

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 of your shares in **Marks and Spencer Group plc** ('M&S' or the 'Company'), please pass this document together with the accompanying proxy form as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Notice of Annual General Meeting 2011
Royal Festival Hall, Southbank Centre, London SE1 8XX

Wednesday, 13 July 2011 at 2pm

Dear Shareholder,

Annual General Meeting ('AGM')

I have pleasure in sending you the Notice of this year's AGM which will be held at the Royal Festival Hall, Southbank Centre, London SE1 8XX on Wednesday, 13 July 2011 at 2pm. The AGM is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. If you cannot attend the meeting, we would still like to understand the themes and issues of concern to you, as shareholders. You may send your comments by email to chairman@marks-and-spencer.com, with the heading AGM 2011 or, if you prefer, on the comments card included with this booklet.

Your Vote Counts

Your vote is important to us – you can:

- register your proxy vote electronically by logging on to our Registrars' website, sharevote.co.uk, or by using the service offered by Euroclear UK & Ireland Limited for members of CREST; or
- complete and return the enclosed proxy form (if you received this document by post); or
- attend and vote at the AGM.

Voting

The accompanying proxy form invites you to vote in one of three ways for each of the resolutions: 'for', 'against' or 'vote withheld'.

At the meeting itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present, who vote all their shares (rather than one vote per person) using the 'Votenow' system. The results will be published on our website, marksandspencer.com/thecompany, together with a resumé of the meeting, and will be released to the London Stock Exchange.

In 2010 all resolutions were passed at the meeting with votes ranging from 85.67% to 99.9% in favour.

Website

Our shareholders are increasingly turning to our corporate website to read the latest results and up-to-date company information, the website is now our principal method for communicating with our shareholders and includes:

- our full Annual Report;
- all the latest M&S news, press releases and investor presentations; and
- a detailed account of our approach to corporate governance at M&S.

Explanatory Notes

An explanation of each of the resolutions is set out below.

Resolution 1 – To receive the Report and Accounts

The Board asks that shareholders receive the report of the directors and the financial statements for the 52 weeks ended 2 April 2011, together with the report of the auditors.

Resolution 2 – Approval of the Directors' remuneration report

The directors' remuneration report (the 'Remuneration Report') is set out on pages 52 to 67 of the Annual Report. It has been prepared in accordance with the Directors' Remuneration Report Regulations 2002 and sets out the pay and benefits received by each of the directors for the year ended 2 April 2011.

Resolution 3 – Final dividend

The Board proposes a final dividend of 10.8p per share for the year ended 2 April 2011. If approved, the recommended final dividend will be paid on 15 July 2011 to all shareholders who are on the register of members on 3 June 2011.

Resolutions 4 to 15 – (Re)election of directors

The UK Corporate Governance Code 2010 (the '2010 Code') recommends that all directors stand for annual election. We have decided to comply with the 2010 Code a year earlier than required, therefore all directors will seek (re)election at this year's AGM with the exception of Louise Patten, who has decided not to seek re-election this year and will step down from the Board at the conclusion of the 2011 AGM.

Biographical details of our directors are given in the Annual Report, Annual Review and on our website. The Board concludes that each non-executive director is independent in character and judgement. This follows a process of formal evaluation which confirms that each 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). The corporate governance section of the Annual Report contains details on the role of the Board and its Committees.

Resolutions 16 and 17 – Re-appointment of the auditors and authority for the Audit Committee to determine their remuneration

On the recommendation of the Audit Committee, the Board proposes that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company. Resolution 17 proposes that the Audit Committee be authorised to determine the level of the auditors' remuneration.

Resolution 18 – Renewal of the powers of the Board to allot shares

Paragraph (A) of this resolution would give the directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £132,179,033 (representing 528,316,132 ordinary shares of 25p each). This amount represents approximately one-third of the Company's issued share capital as at 23 May 2011, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Association of British Insurers ('ABI'), paragraph (B) of Resolution 18 would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £264,158,066 (representing 1,056,632,264 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution.

This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 23 May 2011, the latest practicable date before the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire on the date of the AGM in 2012 or on 1 October 2012, whichever is sooner.

The directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy options under the Company's share option schemes, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. Where the Board does use the additional authority described in (B), the directors intend to follow ABI recommendations that all of the directors will stand for re-election at the following AGM. As at the date of this Notice, no shares are held by the Company in treasury.

Resolution 19 – Disapplication of pre-emption rights in certain circumstances

The directors are also seeking authority to allot ordinary shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be, similar to previous years, limited to allotments in connection with pre-emptive offers, up to an aggregate nominal amount of £19,811,855 (representing 79,247,420 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 23 May 2011, being the latest practicable date before the publication of this Notice, and corresponds with the guidance produced by the ABI and the National Association of Pension Funds.

The directors have no current intention to allot shares except in connection with employee share schemes. The Company has issued 9,286,726 ordinary shares in the past three years, on a non pre-emptive basis, which represents 0.59% of issued share capital. This is in line with the Pre-Emption Group's Statement of Principles, which state that companies should not issue more than 7.5% of their issued share capital on a non pre-emptive basis over a rolling three year period without prior consultation with shareholders. The authority sought under this resolution will expire on the date of the AGM in 2012 or on 1 October 2012, whichever is sooner.

Resolution 20 – Authorisation 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. No shares were bought back under the current authority. The directors have no present intention of exercising the authority to make market purchases, but the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. It is the Company's present intention to cancel any shares it buys back rather than hold them in treasury. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 25p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 58.6 million ordinary shares, representing 3.70% of the Company's issued ordinary share capital as at 23 May 2011, the latest practicable date before the publication of this Notice. If the authority given by Resolution 20 were to be fully used, these options would represent 4.11% of the Company's ordinary share capital in issue at that date.

Resolution 21 – Notice of general meetings

In terms of the Companies Act 2006 (the '2006 Act'), the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company:

- has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- offers the facility for all shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Resolution 21 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM. This is the same authority that was sought and granted at last year's AGM.

Resolution 22 – Authority to make Political Donations

The 2006 Act prohibits companies from making any political donations to EU political organisations, independent candidates or incurring EU political expenditure unless authorised by shareholders in advance. The Company does not make, and does not intend to make, donations to EU political organisations or independent election candidates, nor does it incur any EU political expenditure. However, the definitions of political donations, political organisations and political expenditure used in the 2006 Act are very wide. As a result this can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Shareholder approval is therefore being sought on a precautionary basis only, to allow the Company, and any company, which at any time during the period for which this resolution has effect is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and Government interests, without running the risk of being in breach of the legislation.

The Board is therefore seeking authority to make political donations to EU political organisations and independent election candidates not exceeding £50,000 in total and to incur EU political expenditure not exceeding £50,000 in total. In line with best practice guidelines published by the ABI, this resolution is put to shareholders annually rather than every four years as required by the 2006 Act. For the purposes of this resolution, the terms 'political donations', 'EU political organisations', 'independent election candidate' and 'EU political expenditure' shall have the meanings given to them in sections 363 to 365 of the 2006 Act.

Resolution 23 – Approval of amendments to the Marks and Spencer Group Performance Share Plan 2005 (the 'Plan')

In last year's Annual Report, the Remuneration Committee outlined its intention to review the Company's remuneration framework to ensure it remains fully aligned with business priorities. The clarity we now have around the strategy, and the medium to long-term objectives that Marc Bolland has established for the business, has enabled the Committee to build a framework that reflects this updated business plan.

The outcome of the Committee's review, finalised during a period of consultation with our key shareholders, will allow us to re-balance the package to place a greater weighting on long-term performance, in conjunction with a reduction in the short-term incentive opportunity; and to move away from adjusted (underlying basic) earnings per share ('EPS') as the sole metric for Long Term Incentive Plan ('LTIP') awards, to reflect the strategic priorities we have for the business.

In summary, the amendments to the Plan will have the effect of removing the overall maximum individual award limit of 400% of salary, which is permitted in exceptional circumstances. In conjunction with the reduction in the annual bonus maximum that is proposed, the maximum individual award limit under the Plan will be set at 300% going forward. The Committee's intention is that awards will be conventionally referenced to 250% of salary.

