

WH SMITH PLC

Notice of WH Smith PLC Annual General Meeting

Allen & Overy LLP

One Bishops Square, London E1 6AD

on Wednesday 21 January 2015 at 11.30am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the contents of this document or as to the action you should take in relation to the Annual General Meeting, you should consult your stockbroker, bank manager, solicitor, accountant or other professional independent adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in WH Smith PLC you should pass this notice and other enclosures to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WH Smith PLC

Company Number: 5202036

Registered in England and Wales

Registered Office: Greenbridge Road, Swindon, Wiltshire SN3 3RX

VAT Registration Number: 238554836

Notice of WH Smith PLC Annual General Meeting

Dear Shareholder

I have pleasure in sending you the Notice of our Annual General Meeting ('AGM') for shareholders which will be held at Allen & Overy LLP, One Bishops Square, London E1 6AD ('AGM Location') on Wednesday 21 January 2015 at 11.30am. The formal Notice of Annual General Meeting is set out on pages 3 and 4 of this document.

The AGM is an important opportunity for all shareholders to express their views by raising questions and voting.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the Form of Proxy and return it to our registrars as soon as possible. Alternatively, you can register your proxy vote electronically by logging on to www.investorcentre.co.uk/eproxy or, if you are a member of CREST, via Computershare Investor Services PLC (ID 3RA50). The registrars must receive your proxy appointment by 11.30am on Monday 19 January 2015.

Final dividend

Shareholders are being asked to approve a final dividend of 24.2p per ordinary share for the year ended 31 August 2014. If shareholders approve the recommended final dividend, this will be paid on 29 January 2015 to all shareholders who were on the register of members at close of business on 9 January 2015.

If you have not already done so, may I take this opportunity to encourage you to arrange to have your dividends paid directly into your bank or building society account. Mandating your dividends is more secure than receiving a cheque by post and means that you will receive cleared funds automatically on the payment date. To receive future dividends directly into your bank or building society account, please register at www.investorcentre.co.uk using your Shareholder Reference Number which is printed on your Form of Proxy or contact our registrars, Computershare Investor Services PLC on 0871 495 0100¹ for more information.

Notice of publication of Annual report

Notice is hereby given that the WH Smith PLC Annual report 2014 has been published on the Company's website www.whsmithplc.co.uk. It can be accessed at www.whsmithplc.co.uk/investors/company_reports or by going to the Company's home page, clicking on the Investors section of the website and then clicking on Company reports. If you have elected to receive shareholder correspondence in hard copy, then the Annual report will accompany this Notice of Meeting. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual report, you can do so by contacting our registrars.

Voting on AGM resolutions

In line with best practice, all resolutions at the 2015 AGM will be taken on a poll vote and not on a show of hands as was previously the case. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held. The results will be published on our website at www.whsmithplc.co.uk and will be released to the London Stock Exchange.

Explanatory notes

Explanatory notes on the special business to be considered at the AGM appear on pages 5 and 6 of this document.

Recommendation

Your directors consider that each of the proposals detailed in this Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend other shareholders to do likewise.

Yours sincerely

Henry Staunton
Chairman

¹ Calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary.

Notice of Annual General Meeting

Notice is hereby given that the ninth Annual General Meeting of WH Smith PLC (the 'Company') will be held at Allen & Overy LLP, One Bishops Square, London E1 6AD on Wednesday 21 January 2015 at 11.30am for the following purposes:

Ordinary business – ordinary resolutions

Report and accounts

Resolution 1: to receive the reports and accounts of the directors and auditors for the year ended 31 August 2014.

Remuneration report

Resolution 2: to approve the directors' remuneration report (excluding the directors' remuneration policy set out on pages 31 to 37 of the report) for the year ended 31 August 2014, as set out on pages 30 to 44 of the 2014 Annual report.

Shareholders are asked to approve the remuneration report that appears on pages 30 to 44 of the 2014 Annual report. This vote is advisory, and the directors' entitlement to remuneration is not conditional on it.

Remuneration policy

Resolution 3: to approve the directors' remuneration policy, the full text of which is contained in the directors' remuneration report for the financial year ended 31 August 2014, as set out on pages 31 to 37 of the 2014 Annual report.

