

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 15 May 2019 at 11.00 am at the Holiday Inn, Clifton Village, Brighouse HD6 4HW 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 Registrar, 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 13 May 2019. Shareholders can vote and/or appoint a proxy online by registering at 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 13 May 2019.

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 2019

To: Ordinary Shareholders

Dear Shareholder

Notice of Annual General Meeting

This letter is to explain certain elements of the business to be considered at the Annual General Meeting to be held on Wednesday 15 May 2019 at the Holiday Inn, Clifton Village, Brighouse HD6 4HW. The formal Notice of Annual General Meeting can be found on page 6 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.

In view of the number of Resolutions to be considered at the Annual General Meeting, and in accordance with good governance principles, it is the intention to put all the Resolutions 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 RIS announcement. This does not affect the rights of shareholders to attend, vote and speak at the Annual General Meeting.

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 2018 together with the Auditor's Report.

Re-appointment and Remuneration of Auditors (Resolutions 2 and 3)

The Company is required to appoint auditors 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 re-appointed as auditor to the Company and Resolution 3 authorises the Directors to determine their remuneration.

Final Dividend (Resolution 4)

A final dividend of 8.00 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 7 June 2019. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the dividend will be paid on 28 June 2019. An interim dividend of 4.00 pence per Ordinary Share was paid on 5 December 2018.

Supplementary Dividend (Resolution 5)

In light of the continued strong performance, cash generation and robustness of the Company's balance sheet, the Directors consider it appropriate to propose a cash return to shareholders which is structured as a non-recurring supplementary dividend of 4.00 pence per Ordinary Share (in addition to the final dividend recommended under Resolution 4). The approval of this Resolution is not dependent on the approval of Resolution 4, nor is the approval of Resolution 4 dependent on the approval of this Resolution. Subject to approval by the Ordinary Shareholders at the Annual General Meeting, the recommended supplementary dividend will be paid on 28 June 2019 to all shareholders on the Register of Members of the Company at the close of business on 7 June 2019.

Appointment and Re-appointment of Directors (Resolutions 6–11)

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 recommends that all Directors stand for re-election annually. The Company supports the principles of good governance set out in the Code and, accordingly, Janet Ashdown, Jack Clarke, Martyn Coffey, Tim Pile and Graham Prothero will retire by rotation and will offer themselves for re-election as Directors. Vanda Murray was appointed as Chair of the Board at the close of the 2018 Annual General Meeting and accordingly will stand for election for the first time as a Director.

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. 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 re-election satisfies the Code as regards their independence. Tim Pile, whose third successive term as a Director will expire on 5 October 2019, has agreed to extend his term of appointment until the close of the 2020 Annual General Meeting to allow the Nomination Committee to recruit and to ensure a smooth transition while his replacement is inducted. The Nomination Committee considers that Tim Pile continues to be independent in judgement and is a highly effective member of the Board, and the extension of his term of appointment by 7 months will not prejudice his independence.

Biographical details of the Directors are on pages 40 and 41 of the Annual Report.

Directors' Remuneration Report and extension of Management Incentive Plan ("MIP") (Resolutions 12 and 13)

The Directors' Remuneration Policy approved by shareholders at the 2017 Annual General Meeting continues to apply so is not re-submitted this year to a shareholder vote. An explanation of how the Remuneration Policy has been applied is included in the Directors' Remuneration Report. The MIP, approved by shareholders at the 2014 Annual General Meeting, is an integral part of the Remuneration Policy. This Policy will next be put to shareholders at the 2020 Annual General Meeting, at which time it would also be appropriate to submit any new long term incentive plan proposals to shareholders. Under the current MIP, no further awards may be made after the fifth anniversary of approval. The Company therefore proposes to extend the operation of the current MIP for one further year before returning to shareholders in 2020 with a Remuneration Policy including the incentive elements to support the implementation of the Company's strategy over the next period. No other changes to the current MIP are proposed.

The operation of the MIP and its outcomes for 2018 are explained fully in the Directors' Remuneration Report. The Directors' Remuneration Report is submitted to an advisory vote. This means that payments made or promised to Directors will not have to be repaid in the event that the Resolution is not passed.

Resolutions 1–13 inclusive are proposed as Ordinary Resolutions at the Annual General Meeting.

Notice of General Meetings (Resolution 14)

Resolution 14 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 2018. This Resolution 14, proposed as a Special Resolution, seeks renewal of the approval until the close of the 2020 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.

Authority to Allot Equity Securities (Resolution 15)

The authority given to the Directors at the Annual General Meeting on 9 May 2018 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 will be proposed as a Special Resolution to seek renewal of this authority, to expire at the conclusion of the 2020 Annual General Meeting (or, if earlier, at the close of business on 14 August 2020).

