

**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 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.

This Circular contains the Notice of Annual General Meeting to be held on Wednesday 11 May 2022 at 11.00 am at the offices of Walker Morris LLP, 33 Wellington Street, Leeds, West Yorkshire LS1 4DL, and the explanatory notes for the business to be carried out at the Meeting.

**Notice of Annual General 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 9 May 2022. Shareholders can vote and/or appoint a proxy online by registering at [www.eproxyappointment.com](http://www.eproxyappointment.com). Shareholders may also 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 9 May 2022.

# 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)

4 April 2022

To: Ordinary Shareholders

Dear Shareholder

### Notice of Annual General Meeting

I am pleased to invite you to this year's Annual General Meeting to be held at the offices of Walker Morris LLP, 33 Wellington Street, Leeds, West Yorkshire LS1 4DL, at 11.00 am on Wednesday 11 May 2022. The formal Notice of Annual General Meeting can be found on page 5 of this document.

Shareholders who wish to vote on the Resolutions but who do not intend to come to the Annual General Meeting may appoint a proxy to exercise all or any of their rights to attend, vote and speak at the Annual General Meeting, as set out in the notes to the Notice of Annual General Meeting and the explanatory notes on the enclosed Form of Proxy.

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company (including this Annual General Meeting). In accordance with the Articles of Association of the Company, notice is hereby given that all resolutions at the Annual General Meeting are to be decided by way of poll rather than a show of hands as the Board believes that this is more representative of shareholder voting intentions, as shareholders' votes are counted according to the number of shares held. On a poll vote, every member entitled to vote and present in person or by proxy or (being a corporation) by a duly authorised representative has one vote for each share carrying voting rights of which that member is the holder.

The outcome of the poll vote for each Resolution will be published following the Meeting on the Company's website and by RIS 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 2021 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 9.60 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 10 June 2022. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the dividend will be paid on 1 July 2022. An interim dividend of 4.70 pence per Ordinary Share was paid on 1 December 2021.

### Appointment and reappointment of Directors (Resolutions 5 – 12)

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 and Angela Bromfield will retire by rotation and will offer themselves for re-election as Directors. Avis Darzins was appointed as a Non-Executive Director on 1 June 2021, Justin Lockwood was appointed as Chief Financial Officer on 26 July 2021 and Simon Bourne was appointed as Chief Operating Officer on 1 April 2022, accordingly, each will stand for election for the first time as Directors.

Simon Bourne joined the Company in June 2015 as Manufacturing Director and was subsequently appointed as Group Operations Director in September 2017. Prior to joining Marshalls, Simon held a number of senior operational and supply chain roles across various sectors both in the plc and private equity environments. Simon is a key member of the Group's executive management team and has responsibility for product manufacturing and operations across the Group.

Tim Pile originally intended to step down during 2021 but agreed to continue in light of the challenges presented by the pandemic, with the Board recognising the value of his skills and extensive knowledge and experience of the Group. With his intended successor, Philip Rogerson, stepping down for health reasons shortly after his appointment in September 2021, Tim has agreed to extend his appointment by a further year until 2023. Given Tim's track record with the Company, the Board strongly believes Tim Pile to be independent even though he has served more than eleven years as a Non-Executive Director. Accordingly, Tim Pile will stand for re-election at the 2022 AGM.

The Nomination Committee of the Board was responsible for the appointment of the Directors and has appraised the performance of each of the individual Directors to be re-elected. 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. The performance of the Chair has been appraised by the Senior Independent Director in consultation with the remaining Non-Executive Directors. Each of the Non-Executive Directors standing for election or re-election (as appropriate) satisfies the Code as regards their independence.

Biographical details of the Directors (other than Simon Bourne), including their skills and experience, are on pages 70 and 71 of the Annual Report and Accounts for the year ended 31 December 2021 ("Annual Report").

### Directors' Remuneration Report 2021 (Resolution 13)

The current Directors' Remuneration Policy (the "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 Directors' Remuneration Report is not passed.

### Directors' Remuneration (Resolution 14)

The Company proposes to increase the maximum aggregate amount payable to the Directors of the Company, who do not hold executive office (other than alternate directors), for their services in the office of Director from £600,000 to £1,500,000 to reflect the growth of the Group and this limit not having been reviewed for a number of years. We continue to pay Directors in accordance with our Policy.

### Authority to allot equity securities (Resolution 15)

The authority given to the Directors at the Annual General Meeting on 11 May 2021 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 15 seeks renewal of this authority, to expire at the conclusion of the 2023 Annual General Meeting (or, if earlier, at the close of business on 12 August 2023).

In line with guidelines issued by the Investment Association ("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 1 April 2022 (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 15 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 15 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 1–15 inclusive are proposed as Ordinary Resolutions at the Annual General Meeting.

### Pre-emptive allotment of equity securities (Resolutions 16 and 17)

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 16 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 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 1 April 2022 (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 17 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 1 April 2022 (the latest practicable date prior to publication of this letter).

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 15 and 16, the Directors also confirm, in accordance with the Pre-Emption Group's Statement of Principles, that they have no intention of issuing more than 7.5 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 16 and 17.

The authorities granted under Resolutions 16 and 17 will expire at the conclusion of the 2023 Annual General Meeting (or, if earlier, at the close of business on 12 August 2023).

