

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are taking advice in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

If you have sold or transferred all your Ordinary Shares in Marshalls plc, please pass this document (but not the personalised Form of Proxy) to the purchaser or transferee or to the agent through whom you made the sale of those shares for transmission to the purchaser or transferee.



Notice of Annual General Meeting

This Circular contains the Notice of Annual General Meeting to be held on Wednesday 12 May 2021 at 11.00 am at Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire HX5 9HT, and the explanatory notes for the business to be carried out at the Meeting.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to arrive not later than 11.00 am on Monday 10 May 2021. Shareholders can vote and/or appoint a proxy online by registering at www.eproxyappointment.com. Shareholders may also attend the Meeting electronically, access the online voting facility and cast their vote via smartphone. Any votes cast online must be cast and any proxy appointment must be filed in each case no later than 11.00 am on Monday 10 May 2021.

IMPORTANT NOTICE: AS A RESULT OF THE GLOBAL COVID-19 PANDEMIC, THE 2021 ANNUAL GENERAL MEETING OF MARSHALLS PLC WILL BE HELD AS A HYBRID MEETING. UNLESS CURRENT GUIDANCE CHANGES BEFORE THE MEETING, AND WE INFORM YOU IN WRITING, SHAREHOLDERS SHOULD NOT ATTEND IN PERSON. ANY SHAREHOLDER SEEKING TO ATTEND THE ANNUAL GENERAL MEETING IN PERSON WILL BE REFUSED ENTRY. SHAREHOLDERS ARE THEREFORE STRONGLY ENCOURAGED TO VOTE BY APPOINTING THE CHAIR AS YOUR PROXY IN ADVANCE OF THE MEETING. FURTHER DETAILS OF THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING, VOTING ARRANGEMENTS AND HOW TO ASK QUESTIONS ARE SET OUT IN THIS DOCUMENT.

Letter from the Chair of the Board

MARSHALLS PLC

Registered Office: Landscape House, Premier Way, Lowfields Business Park, Elland HX5 9HT

(Registered in England: No. 5100353)

1 April 2021

To: Ordinary Shareholders

Dear Shareholder

Notice of Annual General Meeting

I am writing to give you notice of the arrangements for our 2021 Annual General Meeting, which we intend to hold on Wednesday 12 May 2021 at our offices at Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire HX5 9HT.

We had hoped to be welcoming shareholders in person to our 2021 Annual General Meeting, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. To our disappointment, this will not be possible as the Government measures restricting public gatherings and non-essential travel remain in place as at the date of this Notice. As it is likely that these restrictions will remain in place until after the Annual General Meeting, we have made arrangements, as we did last year, for the Meeting to be a "hybrid" meeting, allowing shareholders to participate electronically.

The quorum for the Annual General Meeting is any two shareholders or their proxies/corporate representatives. We are therefore making arrangements for the quorum to be satisfied by the presence of two employee shareholders present in person, by proxy or as corporate representatives. In view of the restrictions on travel and public gatherings in place at the date of writing, we do not intend to admit any other shareholders in person to the Meeting venue. The health, safety and wellbeing of the Company's shareholders and employees remains our priority and we thank you for your continued understanding in this regard. If it subsequently becomes possible to welcome a number of shareholders to the venue, attendance in this way is likely to be restricted in terms of numbers and we would therefore still encourage shareholders not to attend the venue in person and instead to participate in the meeting electronically. Any updates to the position will be included on our website at www.marshalls.co.uk/investor/agm-details.

Shareholders are invited to participate electronically, by accessing the AGM website <https://web.lumiagm.com>. Further details and instructions for access are set out in the Appendix to this document.

The formal Notice of Annual General Meeting follows this letter. Shareholders are strongly encouraged to appoint the Chair as their proxy even if they intend to attend the Meeting electronically. This will ensure that your vote will be counted even if attendance at the Meeting is restricted or you are unable to attend.

All the Resolutions will be put to a poll. The outcome of the poll vote for each Resolution will be published following the Meeting on the Company's website and by Regulatory Information Service announcement.