Shareholders are asked to approve the directors' remuneration policy which is set out in full in the remuneration report that appears on pages 30 to 44 of the 2014 Annual report. Once the directors' remuneration policy is approved, the Company will not be able to make a remuneration payment to a current or future director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has been approved by a resolution of the members of the Company.

Final dividend

Resolution 4: to declare a final dividend of 24.2p per share recommended by the directors.

Directors

Resolution 5: to re-elect Suzanne Baxter as a director of the Company.

Suzanne Baxter joined the Board in February 2013. She is Chair of the Audit Committee and is a member of the Nominations and Remuneration Committees. The Chairman confirms that, following the formal performance evaluation carried out in August 2014, Suzanne Baxter continues to make an effective contribution and commitment to Board and Committee meetings and her other duties.

Resolution 6: to re-elect Stephen Clarke as a director of the Company.

Stephen Clarke joined the Board in June 2012 and became Group Chief Executive on 1 July 2013.

Resolution 7: to re-elect Annemarie Durbin as a director of the Company.

Annemarie Durbin joined the Board in December 2012. She is a member of the Audit, Nominations and Remuneration Committees. The Chairman confirms that, following the formal performance evaluation carried out in August 2014, Annemarie

Durbin continues to make an effective contribution and commitment to Board and Committee meetings and her other duties.

Resolution 8: to re-elect Drummond Hall as a director of the Company.

Drummond Hall joined the Board in September 2008 and became Senior Independent Director on 1 September 2013. He is also Chairman of the Remuneration Committee and is a member of the Audit and Nominations Committees. The Chairman confirms that, following the formal performance evaluation carried out in August 2014, Drummond Hall continues to make an effective contribution and commitment to Board and Committee meetings and his other duties.

Resolution 9: to re-elect Robert Moorhead as a director of the Company.

Robert Moorhead joined the Board in December 2008. He is Chief Financial Officer and Chief Operating Officer.

Resolution 10: to re-elect Henry Staunton as a director of the Company.

Henry Staunton joined the Board in September 2010 and became Chairman on 1 September 2013. He is also Chairman of the Nominations Committee and a member of the Remuneration Committee. Drummond Hall confirms that, following the formal performance evaluation carried out in August 2014, Henry Staunton continues to be an effective Chairman and demonstrates his commitment to the role.

Biographies for the directors are set out on page 29 of the Annual report.

Auditors

Resolution 11: to appoint PricewaterhouseCoopers LLP as auditors until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

During the year a tender process for the audit contract was conducted, details of which can be found on page 27 of the Annual report. On the recommendation of the Audit Committee, the Board proposes that PricewaterhouseCoopers LLP be appointed as auditors of the Company.

Resolution 12: to authorise the Board to determine the auditors' remuneration.

Special business

The following 2 resolutions will be proposed as ordinary resolutions.

Authority to make political donations

Resolution 13: to resolve that, in accordance with Section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised to:

- make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- incur political expenditure not exceeding £50,000 in total,

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during the period from the date of passing this resolution up to and including the conclusion of the next Annual General Meeting of the Company or up to and including 29 February 2016, whichever is the earlier.

For the purpose of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

Authority to allot shares

Resolution 14: to resolve that:

- (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with Article 7 of the Company's Articles of Association, up to a maximum nominal amount of £8,693,604 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company's Articles of Association) allotted under paragraph (ii) below in excess of £8,693,604; and
 - (ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association), up to a maximum nominal amount of £17,389,817 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 29 February 2016; and
- (c) all previous unutilised authorities under Section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

The following 3 resolutions will be proposed as special resolutions.

Disapplication of pre-emption rights

Resolution 15: to resolve that:

- (a) in accordance with Article 8 of the Company's Articles of Association, the directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in Article 8(b)(iii) of the Company's Articles of Association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £1,304,171;
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 29 February 2016; and
- (d) all previous unutilised authorities under Sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Market purchases of ordinary shares

Resolution 16: to resolve that, pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of any of its own ordinary shares in such manner and on such terms as the directors may from time to time determine provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased under this authority is the lesser of 11,808,035 shares or 10 per cent of the issued ordinary shares as at the date of the AGM to be held on 21 January 2015 (or any adjournment of such AGM);
- (b) the minimum price which may be paid for each ordinary share is 22⁶/₆₇p (exclusive of all expenses);
- (c) the maximum price which may be paid for each ordinary share is an amount (exclusive of all expenses) equal to the higher of:
 - (i) 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (d) the authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or at close of business on 29 February 2016, whichever is the earlier, save that the Company shall be entitled under such authority to make at any time before such expiry any contract or contracts to purchase its own shares which will or might be executed wholly or partly after such expiry and make a purchase of shares in pursuance of any such contract or contracts; and
- (e) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not been executed.