### Authority to purchase Ordinary Shares (Resolution 18)

Resolution 18 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 12 August 2023) 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 1 April 2022 (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 Ordinary Shares.

## Letter from the Chair of the Board continued

### Authority to purchase Ordinary Shares (Resolution 18) continued

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 1 April 2022 (being the latest practicable date prior to the printing of this document) there were options outstanding over 1,116,087 Ordinary Shares representing 0.56 per cent of the issued Ordinary Share capital of the Company (excluding treasury shares). If the authority given by this Resolution 18 were to be fully used, the options currently in issue would then represent 0.66 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 18 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 18 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 19)

Resolution 19 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 2021. This Resolution 19, proposed as a Special Resolution, seeks renewal of the approval until the close of the 2023 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.

### Adoption of new Articles of Association (Resolution 20)

Resolution 20 will be proposed as a Special Resolution. The Company proposes to adopt new Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association, increasing the borrowing power of the Company under Article 95 from £375,000,000 to £1,000,000,000 and, subject to the passing of Resolution 14, to increase the maximum aggregate amount payable to the directors of the Company, who do not hold executive office (other than alternate directors) for their services in the office of director under Article 100 from £600,000 to £1,500,000. In each case, the proposed changes in the new Articles of Association reflect the Group's growth and are to provide sufficient headroom for future requirements. In the event that shareholders do not support Resolution 14, the Articles of Association will only be amended to reflect the changes to the borrowing powers.

Resolutions 16–20 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 1 April 2022 amounted in aggregate to 267,076 shares representing approximately 0.13 per cent of the existing issued Ordinary Share capital of the Company.

Your participation is important to us. If you would like to ask questions of the Directors in relation to any of the business to be put to the Annual General Meeting in advance, please sent them to the Company Secretary at [legal@marshalls.co.uk](mailto:legal@marshalls.co.uk) and the Company will do its best to respond. Alternatively, you can ask questions during the course of the Meeting.

Your vote is important to us and all shareholders are encouraged to vote in advance. You can 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](http://www.eproxyappointment.com) no later than 11.00 am on Monday 9 May 2022. 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 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](http://www.marshalls.co.uk)).

Yours faithfully

**Vanda Murray OBE**  
Chair of the Board

**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 held on Wednesday 11 May 2022 at 11.00 am at the offices of Walker Morris, 33 Wellington Street, Leeds, West Yorkshire LS1 4DL, to consider and, if thought fit, pass the following Resolutions which are to be proposed, in the case of Resolutions 1 to 15, as Ordinary Resolutions and, in the case of Resolutions 16 to 20, as Special Resolutions of the Company:

1. That the Report of the Directors and the Accounts for the year ended 31 December 2021 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 2021 of 9.60 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 10 June 2022.
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 Avis Darzins be elected as a Director.
11. That Justin Lockwood be elected as a Director.
12. That Simon Bourne be elected as a Director.
13. That the Directors' Remuneration Report for the year ended 31 December 2021 be approved.
14. That the increase in the maximum aggregate amount payable to the directors of the Company from £600,000 to £1,500,000 be approved.
15. 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 2023 Annual General Meeting (or, if earlier, at the close of business on 12 August 2023), 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.

## Notice of Annual General Meeting

### Marshalls plc

16. That, subject to the passing of Resolution 15, 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 15 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 15 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
- (b) (otherwise than pursuant to paragraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal amount of £2,500,652 (representing no more than 5 per cent of the issued Ordinary Share capital at the date of this Notice of Annual General Meeting),

and such power shall expire at the conclusion of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 12 August 2023), 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.

17. That, subject to the passing of Resolution 15, the Directors be authorised in addition to any authority granted under subparagraph (b) of Resolution 16 to allot equity securities for cash pursuant to the general authority conferred by Resolution 15 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 the 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 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 12 August 2023), 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.

18. 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 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 12 August 2023), 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,

19. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

20. That the Articles of Association produced to the meeting and initialled by the Chair be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

By Order of the Board

Dated: 4 April 2022

**Shiv Sibal**  
Company Secretary

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



**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. 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](http://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 9 May 2022. 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 9 May 2022, or in the event of an adjournment of this meeting, only persons entered on the Register of Members at close of business on the date (excluding any non-working days) that is two days before the adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast). 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](http://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.

## Notice of Annual General Meeting continued

### Marshalls plc

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 1 April 2022 (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 one vote each. The Company does not hold any treasury shares.
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 normal 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](http://www.marshalls.co.uk)).
17. A copy of the current Articles of Association, marked to show all of the changes proposed, and the new Articles of Association will be available for inspection at the Registered Office of the Company during normal 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. A copy will also be available online at [www.marshalls.co.uk/investor/agm-details](http://www.marshalls.co.uk/investor/agm-details).
18. 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.
19. 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.
20. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.
21. The Company (and any third party to whom it discloses such data in connection with the holding of the Annual General Meeting, including the Company's Registrars) may process personal data of attendees at the Annual General Meeting. This may include webcasts, photographs, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.marshalls.co.uk/commercial/legal/privacy-policy>.
22. Shareholders are reminded of their right under section 360BA CA2006 to request, within thirty days of the general meeting, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.



# Marshalls

Marshalls plc, Landscape House,  
Premier Way, Lowfields Business Park,  
Elland HX5 9HT