The Annual Report and Accounts (Resolution 1)

Ordinary Shareholders will be asked to receive the Report of the Directors and the Accounts for the year ended 31 December 2020 together with the Auditor's Report.

Reappointment and remuneration of auditor (Resolutions 2 and 3)

The Company is required to appoint an auditor at each Annual General Meeting at which accounts are presented to hold office until the next Annual General Meeting. Resolution 2 therefore proposes that Deloitte LLP be reappointed as auditor to the Company and Resolution 3 authorises the Directors to determine its remuneration.

Final dividend (Resolution 4)

A final dividend of 4.3 pence per Ordinary Share is recommended by the Directors for payment to shareholders on the Register of Members of the Company at the close of business on 4 June 2021. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the dividend will be paid on 1 July 2021.

Appointment and reappointment of Directors (Resolutions 5 to 9)

The Company's Articles of Association provide for Directors to retire by rotation every three years, and for new Directors to be subject to election at the Annual General Meeting following their appointment. The UK Corporate Governance Code (the "Code") recommends that all Directors stand for re-election annually. The Company supports the principles of good governance set out in the Code and, accordingly, Vanda Murray, Martyn Coffey, Graham Prothero, Tim Pile and Angela Bromfield will retire by rotation and will offer themselves for re-election as Directors. In these exceptional times, there is great value in having a knowledgeable and experienced Board.

Tim Pile's term of office was extended last year with a view to his retiring from the Board after the 2021 AGM. The Board has now asked Tim to extend his term of office for up to a further year, in order to continue to benefit from his valuable skills and experience during what will undoubtedly be a challenging period.

The Board continues to consider Tim Pile to be independent even though he has served more than ten years as a Non-Executive Director. The Board is mindful the Code directs that this length of service is likely to impair, or could appear to impair, his judgement but the Board strongly believes this not to be the case given Tim's track record with the business.

Tim continues to bring invaluable support and experience to the business whilst, together with the Chair and the other Non-Executive Directors, effectively holding the Executive Directors to account on behalf of shareholders. He remains independent in thought and judgement and the extension of his term will enable us to apply the necessary rigour to the appointment of his successor whilst continuing to benefit from the constructive challenge and objective judgement he provides. Aside from his length of service, there are no other relevant factors (as set out in Code Provision 10) that would affect his independence. The Nomination Committee has

conducted an individual evaluation of Tim's performance, and has concluded that his contribution remains extremely valuable, particularly given his knowledge and experience of the Group and that his independence has been maintained.

As announced earlier today, Jack Clarke has stepped down from the Board with immediate effect. Janet Ashdown will also retire from the Board at the end of the Meeting after more than six years on the Board. We thank Jack and Janet for their commitment and contributions during their time with us.

The Nomination Committee of the Board was responsible for the appointment of the other Directors and has appraised the performance of each of the individual Directors. The Committee concluded that each of the Directors fulfils their role very effectively and has demonstrated a high degree of commitment. In decision making, the Non-Executive Directors have contributed relevant skills and knowledge particularly in strategic thinking and planning, financial matters, innovation, health and safety, engagement with stakeholders and culture change. All of these have been extremely important during the last year, as the Board, having met much more frequently, has navigated the unique challenges presented by the COVID-19 pandemic. The performance of the Chair has been appraised by the Senior Independent Director in consultation with the remaining Non-Executive Directors. Each of the other Non-Executive Directors standing for re-election satisfies the Code as regards their independence.

Biographical details of the Directors are on pages 52 and 53 of the Annual Report.

Directors' Remuneration Report 2020 (Resolution 10)

The current Directors' Remuneration Policy was approved by shareholders at the 2020 Annual General Meeting. An explanation of how the Remuneration Policy has been applied is included in the Directors' Remuneration Report. The Directors' Remuneration Report is submitted to an advisory vote, which means that payments already made or promised to Directors will not have to be repaid in the event that the Resolution to approve the report is not passed.