Notice of general meetings

Resolution 17: to resolve that a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By Order of the Board

Ian Houghton

Company Secretary

26 November 2014

Registered Office: Greenbridge Road, Swindon,
Wiltshire SN3 3RX

Explanatory notes

Resolutions 5 to 10 **Retirement and re-election of directors**

Under the Company's Articles of Association, all directors are required to retire and submit themselves for election or re-election if they have been appointed by the Board since the previous AGM or if it is the third AGM following that at which they were elected or last re-elected. However, in accordance with the UK Corporate Governance Code, the directors have resolved that they will all retire and that those wishing to serve again shall submit themselves for re-election by the shareholders. Biographies of all the directors are set out in the Company's Annual report and are also available for viewing on the Company's website (www.whsmithplc.co.uk).

Resolution 13 **Authority to make political donations**

Part 14 of the Companies Act 2006 ('CA 2006'), amongst other things, prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the CA 2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the CA 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted under the CA 2006, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place. The resolution reflects the three categories covered by the rules and authorises the Company and its subsidiaries to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

in the period up to the Company's next Annual General Meeting or up to and including 29 February 2016, whichever is the earlier.

As required by the CA 2006, the resolution is in general terms and does not purport to authorise particular donations.

Resolution 14 **Authority to allot shares**

At the Annual General Meeting held on 22 January 2014, the shareholders authorised the directors, under Section 551 of the CA 2006, to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company. This authority is due to expire at the end of the AGM. It is

proposed to renew this authority. Paragraph (a)(ii) of resolution 14 would allow the directors to allot shares up to a maximum nominal amount of £8,693,604, representing approximately one third (33.33 per cent) of the Company's issued share capital, calculated as at 19 November 2014 (being the latest practicable date prior to publication of this Notice). In accordance with institutional guidelines issued by the Investment Management Association (IMA), paragraph (a)(iii) of resolution 14 would allow the directors to allot, including the shares referred to in paragraph (a)(i), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue up to a maximum nominal amount of £17,389,817, representing approximately two thirds (66.67 per cent) of the Company's issued share capital, calculated as at 19 November 2014 (being the latest practicable date prior to publication of this Notice).

The authority would expire at the conclusion of the next Annual General Meeting of the Company or at close of business on 29 February 2016, whichever is the earlier. Although the directors have no present intention of exercising this authority, it is considered prudent to maintain the flexibility it provides. If the directors do exercise the authority, they intend to follow best practice as regards its use as recommended by the IMA.

As at the date of this Notice, the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 15 **Disapplication of pre-emption rights**

Also at the Annual General Meeting held on 22 January 2014, a special resolution was passed, under Sections 570 and 573 of the CA 2006, empowering the directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. This authority is due to expire at the end of the AGM. It is proposed to renew the authority. If approved, this resolution would authorise the directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £1,304,171, which is equal to approximately five per cent of the Company's issued ordinary share capital as at 19 November 2014 (being the latest practicable date prior to publication of this Notice). The authority would expire at the conclusion of the next Annual General Meeting of the Company or at close of business on 29 February 2016, whichever is the earlier. The directors do not intend to issue more than 7.5 per cent of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period without prior consultation with the shareholders and the Investment Committees of the IMA and the National Association of Pension Funds.

Resolution 16 **Market purchases of ordinary shares**

With the authority of shareholders in general meeting, the Company may purchase its own ordinary shares in the market subject to the provisions of the CA 2006. The directors will only exercise the authority when satisfied that it is in the best interests of shareholders generally and that it would result in an increase in earnings per share.

