other authority under which it is signed, or a notarially certified or duly certified copy of such power or authority, must reach the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time of the Meeting or of any adjournment of the Meeting or, in the case of a poll taken subsequently to the date of the Meeting or adjournment of the Meeting 24 hours before the poll is taken at which the proxy form is to be used. Forms of Proxy may be returned by post or internet as set out on the forms. The Company may require reasonable evidence of the identity of the member and the proxy, the member's instructions (if any) as to how the proxy will vote, and where the proxy is appointed by a person acting on behalf of a member, the authority of that person to make the appointment.
6. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where 2 or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
7. In the case of joint holders, where more than 1 of the joint holders completes a proxy appointment, 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).
8. Only persons entered on the Company's Share Register at 11.00 am on Monday 8 May 2017, being the date which is 2 days prior to the Meeting, or at 11.00 am on the date which is 2 days prior to any adjourned meeting, shall be entitled to attend and vote at the Meeting or adjourned meeting. Changes to entries on the Register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID number [3RA50]) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

Notice of Annual General Meeting – *continued*

Marshalls plc

Notes continued:

10. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
11. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
12. As at 28 March 2017 (being the latest practicable business day prior to the publication of this Notice), the Company's issued share capital consists of 199,378,755 Ordinary Shares, carrying 1 vote each.
13. Copies of (a) the service contracts of the Executive Directors; (b) the letters of appointment of the Non-Executive Directors and (c) the Register of Interests in shares of the Company kept pursuant to Section 809 of the Companies Act 2006 will each be available for inspection at the Registered Office of the Company during usual business hours on any weekday (public holidays excluded) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to, and until the conclusion of, the Annual General Meeting.
14. Biographical details of each Director who is being proposed for re-appointment by shareholders, including their membership of Board Committees, are set out in the Annual Report.
15. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website (www.marshalls.co.uk).
16. Any member attending the Annual General Meeting has the 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 not in the interests of the Company or the good order of the Meeting that the question be answered.
17. Under Section 527 of the Companies Act 2006 members reaching 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 (a) 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 Annual General Meeting, or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous Annual General Meeting. Compliance with this Section is at the Company's cost. Any such statement must also be forwarded to the Company's Auditors not later than the time it is made available on the website. The business that may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on the Company's website under Section 527 of the Companies Act 2006.
18. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.