Authority to allot equity securities (Resolution 11)

The authority given to the Directors at the Annual General Meeting on 13 May 2020 to allot (or issue) shares pursuant to Section 551 of the Companies Act 2006 expires at the conclusion of this year's Annual General Meeting. Resolution 11 seeks renewal of this authority, to expire at the conclusion of the 2022 Annual General Meeting (or, if earlier, at the close of business on 11 August 2022).

In line with guidelines issued by the Investment Association (the "IA") to the effect that IA members will permit and treat as routine Resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital in certain circumstances, the Board considers it appropriate to seek a Resolution to grant authority to the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £33,342,026, representing approximately two-thirds (or 66 per cent) of the current issued share capital of the Company (excluding treasury shares) as at 31 March 2021 (the latest practicable date before publication of this letter). Of this amount, £16,671,013, representing approximately one-third (or approximately 33 per cent) of the current issued share capital of the Company, can only be allotted pursuant to a rights issue.

Part (a) of Resolution 11 renews the Directors' general authority to issue shares up to an aggregate nominal amount of £16,671,013, representing approximately one-third of the current issued share capital of the Company (excluding treasury shares).

Part (b) of Resolution 11 extends this authority to a further aggregate nominal amount of £16,671,013, representing approximately one-third of the current issued share capital of the Company (excluding treasury shares) which can only be exercised pursuant to a fully pre-emptive rights issue.

The Directors have no present intention of exercising this authority.

Resolutions 1 to 11 inclusive are proposed as Ordinary Resolutions at the Annual General Meeting.

Pre-emptive allotment of equity securities (Resolutions 12 and 13)

The Companies Act 2006 provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under Section 570 of the Companies Act 2006. The authority given to the Directors at the last Annual General Meeting to allot shares for cash pursuant to Section 570 of the Companies Act 2006 expires at the conclusion of this year's Annual General Meeting.

Resolution 12 will be proposed as a Special Resolution for the renewal of the Directors' authority to allot equity securities for cash without first offering them to shareholders pro rata to their holdings. This authority facilitates certain issues of shares to shareholders in respect of: (i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas shareholders, and in relation to fractional entitlements and certain other technical matters; and (ii) other allotments of up to a maximum aggregate nominal amount of £2,500,652, representing approximately 5 per cent of the current issued Ordinary Share capital of the Company as at 31 March 2021 (the latest practicable date prior to publication of this letter). This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury.

In accordance with the Pre-Emption Group's Statement of Principles, the Directors are also seeking authority to issue a further 5 per cent of shares on a non-pre-emptive basis for acquisition or specified capital investment purposes at this Annual General Meeting. The Directors are seeking this additional authority to allow flexibility to fund any future acquisitions (whether wholly or partially) without relying entirely on increasing debt.

Resolution 13 will be proposed as a Special Resolution to allow the Directors to allot equity securities for cash without first offering them to shareholders pro rata to their holdings in connection with an acquisition or capital investment of the kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional maximum aggregate nominal amount of £2,500,652, representing approximately 5 per cent of the current issued Ordinary Share capital of the Company as at 31 March 2021 (the latest practicable date prior to publication of this letter).

Letter from the Chair of the Board continued

Pre-emptive allotment of equity securities (Resolutions 12 and 13) continued

In seeking this authority, the Directors confirm that they will only use this authority to allot shares where the allotment is in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or sale or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment or sale.

In connection with both Resolutions 12 and 13, the Directors also confirm, in accordance with the Pre-Emption Group's Statement of Principles, that they have no intention of issuing more than 75 per cent of the issued share capital for cash on a non-pre-emptive basis in any rolling three-year period without prior shareholder consultation except in connection with an acquisition or specified capital investment.

The Directors have no present intention of exercising the authorities granted by Resolutions 12 and 13.

The authorities granted under Resolutions 12 and 13 will expire at the conclusion of the 2022 Annual General Meeting (or, if earlier, at the close of business on 11 August 2022).