The proposed authority would be limited to purchases up to the lesser of 11,808,035 ordinary shares representing approximately 10 per cent of the issued ordinary shares in the Company as at 19 November 2014 or 10 per cent of the issued ordinary shares as at the date of the AGM to be held on 21 January 2015 (or any adjournment of such AGM). The proposed

Notice of WH Smith PLC Annual General Meeting – Explanatory notes

authority would expire at the next Annual General Meeting of the Company or at close of business on 29 February 2016, whichever is the earlier. This resolution specifies that the minimum price which may be paid for each ordinary share is 22⁶/₆₇p (exclusive of all expenses) and the maximum price which may be paid is the higher of 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased and the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 (exclusive of all expenses). As at 19 November 2014, (being the latest practicable date prior to publication of this Notice), there were outstanding 3,368,815 options to subscribe for ordinary shares, representing 2.85 per cent of the Company's issued ordinary share capital. If the Company's authority to purchase shares (existing and being sought) was exercised in full, the options would represent 3.17 per cent of the Company's issued ordinary share capital.

Under Part 17, Chapter 6 of the CA 2006, the Company is allowed to hold its own shares in treasury following a buyback as an alternative to cancelling them. Shares held in treasury may be subsequently cancelled, sold for cash or used to satisfy share options and share awards under employees' share schemes. However, all rights attaching to them, including voting rights and the right to receive dividends, are suspended while they are held in treasury. It is the Company's present intention to cancel any shares it buys back rather than hold them in treasury.

Resolution 17 **Notice of general meetings**

The notice period required by the CA 2006 for general meetings of the Company is 21 days, unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs must always be held on at least 21 clear days' notice.)

At the Annual General Meeting held on 22 January 2014, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by resolution 17, if passed, will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by resolution 17 will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business of the meeting and in the interests of the Company and shareholders as a whole.

Notes

1. Shareholders are entitled to appoint one or more proxies (who need not be shareholders) to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting provided that if more than one proxy is appointed, each proxy is appointed to exercise the rights attached to a different share or shares.
2. Shareholders should use the Form of Proxy to make the appointment referred to in Note 1 above. Before completing the Form shareholders should read the guidance notes on the Form.
3. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the printed Form of Proxy or email notification. For further information, see the instructions printed on the Form of Proxy.
4. To be valid any Form of Proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC or at the electronic address provided on the Form of Proxy, in each case no later than 11.30am on 19 January 2015. Completion and return of a Form of Proxy, or electronic proxy appointment, or any CREST Proxy Instruction (as described in Note 5) will not prevent you attending and voting at the meeting, if you wish. A member must inform the Company in writing of any termination of the authority of a proxy.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. 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 to CREST members via www.euroclear.com). 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 Computershare (CREST participant ID 3RA50) by 11.30am on 19 January 2015. 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 the issuer's agent 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.
7. 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 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.
8. 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.
9. The Company specifies that only those ordinary shareholders registered in the register of members of the Company as at 6.00pm on 19 January 2015 (or 6.00pm on the day that is two days before any adjourned meeting) shall be entitled to attend (either in person or by proxy) and vote at the meeting, or any adjourned meeting, in respect of the number of shares registered in their names at that time. Changes to the register of members after 6.00pm on 19 January 2015 (or 6.00pm on the day that is two days before any adjourned meeting) shall be disregarded in determining the right of any person to attend and vote at the AGM.
10. Copies of directors' service contracts and non-executive directors' letters of appointment with the Company and any of its subsidiaries are available for inspection at the registered office of the Company during normal business hours on any day, except Saturdays, Sundays and public holidays, and at the AGM Location on the date of the meeting for at least 15 minutes prior to and during the meeting.
11. Any person to whom this Notice is sent who is a person nominated under Section 146 of CA 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.
12. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 to 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
13. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
14. 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.
15. Under Section 527 of CA 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 auditors' 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 accounts and reports were laid in accordance with Section 437 of CA 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 CA 2006. Where the Company is required to place a statement on a website under Section 527 of CA 2006, it must forward the statement to the Company's auditors 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 CA 2006 to publish on a website.
16. As at 19 November 2014 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 118,080,357 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 November 2014 are 118,080,357.
17. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
18. Any member attending the meeting has the 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 CA 2006, can be found at www.whsmithplc.co.uk.
20. Under Section 338 and Section 338A of CA 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than 9 December 2014, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

