



ANNUAL GENERAL MEETING 2024 PROXY CARD

TO BE BROADCAST FROM WATERSIDE HOUSE,
35 NORTH WHARF ROAD, LONDON, W2 1NW ON
TUESDAY 2 JULY 2024 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 corporate.marksandspencer.com/annualreport2024 and follow the links.

VOTE YOUR SHARES AT THE AGM

If you would like to vote at the AGM, but are unable to participate 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/148-969-154>

SRN:

PIN:

Guidance notes are on the reverse of this card and on pages 212 and 213 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.

2482-0295

VOTE BY POST: AGM 2024 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 28 June 2024.**

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 Re-elect Archie Norman
- 5 Re-elect Stuart Machin
- 6 Re-elect Evelyn Bourke
- 7 Re-elect Fiona Dawson
- 8 Re-elect Ronan Dunne
- 9 Re-elect Tamara Ingram
- 10 Re-elect Justin King

For Against withheld

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolutions

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

For Against withheld

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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 2 July 2024 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 209 of Notice of Meeting (Note 2)

Date

Signature

ANNUAL GENERAL MEETING 2024

AGM INFORMATION

Shareholders will enjoy the best experience by joining the 2024 AGM online. This can be done by accessing the AGM website: <https://web.lumiagm.com/148-969-154>. If a shareholder wishes to attend the AGM in person, seats will be allocated on a first-come first-served basis. Shareholders are requested to register their intention to do so in advance of the meeting, to help us manage capacity on the day. This should be done by emailing your full name and shareholder reference number to privateshareholders@marks-and-spencer.com.

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/148-969-154>. You can send us a video recording of yourself asking your question by email to AGMquestionsubmission@marks-and-spencer.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 212 and 213 of the Notice of Meeting*, available at corporate.marksandspencer.com/annualreport2024.

To vote and register a question via Lumi, visit <https://web.lumiagm.com/148-969-154>. You will need to enter your SRN and PIN which are included on this communication, and 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. 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 join the AGM on the day, 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 their discretion or abstain from voting, as they see 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 hybridhelp@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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