



ANNUAL GENERAL MEETING 2025 PROXY CARD

TO BE HELD AT AND BROADCAST FROM WATERSIDE
HOUSE, 35 NORTH WHARF ROAD, LONDON, W2 1NW
ON TUESDAY 1 JULY 2025 AT 11AM

Board biographies and the full Notice of Meeting can
be found in the Annual Report.

To view this online, go to
corporate.marksandspencer.com/annualreport2025.

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://meetings.lumiconnect.com/100-898-832-080>

SRN:

PIN:

Guidance notes are on the reverse of this card and on pages 201 to 203 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.

2482-0301

VOTE BY POST: AGM 2025 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 27 June 2025.**

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
- 11 Re-elect Cheryl Potter
- 12 Re-elect Sapna Sood
- 13 Elect Alison Dolan
- 14 Appoint Deloitte LLP as auditors
- 15 Authorise Audit & Risk Committee to determine auditors' remuneration

| For | Against | Vote withheld |
|--------------------------|--------------------------|--------------------------|
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Resolutions

- 16 Authorise the Company and its subsidiaries to make political donations
- 17 Authorise allotment of shares
- 18 General disapplication of pre-emption rights*
- 19 Additional disapplication of pre-emption rights*
- 20 Authorise purchase of own shares*
- 21 Call general meetings on 14 days' notice*
- 22 Renewal of Performance Share Plan
- 23 Renewal of Deferred Share Bonus Plan
- 24 Renewal of Restricted Share Plan
- 25 Renewal of Executive Share Option Plan
- 26 Increase non-executive director fee limit
M&S Board recommends shareholders vote **AGAINST** this resolution.
- 27 Shareholder requisitioned resolution*

| For | Against | Vote 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 1 July 2025 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 212 of Notice of Meeting (Note 2)

Date

Signature

ANNUAL GENERAL MEETING 2025

AGM INFORMATION

The 2025 Annual General Meeting (AGM) will be a digitally-enabled meeting. You are invited to engage electronically via our dedicated Lumi AGM website at <https://meetings.lumiconnect.com/100-898-832-080>. If you wish to attend in person as part of our studio audience, please register your intention to do so in advance, to help manage capacity on the day. Please email privateshareholders@marks-and-spencer.com, providing your full name and shareholder reference number (SRN).

ENGAGING IN ADVANCE

You can vote and submit a question via Lumi in advance at <https://meetings.lumiconnect.com/100-898-832-080>. You will need to enter your SRN and PIN as set out on this communication. Once logged in, select the 'Voting' tab and select your voting directions from the options shown on screen. To change your mind, simply select a different option. To submit a question, select the 'Messaging' feature, type your question and click on the arrow to submit it.

You can also send your questions, either written or a recorded video message, direct to us via email to AGMquestionsubmission@marks-and-spencer.com. Please ensure recordings last no longer than one minute. By submitting a video question, you consent to your video being played during the AGM broadcast. Please note, the AGM recording will also be made publicly available on our corporate website after the meeting.

Further information on how to engage with the meeting can be found on pages 201 to 203 of the Notice of Meeting, available at corporate.marksandspencer.com/annualreport2025.

JOINING ON THE DAY

You can watch the broadcast live, vote and ask questions by logging onto the Lumi AGM website from 10am on Tuesday 1 July 2025, using the same details as outlined on this communication. If you are joining us in person, the meeting will be held at our London Support Centre, Waterside House, which is well served by public transport. The meeting will begin at 11am, and you will be able to vote once the poll has been declared open.

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.

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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