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 as at 26 March 2019 (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; and

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 which can only be exercised pursuant to a fully pre-emptive rights issue.

The Directors have no present intention of exercising this authority.

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 which would otherwise be restricted by Section 561 of the Companies Act, and authorises 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 26 March 2019 (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 26 March 2019 (the latest practicable date prior to publication of this letter).

Letter from the Chair of the Board – *continued*

Notice of Annual General Meeting *continued*

Pre-Emptive Allotment of Equity Securities (Resolutions 16 and 17) *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 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 15, 16 and 17 will expire at the conclusion of the 2020 Annual General Meeting (or, if earlier, at the close of business on 14 August 2020).

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 14 August 2020) for up to 29,987,818 shares, representing approximately 14.99 per cent of the issued Ordinary Share capital of the Company as at 26 March 2019 (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 5 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.

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 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.

Adoption of new Articles of Association (Resolution 19)

Resolution 19 will be proposed as a Special Resolution. The Company proposes to adopt new Articles of Association principally to reflect developments in company law and good practice since 2010, when the present Articles were adopted. Due to the extent of the changes, the Company is proposing the adoption of the new Articles of Association rather than amendments to the current Articles of Association. The principal changes being proposed are summarised in Appendix 1 to this letter. Other changes, which are of a minor, technical or linguistic nature, have not been noted. A copy of the current Articles of Association and the new Articles of Association are available for inspection during normal business hours at the Company's registered office and the offices of Herbert Smith Freehills LLP at Exchange House, 12 Primrose Street, London EC2A 2EG until the close of the 2019 Annual General Meeting, and are also available online at www.marshalls.co.uk/investor/agm-details. A copy will also be available at the Annual General Meeting from 9.00 am until the close of the 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 26 March 2019 amounted in aggregate to 493,188 shares representing approximately 0.25 per cent of the existing issued Ordinary Share capital of the Company.

Shareholders attending the Annual General Meeting in person or by proxy 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 unable to attend the Meeting are invited to send any questions to the Company Secretary at the Company's registered office in advance of the Meeting and the Company will do its best to respond.

Whether or not you are able to attend the Meeting, please 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 you can vote online or appoint a proxy online by registering at www.eproxyappointment.com no later than 11.00 am on Monday 13 May 2019. Details about how to use this facility are set out on the enclosed Form of Proxy. Completion and return of a Form of Proxy will not prevent you from attending and voting in person 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 held on Wednesday 15 May 2019 at 11.00 am at the Holiday Inn, Clifton Village, Brighouse HD6 4HW at 11.00 am to consider and, if thought fit, pass the following Resolutions which are to be proposed, in the case of Resolutions 1 to 13, as Ordinary Resolutions and, in the case of Resolutions 14 to 19, as Special Resolutions of the Company:

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;
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;
3. That the Directors be authorised to determine the remuneration of the Auditors of the Company;
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;
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;
6. That Vanda Murray be elected as a Director;
7. That Janet Ashdown, having retired by rotation and being eligible, be re-elected as a Director;
8. That Jack Clarke, having retired by rotation and being eligible, be re-elected as a Director;
9. That Martyn Coffey, having retired by rotation and being eligible, be re-elected as a Director;
10. That Tim Pile, having retired by rotation and being eligible, be re-elected as a Director;
11. That Graham Prothero, having retired by rotation and being eligible, be re-elected as a Director;
12. That the Rules of the Management Incentive Plan (the "MIP") as approved on 14 May 2014 (the "Adoption Date") be amended to permit Awards to be made up to the sixth anniversary of the Adoption Date and that the amended Rules, a copy of which has been produced at the Meeting and for the purposes of identification initialled by the Chair, are approved and that the Directors are authorised to do all acts and things which they may consider necessary or expedient to carry this Resolution into effect;
13. That the Directors' Remuneration Report for the year ended 31 December 2018 be approved;
14. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice;
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;

provided that such authority shall expire at the conclusion of the 2020 Annual General Meeting (or, if earlier, at the close of business on 14 August 2020), 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;

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 issued Ordinary Share capital at the date of this Notice of Annual General Meeting);

and such power shall expire at the conclusion of the 2020 Annual General Meeting of the Company (or, if earlier, at the close of business on 14 August 2020), 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 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 2020 Annual General Meeting of the Company (or, if earlier, at the close of business on 14 August 2020), 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 5 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 2020 Annual General Meeting of the Company (or, if earlier, at the close of business on 14 August 2020), 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

19. That the Articles of Association produced to the Meeting and initialled by the Chair for the purpose of identification (the "New Articles") 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.

