



EST. 1884

ANNUAL GENERAL MEETING 2015 ATTENDANCE CARD

WEMBLEY STADIUM, WEMBLEY, LONDON, HA9 0WS
TUESDAY 7 JULY 2015 AT 11AM

Doors open 9.30am. Please bring this attendance card with you and try to arrive by 10.30am to allow for registration and security clearance.

To view our Board biographies go to the governance section of marksandspencer.com/annualreport2015 and follow the link. Those with a QR Reader app can use the link to the right.



HOW TO VOTE YOUR SHARES AT THE AGM

If you would like to vote at the AGM, but you are unable to attend the meeting, you can appoint a proxy who will vote at the meeting on your behalf. There are two ways of doing this: 1) vote online or 2) complete and return the Proxy voting form below.

Guidance notes are on the reverse of this attendance card and in the enclosed Notice of Meeting on page 20. If you post the voting form within the United Kingdom, no envelope is necessary and there is no postage to pay. If you prefer to use an envelope, please address to Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU. If posting from outside the United Kingdom, you should return it in an envelope to the FREEPOST address above. However, you will need to pay the postage.

Option 1 Vote Online Just go to sharevote.co.uk and follow the onscreen instructions.

Voting ID

Task ID

Shareholder reference

Task ID

Shareholder reference No.

2482-186-s

AGM 2015 VOTING FORM

If you do not have access to the internet and want to vote your shares, you can do so by completing and **returning this part of the form no later than 11am on Friday 3 July 2015.**

Option 2 I want to give voting instructions

Indicate voting intention by ☒

Resolutions

- 1 Receive Annual Report and Accounts
- 2 Approve the Remuneration Report
- 3 Declare final dividend
- 4 Elect Helen Weir
- 5 Elect Richard Solomons
- 6 Re-elect Vindi Banga
- 7 Re-elect Alison Brittain
- 8 Re-elect Marc Bolland
- 9 Re-elect Patrick Bousquet-Chavanne
- 10 Re-elect Miranda Curtis
- 11 Re-elect John Dixon
- 12 Re-elect Martha Lane Fox
- 13 Re-elect Andy Halford

For Against witheld

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Resolutions

- 14 Re-elect Steve Rowe
- 15 Re-elect Robert Swannell
- 16 Re-elect Laura Wade-Gery
- 17 Re-appoint Deloitte LLP as auditors
- 18 Authorise Audit Committee to determine auditors' remuneration
- 19 Authorise allotment of shares
- 20 Disapply pre-emption rights*
- 21 Authorise purchase of own shares*
- 22 Call general meetings on 14 days' notice*
- 23 Authorise the Company and its subsidiaries to make political donations
- 24 To introduce a new Performance Share Plan
- 25 To introduce a new Executive Share Option Plan

For Against witheld

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*special resolution

M&S Board voting recommendations ☐

Sign and date this declaration

I/we being the shareholder(s) of Marks and Spencer Group plc (the Company) hereby appoint the Chairman of the meeting, or[†]

Name and address of Proxy
(see notes for voting overleaf)

as my Proxy to vote on my/our behalf at the Annual General Meeting (AGM) of the Company to be held on Tuesday 7 July 2015 at 11am and at any adjournment thereof. In respect of the resolutions referred to in the Notice of Meeting, I/we desire my/our Proxy to vote as indicated.

[†]If you would like to appoint a Proxy other than the Chairman, insert name and address in the box provided and initial alterations. You may appoint more than one Proxy.

Direction of Nominee: In respect of my shares held in the Share Service, I direct that the respective Nominee vote at the AGM as indicated.

See page 20 of Notice of Meeting (Note 2)

Date

Signature

ANNUAL GENERAL MEETING ATTENDANCE CARD

DIRECTIONS

Bus and Tube

Wembley Stadium can be accessed via the Jubilee and Metropolitan lines at Wembley Park Station. The Bakerloo line and London Overground serve Wembley Central Station and Bus routes 83, 92 and 182 run towards Wembley Stadium from stop CM.

Main line railway station

Wembley Stadium Station (Chiltern Railways).

Further details regarding transport are included in the Notice of Meeting.

OTHER INFORMATION

Security

Standard 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.

Shareholders with special needs

Wembley Stadium is easily accessible by wheelchair users and has lift access inside. The Great Hall is also covered with an assisted hearing system; handsets will be available from the Customer Services Desk.

General

Shareholders are advised that unless otherwise provided, the telephone numbers, website and email addresses set out in this document 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).

NOTES FOR VOTING

If you cannot attend the AGM, but wish to vote on the resolutions, you are entitled to appoint someone else as a 'Proxy'. A Proxy need not be a member of the Company and can exercise all or any of your rights to attend, speak and vote at the meeting. A Proxy must vote as you have instructed.

A Proxy will vote at his or her discretion or abstain from voting, as he or she sees fit, on any resolution on which you do not give a specific instruction and, unless instructed otherwise, on any other business (including amendments to resolutions) which may properly come before the meeting.

This form constitutes a Form of Appointment of Proxy and enables you to cast votes attaching to your Marks and Spencer Group plc shares.

The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and is not counted in the calculation of the votes 'for' and 'against' a resolution.

This form assumes you wish to vote all of your shares in the same way. To vote only part of your holding or to vote some shares one way and some another, please contact the shareholder helpline on 0845 609 0810 or +44 121 415 7071 from outside the UK.

Business Reply Plus
Licence Number
RSRH-JSEC-XSZA



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