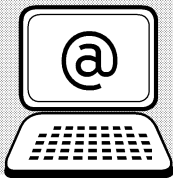




MR A SAMPLE  
 < DESIGNATION >  
 SAMPLE STREET  
 SAMPLE TOWN  
 SAMPLE CITY  
 SAMPLE COUNTY  
 AA11 1AA



## Form of Proxy - Annual General Meeting to be held on 15 May 2019



**Cast your Proxy online...It's fast, easy and secure!**  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 915622

**SRN:** C0000000000

**PIN:** 1245



View the Annual Report online: [www.marshalls.co.uk](http://www.marshalls.co.uk)

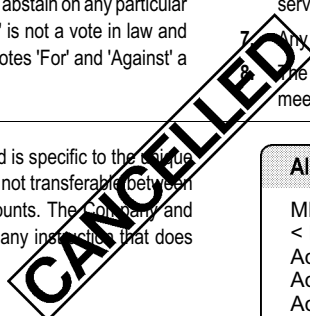
Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 13 May 2019 at 11.00 am.**

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1134 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1134 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instructions that does not comply with these conditions.



#### All Named Holders

MR A SAMPLE  
 < Designation >  
 Additional Holder 1  
 Additional Holder 2  
 Additional Holder 3  
 Additional Holder 4

# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.  
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

	*
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C000000000

I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of Marshalls plc to be held at **the Holiday Inn, Clifton Village, Brighouse HD6 4HW** on **15 May 2019** at **11.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Ordinary Resolutions

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. That the Report of the Directors and the Accounts for the year ended 31 December 2018 together with the Auditor's Report be received.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That Deloitte LLP be re-appointed as the Auditors to the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the members.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That the Directors be authorised to determine the remuneration of the Auditors of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That a final dividend for the year ended 31 December 2018 of 8.00 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 7 June 2019. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. That a supplementary dividend of 4.00 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 7 June 2019.                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. That Vanda Murray be elected as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. That Janet Ashdown, having retired by rotation and being eligible, be re-elected as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That Jack Clarke, having retired by rotation and being eligible, be re-elected as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That Martyn Coffey, having retired by rotation and being eligible, be re-elected as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. That Tim Pile, having retired by rotation and being eligible, be re-elected as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
| 11. That Graham Prothero, having retired by rotation and being eligible, be re-elected as a Director.            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. That the Rules of the Management Incentive Plan as approved on 14 May 2014 (the "Adoption Date") be amended. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. That the Directors' Remuneration Report for the year ended 31 December 2018 be approved.                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Resolutions

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 14. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To renew the Directors' general authority to allot relevant securities.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To renew the power of the Directors to allot equity securities for cash without first offering them to shareholders pro rata to their holdings.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise the Directors to allot additional equity securities for cash in connection with an acquisition or specified capital investment.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To authorise the Company to make market purchases of its own Ordinary Shares.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. That the New Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

Date

/ MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