Dated: 4 April 2019

By Order of the Board

C.E. Baxandall
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 1 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 1 proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the Meeting in person should he or she subsequently decide to do so.
2. A proxy form which may be used to make this appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form 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 proxy form, proxies may be appointed electronically as set out on the form.
3. Your proxy could be the Chair, another Director of the Company 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 or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated. A proxy appointed by more than 1 member has 1 vote for and 1 against the Resolution if at least 1 member who appointed the proxy has voted for the Resolution and at least 1 against.
4. 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 him and the member by whom he was 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, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
5. 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 proxy form 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.
6. 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 proxy form and would like to change the instructions using another hard copy proxy form, 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 2 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.
7. In the case of joint holders, where more than 1 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).
8. Only persons entered on the Company's Share Register at 11.00 am on Monday 13 May 2019, being the date which is 2 days prior to the Meeting, or at 11.00 am on the date which is 2 days prior to 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.
9. 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.

10. 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 proxy form, that is found to contain any virus will not be accepted.
11. 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.
12. As at 26 March 2019 (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.
13. 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 at the place of the Annual General Meeting from at least 15 minutes prior to, and until the conclusion of, the Annual General Meeting.
14. Biographical details of each Director who is being proposed for re-appointment by shareholders, including their membership of Board Committees, are set out in the Annual Report.
15. 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).
16. 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.
17. 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.
18. 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 1

Summary of the principal changes to the Company's Articles of Association

Set out below is a summary of the principal changes proposed to be made to the Company's Articles of Association. The New Articles also include other minor modernising, technical and clarifying amendments and deletions. Additional changes have also been made throughout the New Articles to deal more comprehensively with uncertificated shares and electronic forms of communication and payments.

Share capital (Articles 3 – 9)

The New Articles increase flexibility in relation to the renunciation of allotments of shares. They permit renunciation after the allottee is registered as the shareholder and, unlike the current Articles, do not enable the directors to refuse to register a renunciation in favour of more than four joint holders or to impose conditions on a renunciation.

In respect of fractional shares, the New Articles permit the Company to retain the net proceeds of sale for the benefit of the Company, as an alternative to the existing power to distribute the net proceeds of sale in due proportions to the members to whom the fractional entitlements relate.

Variation of rights (Articles 10 – 11)

The provisions relating to class meetings have generally been streamlined. They also provide that in the case of an adjourned class meeting, the lower quorum of one member of the class present shall apply automatically, rather than only if a quorum is not present 15 minutes after the scheduled opening time for the class meeting.

Share certificates (Article 12)

A number of updates have been made to modernise these provisions, including providing the directors with discretion to determine how the Company shall execute share certificates. The New Articles remove the power for the Company to recover costs and expenses incurred in dealing with requests for replacement share certificates, but do permit the Company to charge a reasonable sum for providing a consolidated certificate to a member who has two or more separate share certificates.

Lien (Articles 13 – 16)

The current Articles provide that the Company has a lien over every unpaid or partly paid share. The New Articles provide that this lien takes priority over any third party's interest, attaches to the proceeds of sale if the Company enforces the lien and effects a sale of the share, and is not waived upon a transfer of the share.

Calls on shares and forfeiture (Articles 17 – 27)

The New Articles increase the minimum period for a call on shares from seven days to 14 days. In relation to payments made on shares in advance of calls the New Articles, unlike the current Articles, do not provide that such amounts shall be disregarded for the purpose of determining dividend entitlements.

The New Articles no longer empower the directors to require a holder who is late meeting a call to pay the Company any costs, charges and expenses incurred by the Company in procuring, or caused by, the late payment.

The current Articles provide that voting rights attached to forfeited shares shall be suspended. The New Articles contain a broader provision that a holder of forfeited shares shall cease to be a member in respect of those shares. They also provide greater flexibility for dealing with forfeited shares, including the ability to cancel the forfeiture on such terms as the directors determine, and no longer provide that a forfeited share will be automatically cancelled three years after it is forfeited.

Transmission of shares (Articles 35 – 37)

The current Articles provide that the directors may give notice requiring a person entitled to a share by transmission to within sixty days elect either to be registered as the shareholder or to transfer the share, failing which dividends payable in respect of the share may be withheld. The New Articles do not contain this or any similar provision.

Disclosure of interests (Article 38)

The New Articles include changes in relation to the Company's powers regarding notices served under section 793 of the Companies Act 2006 (the "2006 Act") that require the disclosure of details of interests in shares in the Company. Sanctions for non-compliance with a notice now apply only if the directors so determine (rather than by default, as provided for by the current Articles). An additional sanction which may be imposed under the New Articles is the imposition of restrictions on the transfer of shares.