Authority to purchase Ordinary Shares (Resolution 14)

Resolution 14 will be proposed as a Special Resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next Annual General Meeting of the Company (or, if earlier, until the close of business on 11 August 2022) for up to 29,987,818 shares, representing approximately 14.99 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 31 March 2021 (the latest practicable date prior to the printing of this document). The price payable shall not be more than the higher of: (a) 5 per cent above the average price of the middle market quotation as derived from the London Stock Exchange Daily Official List for the Ordinary Shares for the five business days before the purchase is made; and (b) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company as derived from the London Stock Exchange Trading System (in each case exclusive of any expenses) and, in any event, not less than 25 pence per share, being the nominal value of the shares.

The Directors have no current intention of exercising the authority to purchase the Company's own Ordinary Shares. In considering whether or not to purchase Ordinary Shares under the market purchase authority, the Directors will take into account cash resources, the effect on gearing and other investment opportunities before exercising the authority. In addition, the Company will only exercise the authority to make such a purchase in the market when the Directors consider it is in the best interests of shareholders generally to do so and it would result in an increase in earnings per Ordinary Share. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange. As at 31 March 2021 (being the latest practicable date prior to the printing of this document) there were options outstanding over 946,587 Ordinary Shares representing 0.47 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares). If the authority given by this Resolution 14 were to be fully used, the options currently in issue would then represent 0.56 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares).

Listed companies purchasing their own shares may hold them in treasury as an alternative to cancelling them. Treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will be attached to them. Shares held as treasury shares will be treated as if cancelled. Any shares which are repurchased will be cancelled or held in treasury.

If Resolution 14 is passed at the Annual General Meeting, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. In line with guidelines issued by the IA, the Company is only proposing to hold a maximum of up to 10 per cent of its issued share capital in treasury. The Company does not currently hold any shares in treasury.

Notice of general meetings (Resolution 15)

Resolution 15 allows the Company to hold general meetings (other than the Annual General Meeting) on 14 clear days' notice. This is in order to avoid the effect of Section 307A of the Companies Act 2006 which, without such a resolution, would have the effect of requiring the Company to give not less than 21 clear days' notice of general meetings. A similar resolution was approved at the Company's Annual General Meeting in 2020. This Resolution 15, proposed as a Special Resolution, seeks renewal of the approval until the close of the 2022 Annual General Meeting, when it is intended that the approval be renewed. The 14-day notice period will only be relied upon by the Directors in circumstances where the proposals to be tabled are time sensitive and where short notice is considered by the Board to be to the advantage of shareholders.

Resolutions 12 to 15 inclusive are proposed as Special Resolutions at the Annual General Meeting.

Recommendation and action to be taken

The Board believes that all the proposed Resolutions to be considered at the Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Board recommends that you vote in favour of the proposed Resolutions. The Directors will be voting in favour of the proposed Resolutions in respect of their own shareholdings in the Company which as at 31 March 2021 amounted in aggregate to 752,170 shares representing approximately 0.38 per cent of the existing issued Ordinary Share capital of the Company.

Shareholders have the right to ask questions of the Directors in relation to any of the business to be put to the Annual General Meeting. Under Section 319A of the Companies Act 2006, the Company must answer any question asked by a shareholder relating to such business unless answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, the answer has already been given on a website in the form of an answer to a question, or it is not in the interests of the Company or the good order of the Meeting that the question be answered. Shareholders are invited to send any questions to the Company Secretary by email (legal@marshalls.co.uk) in advance of the Meeting and the Company will do its best to respond either during the Meeting or afterwards.

Shareholders should complete and return the enclosed Form of Proxy so as to reach the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the holding of the Meeting. Alternatively, a shareholder can vote online or appoint a proxy online by registering at www.eproxyappointment.com no later than 11.00 am on Monday 10 May 2021. Details about how to use this facility are set out in the enclosed Form of Proxy. Completion and return of a Form of Proxy will not prevent you from attending and voting electronically at the Meeting if you so wish. Members can access information relating to the Annual General Meeting, including the information required by Section 311A of the Companies Act 2006, on the Company's website (www.marshalls.co.uk).