The Remuneration Committee has proposed that LTIP awards in 2011 will drive performance based on the following key metrics: cumulative EPS performance (50% of the total award), Revenue (30% based equally on performance in three business segments: the UK, Multi-channel and International) and Return on Capital Employed (20%). The move away from EPS as the sole metric under the long-term plans reflects investor preference for a rounded assessment of financial performance, and these measures and the targets that are proposed are directly referenced to the medium-term objectives we communicated to the market in our business strategy in November 2010. The Committee intends to keep the performance measures, and their relative weightings under review, and will ensure that appropriately stretching targets are set for each new performance cycle.

Recommendation

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

Yours sincerely

A handwritten signature in black ink, appearing to read 'Amanda Mellor'.

Amanda Mellor, Group Secretary
9 June 2011

Notice of Meeting

Marks and Spencer Group plc

Notice is hereby given that the tenth Annual General Meeting of Marks and Spencer Group plc will be held at the Royal Festival Hall, Southbank Centre, London, SE1 8XX on Wednesday, 13 July 2011 at 2pm (the 'AGM') for the purposes set out below:

Resolutions 1 to 18 and 22 and 23 will be proposed as ordinary resolutions and Resolutions 19 to 21 will be proposed as special resolutions.

1 To receive the report of the directors and the financial statements for the 52 weeks ended 2 April 2011, together with the report of the auditors.

2 To approve the Remuneration report.

3 To declare a final dividend of 10.8p per ordinary share.

To elect the following directors who were appointed by the Board since the last Annual General Meeting:

4 Robert Swannell

5 Alan Stewart

6 Laura Wade-Gery

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

7 Marc Bolland

8 Kate Bostock

9 Jeremy Darroch

10 John Dixon

11 Martha Lane Fox

12 Steven Holliday

13 Sir David Michels

14 Jan du Plessis

15 Steven Sharp

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

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

Directors' authority to allot shares

18 To resolve that the directors be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined in section 551 of the Companies Act 2006):

- (A) up to a nominal amount of £132,079,033
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £264,158,066 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter.

The authorities conferred on the directors to allot securities under paragraph (A) and (B) will expire on the date of the AGM of the Company to be held in 2012 or on 1 October 2012 whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

Disapplication of pre-emption rights

19 To resolve as a special resolution that, if Resolution 18 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution (set out in this Notice of Meeting) as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that such power to be limited:

- (A) to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 18, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter; and

- (B) in the case of the authority granted under paragraph (A) of Resolution 18 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £19,811,855,

and shall expire at the conclusion of the AGM to be held in 2012 or on 1 October 2012, whichever is sooner (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Company's authority to purchase its own shares

20 To resolve as a special resolution that the Company is authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 25p each ('Ordinary Shares'), such power to be limited:

- (A) to a maximum number of 158m Ordinary Shares; and
- (B) by the condition that the minimum price which may be paid for an Ordinary Share is 25p and the maximum price which may be paid for an Ordinary Share is the highest of:
 - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days' immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - (ii) the highest of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses, such power to apply until the end of the AGM to be held in 2012 or until 1 October 2012, whichever is sooner, but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended.

Calling of general meetings on 14 days' notice

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

Political donations

22 To resolve that in accordance with section 366 of the Companies Act 2006 the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised (i) to make political donations to EU political organisations or independent election candidates not exceeding £50,000 in total; and (ii) incur EU political expenditure not exceeding £50,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2012 or on 1 October 2012, whichever is sooner.

Amendments to the Marks and Spencer Group Performance Share Plan 2005

23 To resolve that the amendments are made to the Marks and Spencer Group Performance Share Plan 2005 (the 'Plan'), relating to the individual award limits which can be granted to an individual under the Plan, as summarised in the explanatory notes to this Notice and marked up in the copy of the Plan's rules, a copy of which was presented to the meeting and signed by the Chairman for the purposes of identification.

