



EST. 1884

# ANNUAL GENERAL MEETING 2023 PROXY CARD

TO BE BROADCAST FROM WATERSIDE HOUSE,  
35 NORTH WHARF ROAD, LONDON, W2 1NW ON  
TUESDAY 4 JULY 2023 AT 11AM

Board biographies and the full  
Notice of Meeting can be found in the Annual Report.  
To view these online, go to the downloads section of  
[marksandspencer.com/annualreport2023](https://marksandspencer.com/annualreport2023)  
and follow the links.

## VOTE YOUR SHARES AT THE AGM

If you would like to vote at the AGM, but are unable to participate electronically yourself, you can appoint a Proxy who will vote on your behalf. There are two ways of doing this: 1) vote in advance or on the day via the Lumi website, or 2) complete and return the Proxy voting form below.

### To vote via Lumi:

Go to: <https://web.lumiagm.com/161-121-785>

SRN:

PIN:

Guidance notes are on the reverse of this card and on pages 228 and 229 of the Notice of Meeting. 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.

Task ID

Shareholder reference No.

2482-0288

## VOTE BY POST: AGM 2023 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 to arrive no later than 11am on Friday 30 June 2023.

### I want to give voting instructions

Indicate voting intention by ☒

#### Resolutions

- 1 Receive Annual Report and Accounts
- 2 Approve the Remuneration Report
- 3 Approve the Remuneration Policy
- 4 Re-elect Archie Norman
- 5 Re-elect Stuart Machin
- 6 Re-elect Katie Bickerstaffe
- 7 Re-elect Evelyn Bourke
- 8 Re-elect Fiona Dawson
- 9 Re-elect Andrew Fisher
- 10 Re-elect Tamara Ingram
- 11 Re-elect Justin King
- 12 Re-elect Sapna Sood

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolutions

- 13 Elect Ronan Dunne
- 14 Elect Cheryl Potter
- 15 Re-appoint Deloitte LLP as auditors
- 16 Authorise Audit & Risk Committee to determine auditors' remuneration
- 17 Authorise the Company and its subsidiaries to make political donations
- 18 Authorise allotment of shares
- 19 General disapplication of pre-emption rights\*
- 20 Additional disapplication of pre-emption rights\*
- 21 Authorise purchase of own shares\*
- 22 Call general meetings on 14 days' notice\*

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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 4 July 2023 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 alteration. You may appoint more than one Proxy.

See page 225 of Notice of  
Meeting (Note 2)

Date

Signature

# ANNUAL GENERAL MEETING 2023

## DIGITAL AGM

Shareholders are advised not to travel to the venue on the day as the 2023 AGM will be fully digitally enabled. Board members will not be available for shareholder interactions in person, as they will be taking part in the meeting broadcast under studio conditions. Any shareholders travelling to the venue against the Board's recommendation will be advised to join the meeting electronically, and will be provided with assistance to do so, if needed. Refreshments will not be provided.

## ELECTRONIC PARTICIPATION

Shareholders and duly appointed proxies can register their votes and questions electronically, both in advance and on the day, by accessing the AGM website, <https://web.lumiagm.com/161-121-785>. You can send us a video recording of yourself asking your question by email to [AGMquestionsubmission@marksandspencer.com](mailto:AGMquestionsubmission@marksandspencer.com).

Further information, including step-by-step guides on how to join the meeting electronically and submit your votes and questions using the Lumi website can be found on pages 228 and 229 of the Notice of Meeting\*, available at [marksandspencer.com/annualreport2023](https://marksandspencer.com/annualreport2023).

To vote and register a question via Lumi, visit <https://web.lumiagm.com/161-121-785>. You will need to enter your SRN and PIN which are included on this communication, and click 'Cast your vote' or select the 'Voting' button. To submit a question, select the 'Messaging' button, type your question and click on the arrow to submit it.

To register questions via video please send a video recording of yourself asking your question by email to [AGMquestionsubmission@marks-and-spencer.com](mailto:AGMquestionsubmission@marks-and-spencer.com). Please ensure that your question recording lasts no longer than one minute, so that we can hear from as many shareholders as possible. By submitting a video question, you consent to your video being played during the AGM broadcast; please note that the AGM recording will be publicly available on our corporate website after the meeting.

## ADDITIONAL NOTES FOR VOTING

If you cannot electronically join 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 electronically attend, ask questions 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 +44 (0) 345 609 0810. Lines open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). Please use the country code when contacting us from outside of the UK.

\* Duly appointed proxies can obtain these details by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com)  
Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

Business Reply Plus  
Licence Number  
RSRH-JSEC-XSZA



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