Yours faithfully

Vanda Murray OBE
Chair of the Board

Notice of Annual General Meeting

Marshalls plc

MARSHALLS PLC

Registered Office: Landscape House, Premier Way, Lowfields Business Park, Elland HX5 9HT

(Registered in England: No. 5100353)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Marshalls plc will be broadcast on Wednesday 12 May 2021 at 11.00 am from Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire HX5 9HT, to consider and, if thought fit, pass the following Resolutions which are to be proposed, in the case of Resolutions 1 to 11, as Ordinary Resolutions and, in the case of Resolutions 12 to 15, as Special Resolutions of the Company:

1. That the Report of the Directors and the Accounts for the year ended 31 December 2020 together with the Auditor's Report be received;
2. That Deloitte LLP be reappointed as the auditor to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the members;
3. That the Directors be authorised to determine the remuneration of the auditor of the Company;
4. That a final dividend for the year ended 31 December 2020 of 4.3 pence per Ordinary Share in the Company be declared and paid to members whose names appear on the Register of Members at the close of business on 4 June 2021;
5. That Vanda Murray, having retired by rotation and being eligible, be re-elected as a Director;
6. That Martyn Coffey, having retired by rotation and being eligible, be re-elected as a Director;
7. That Graham Prothero, having retired by rotation and being eligible, be re-elected as a Director;
8. That Tim Pile, having retired by rotation and being eligible, be re-elected as a Director;
9. That Angela Bromfield, having retired by rotation and being eligible, be re-elected as a Director;
10. That the Directors' Remuneration Report for the year ended 31 December 2020 be approved;
11. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £16,671,013, representing approximately one-third of the current issued share capital of the Company; and
 - (b) up to a further aggregate nominal amount of £16,671,013, representing approximately one-third of the current issued share capital of the Company provided that:
 - (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and
 - (ii) they are offered by way of a rights issue to holders of Ordinary Shares on the Register of Members at such record date as the Directors may determine, where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held, or deemed held, by them on such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory authority or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,and provided that such authority shall expire at the conclusion of the 2022 Annual General Meeting (or, if earlier, at the close of business on 11 August 2022), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry, and the Directors may allot shares and grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired;
12. That, subject to the passing of Resolution 11, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by Resolution 11 or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited to:
 - (a) the allotment of equity securities and the sale of treasury shares in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 11 by way of rights issue only) in favour of the holders of Ordinary Shares on the Register of Members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

12. continued

- (b) (otherwise than pursuant to paragraph (a) of this Resolution 12) to any person or persons up to an aggregate nominal amount of £2,500,652 (representing no more than 5 per cent of issued Ordinary Share capital at the date of this Notice of Annual General Meeting),

and such power shall expire at the conclusion of the 2022 Annual General Meeting of the Company (or, if earlier, at the close of business on 11 August 2022), but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired;

13. That, subject to the passing of Resolution 11, the Directors be authorised in addition to any authority granted under subparagraph (b) of Resolution 12 to allot equity securities for cash pursuant to the general authority conferred by Resolution 11 or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be:

- (a) limited to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £2,500,652 (representing no more than 5 per cent of issued Ordinary Share capital at the date of this Notice of Annual General Meeting); and
- (b) used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and such power shall expire at the conclusion of the 2022 Annual General Meeting of the Company (or, if earlier, at the close of business on 11 August 2022), but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired;

14. That the Company be generally and unconditionally authorised, and in accordance with Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of the Companies Act 2006) on the London Stock Exchange of up to 29,987,818 Ordinary Shares of 25 pence each in the capital of the Company (being approximately 14.99 per cent of the current issued Ordinary Share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of: (i) 5 per cent above the average of the middle market quotation for Ordinary Shares in the Company as derived from the London Stock Exchange Daily Official List for the five business days before the date on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company as derived from the London Stock Exchange Trading System;
- (b) the minimum price which may be paid for an Ordinary Share (exclusive of expenses) is 25 pence per Ordinary Share; and
- (c) the authority herein contained shall expire at the conclusion of the 2022 Annual General Meeting of the Company (or, if earlier, at the close of business on 11 August 2022), provided that the Company may, before such expiry, make a contract to purchase its own Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired; and