By order of the Board

Amanda Mellor, Group Secretary

9 June 2011, London

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

Notes:

- 1 Biographies of the directors seeking (re)election are given in the Annual Report, Annual Review and on our website, including membership of the principal committees. The terms of their service contracts are such that all executive directors may be terminated by the Company giving 12 months' notice and by the individual giving six months' notice; non-executive directors have agreements for service which can be terminated on three months' notice by either party; Robert Swannell and Sir David Michels have agreements for service which require six months' notice by either party.
- 2 Registered Shareholders: Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. Members may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you have received this Notice electronically it has been assumed you will be voting via our online voting service, where you can also appoint more than one proxy. If you do not have a proxy form and believe that you should have one, or if you require additional proxy forms (to appoint more than one proxy), please contact our shareholder helpline on **0845 609 0810**. Alternatively you can photocopy the enclosed proxy form. Please indicate the number of shares in relation to which your 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. All proxy forms must be signed and should be returned together to the address listed in paragraph 3 below.
- 3 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6GG no later than 2pm on Monday, 11 July 2011.
- 4 The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 12 below) will not prevent a shareholder attending the AGM and voting in person if he or she wishes to do so.
- 5 Indirect Shareholders: Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 6 The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 7 To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be entered on the Register of Members of the Company by 2pm on Monday, 11 July 2011, (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

8 The following documents are available for inspection at an agreed time (please telephone +44 (0)20 8718 9888) during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded), at the Company's registered office, Waterside House, 35 North Wharf Road, London W2 1NW. Documents will also be available for inspection at the Royal Festival Hall, Southbank Centre, London SE1 8XX from 1pm on 13 July 2011 until the conclusion of the AGM:

- (i) copies of the executive directors' service contracts;
- (ii) copies of the non-executive directors' letters of appointment;
- (iii) copies of the directors' Deeds of Indemnity; and
- (iv) a copy of the current Memorandum and Articles of Association of the Company.

9 A copy of the amended Marks and Spencer Group Performance Share Plan 2005 rules will be available at the offices of Deloitte LLP at 2 New Street Square, London EC4A 3BZ during normal business hours on any weekday, except Saturdays and public holidays from the date of this Notice up to and including the date of the AGM (please telephone +44 (0)20 7303 5372). They will also be available for inspection at the Royal Festival Hall from 1pm on 13 July until the conclusion of the AGM.

10 Shareholders are advised that unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.

11 As at 23 May 2011 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 1,584,948,396 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 23 May 2011 are 1,584,948,396.

12 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

13 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST manual (available via euroclear.com/CREST). 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 2pm on Monday, 11 July 2011. 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.

14 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

- 15 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.
- 16 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 17 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 report and accounts were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 18 Any member attending the meeting has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 19 A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at marksandspencer.com/thecompany.
- 20 Please see the letter from the Group Secretary dated 9 June 2011 for further explanatory notes.

AGM schedule

Royal Festival Hall, Southbank Centre, London SE1 8XX

Timings

Date: Wednesday, 13 July 2011

12.00 noon

Doors open, registration begins

Question Desk open

Light lunch available

1.15pm

Auditorium opens. Please make your way to the Auditorium where hosts will direct you to your seats

2.00pm

AGM begins

4.00pm (approximately)

AGM closes – the results of the poll will be released to the London Stock Exchange once collated

Tea and coffee available

Admission

Please plan to arrive before 1.45pm to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your proxy form or, for those registered for electronic communications, is attached to the email you will have received. This will help us to register you more swiftly.

Shareholders with special needs

The Royal Festival Hall is easily accessible by wheelchair users and has lift access inside. The main Auditorium is also covered with an assisted hearing system, handsets will be available from the Customer Services Desk on level 2.

For further information on the special needs facilities at the venue, please call the Royal Festival Hall direct on: **0844 875 0073**.

Security

Security measures will be in place to ensure your safety. Please note that bag searches will be in operation and any items deemed inappropriate will be removed and stored until the end of the event. Flash photography is not allowed at the AGM.

Further information

Webcast

For shareholders unable to attend the AGM, there will be a webcast on our website. This will be broadcast live at 2.00pm on the day. Please go to marksandspencer.com/thecompany and follow the links to register for this. The webcast will also be available to download after the event.

If you have any queries about the AGM or the contents of this document, please call Marks & Spencer Group Secretariat on **020 8718 9888**.

**MARKS &
SPENCER**
marksandspencer.com



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