15. 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

Dated: 1 April 2021

Shiv Sibal
Company Secretary

Registered Office:
Landscape House
Premier Way
Lowfields Business Park
Elland
HX5 9HT

Notice of Annual General Meeting continued

Marshalls plc

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote instead of the member. A member can appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the appointing member. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the Meeting themselves, should they subsequently decide to do so.
2. A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically as set out on the form.
3. Your proxy could be the Chair of the Meeting or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chair of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. In the current circumstances, we strongly recommend that you appoint the Chair as your proxy. Appointing a proxy does not preclude you from attending the Meeting and voting yourself: in these circumstances, your proxy appointment will automatically be terminated. A proxy appointed by more than one member has one vote for and one against the Resolution if at least one member who appointed the proxy has voted for the Resolution and at least one against.
4. Any member wishing to vote electronically in advance of the Annual General Meeting should visit www.investorcentre.co.uk/eproxy where there are full instructions on how to do this. Votes submitted electronically in advance should be cast by no later than 11.00 am on Monday 10 May 2021. If you return paper and electronic instructions, those received last by the Registrars before the deadline will take precedence. Electronic communication facilities are available to all shareholders and those using them will not be disadvantaged.
5. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The right to appoint a proxy cannot be exercised by a Nominated Person; it can only be exercised by the member. However, a Nominated Person may have a right under an agreement between them and the member by whom they were nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
6. In order to be valid, any Form of Proxy and power of attorney or other authority under which it is signed, or a notarially certified or duly certified copy of such power or authority, must reach the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time of the Meeting or of any adjournment of the Meeting or, in the case of a poll taken subsequently to the date of the Meeting or adjournment of the Meeting, 24 hours before the poll is taken at which the Form of Proxy is to be used. Forms of Proxy may be returned by post or internet as set out on the forms. The Company may require reasonable evidence of the identity of the member and the proxy, the member's instructions (if any) as to how the proxy will vote, and where the proxy is appointed by a person acting on behalf of a member, the authority of that person to make the appointment.
7. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
8. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
9. Only persons entered on the Company's Share Register at 11.00 am on Monday 10 May 2021, being the date which is two days prior to the Meeting, or 48 hours before the time fixed for any adjourned meeting, shall be entitled to attend and vote at the Meeting or adjourned meeting. Changes to entries on the Register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID number 3RA50) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
11. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic Form of Proxy, that is found to contain any virus will not be accepted.
12. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
13. As at 31 March 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's issued share capital consists of 200,052,157 Ordinary Shares, carrying 1 vote each.
14. Copies of: (a) the service contracts of the Executive Directors; (b) the letters of appointment of the Non-Executive Directors; and (c) the Register of Interests in shares of the Company kept pursuant to Section 809 of the Companies Act 2006 will each be available for inspection at the Registered Office of the Company during usual business hours on any weekday (public holidays excluded) from the date of this Notice until the date of the Annual General Meeting and from at least 15 minutes prior to, and until the conclusion of, the Annual General Meeting.
15. Biographical details of each Director who is being proposed for re-election or election (as appropriate) by shareholders, including their membership of Board Committees, are set out in the Annual Report.
16. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website (www.marshalls.co.uk).
17. Any member attending the Annual General 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 not in the interests of the Company or the good order of the Meeting that the question be answered.
18. Under Section 527 of the Companies Act 2006 members reaching 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: (a) the audit of the Company's Accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous Annual General Meeting. Compliance with this Section is at the Company's cost. Any such statement must also be forwarded to the Company's auditor not later than the time it is made available on the website. The business that may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on the Company's website under Section 527 of the Companies Act 2006.
19. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.

Appendix

Electronic Meeting

For the 2021 AGM, Marshalls plc is enabling shareholders to attend and participate in the Meeting electronically. This can be done by accessing the AGM website, <https://web.lumiagm.com>.

Accessing the AGM Website

Lumi AGM can also be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is 120-712-645. You will then be prompted to enter your unique SRN and PIN. These can be found printed on your Form of Proxy. Access to the Meeting via the app or website will be available from 10.00 am on 12 May 2021; however, please note that your ability to vote will not be enabled until the Chair formally opens the Meeting at 11.00 am.

Broadcast

The electronic Meeting will be broadcast in audio format with presentation slides. Once logged in, and at the commencement of the Meeting, you will be able to listen to the proceedings of the Meeting on your device, as well as being able to see the slides of the Meeting which will include the Resolutions to be put forward to the Meeting; these slides will progress automatically as the Meeting progresses.

Voting

Once the Chair has formally opened the Meeting, they will explain the voting procedure. Voting will be enabled on all Resolutions at the start of the formal Meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the Resolutions in the Notice of Meeting; Resolutions will not be put forward separately.

Once the poll is open, the list of Resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice; if you wish to cancel your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the Meeting.

Questions

Questions can be put electronically, during the Meeting, on any Resolution. This is done via the website by typing and submitting your question in writing – select the messaging icon from within the navigation bar and type your question at the bottom of the screen.

Alternatively, Shareholders can submit questions by email before the Meeting to the Company Secretary (legal@marshalls.co.uk). If we are not able to answer any questions in the Meeting due to time constraints, we will respond to them by email after the Meeting.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the Meeting.

Duly appointed proxies and corporate representatives

Please contact the Company's Registrars before 10.00 am on 5 May 2021 on 0370 707 1134 or +44 (0)370 707 1134 if you are calling from outside the UK for your unique username and password. Lines are open 8.30 am to 5.30 pm Monday to Friday (excluding public holidays in England and Wales).

For those shareholders that hold their shares with a nominee – please ensure that you have contacted your nominee provider to obtain a valid Letter of Representation BEFORE contacting the Company's Registrars, as without a valid Letter of Representation, you will not be issued a username and password.

Shareholders should note that electronic entry to the AGM will open at 10.00 am on 12 May 2021.

Online Shareholders' Guide 2021

This year we will be conducting a hybrid AGM, giving you the opportunity to participate online, using your smartphone, tablet or computer. Shareholders will not be admitted in person to the Meeting venue (except for those employee Shareholders necessary for a quorum) in accordance with government guidance at the time this Notice was issued.

If you choose to participate online you will be able to hear a live webcast of the Meeting, ask the Board questions and submit your votes in real time. You will need to visit <https://web.lumiagm.com> on your smartphone, tablet or computer, and you will need the latest versions of Chrome, Safari, Internet Explorer, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 120-712-645

To log in you must have your SRN and PIN

Voting

The Chair will open voting on all Resolutions at the start of the Meeting. Once the voting has opened, the polling icon  will appear on the navigation bar at the bottom of the screen.

From here, the Resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

To change your vote, simply select another direction. If you wish to cancel your vote, please press "cancel".

Once the Chair has opened voting, voting can be performed at any time during the Meeting until the Chair closes the voting on the Resolutions. At that point your last choice will be submitted. You will still be able to send messages and view the webcast whilst the poll is open.

Access

Once you have entered <https://web.lumiagm.com> into your web browser, you will be prompted to enter the Meeting ID as above.

You will then be required to click "I have a login" and enter your:

(a) SRN; and

(b) PIN.

You will be able to log in to the site on 12 May 2021 at 10.00 am.

To enter as a shareholder, select **"I have a login"** and enter your SRN and PIN.

If you are a visitor, select **"I am a guest"**

As a guest, you will be prompted to complete all the relevant fields including; title, first name, last name and email address.

Please note, visitors will not be able to ask questions or vote at the Meeting.

Broadcast

When successfully authenticated, the info screen  will be displayed. You can view company information, ask questions and listen to the audiocast.

If you would like to listen to the audiocast press the broadcast icon  at the bottom of the screen.

If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.



Questions

Any shareholder or appointed proxy attending the Meeting is eligible to ask questions.

If you would like to ask a question, select the messaging icon 

Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair. This is to avoid repetition.

Downloads

Documents can be accessed via the "documents tab" in the navigation bar. When selecting a document to view, the selected document will open within the platform.

Data usage for streaming the annual shareholders' Meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc.) and the network connection (3G, 4G).