Untraced members (Article 39)

The New Articles provide that the Company may cease to send communications to a shareholder when communications have been returned on three consecutive occasions, rather than two consecutive occasions as provided for under the current Articles.

As under the current Articles, the Company may sell the shares of shareholders who have been untraced for a period of 12 years or more. The New Articles treat the proceeds of such a sale as forfeited after two years rather than listing the shareholder as a creditor indefinitely. The New Articles require the Company to send notice of the Company's intention to sell the shares to the last registered address of the untraced shareholder and use reasonable steps to trace the shareholder. The current Articles instead require notice to be given by way of an advertisement in a national and a local newspaper, and do not require tracing efforts to be made.

Alteration of capital (Article 40)

The New Articles provide an additional option for the use of sale proceeds relating to fractional shares, whereby the Company may retain those proceeds for the benefit of the Company.

Notice of general meetings (Articles 41 – 44)

The New Articles contain a new provision for notice of general meetings to be given to persons entitled due to transmission.

The provision of the current Articles relating to circulation of resolutions on the requisition of members is not included in the New Articles, given the statutory rights of members in the 2006 Act.

Proceedings at general meetings (Articles 45 – 53)

The New Articles enable hybrid shareholder meetings to be convened, whereby facilities are provided for attendance in person and electronically. The New Articles do not provide for purely electronic meetings to be convened. The Board does not have any current intention to adopt hybrid meetings but believes that in light of developing technology, it is useful to have this flexibility provided for in the Articles.

The provisions relating to meetings in multiple physical locations have also been updated to reflect current practice and technology, and include the ability for the chair to adjourn the meeting if the facilities provided become inadequate.

The power for the meeting to appoint a chair of the meeting if no director is present and able to act has been amended so that it is triggered 15 minutes rather than five minutes after the scheduled opening time of the meeting.

The directors' powers relating to security at general meetings have been updated, in particular to ensure the directors have the power to take measures they deem necessary to secure the safety of persons present at a meeting or to promote the orderly conduct of the business of the meeting.

Adjournment of general meetings (Article 54)

The adjournment powers have been updated, including to permit adjournment if a quorum ceases to be present during a meeting. The New Articles also provide that an inquorate adjourned meeting shall be dissolved, rather than the current position which permits the member present to form a quorum and transact business.

The current Articles do not require notice to be given of an adjourned meeting unless it is adjourned for more than 30 days; the New Articles reduce this period to 14 days. The New Articles also clarify that the same meeting may be adjourned more than once.

The New Articles include a new power for the directors to postpone a meeting after notice of that meeting has been sent but before the meeting is held. This power is intended to provide flexibility in the event of difficulties arising during the notice period – for example, in relation to the meeting venue or facilities.

Amendment to resolutions (Articles 55 – 56)

The New Articles set out more detailed procedures for proposing amendments to resolutions. They require that, unless the chair otherwise determines, written notice of terms of a proposed amendment and of the intention to move the amendment must be delivered to the Company at least 48 hours before the meeting and must not materially alter the scope of the resolution.

Amendments to resolutions, whether special or ordinary, are required by the New Articles to be approved by ordinary resolution.

Polls (Articles 57 – 62)

In addition to the existing rights to demand a poll, the New Articles permit a majority of the directors present at the meeting to demand a poll. The New Articles also contain a new provision enabling a demand for a poll to be withdrawn with the consent of the chair of the meeting.

Proxies and corporate representatives (Articles 69 – 76)

The New Articles no longer provide for proxies to be appointed in relation to more than one meeting. There are new provisions providing the directors with the power to determine that non-working days should be excluded when calculating the deadline for return of proxy appointments, and providing for forms of proxy to be sent to members.

The New Articles provide that where two or more valid appointments of proxy are received in respect of the same share or shares, the last to be received by the Company shall revoke the first to be received and, in the event the order of receipt cannot be determined, neither proxy appointment shall be valid.

Appointment and retirement of directors (Articles 77 – 84)

The New Articles no longer contain provisions requiring retirement by rotation of directors at annual general meetings. Instead, in order to reflect the Company's existing practice and consistent with the Corporate Governance Code, the New Articles provide that all directors will retire annually and be subject to election at annual general meetings (save that any director appointed between the notice of meeting being sent out and the meeting shall instead retire at the first annual general meeting for which notice is given after their appointment).

The New Articles also provide that where a member proposes a new appointee to the Board, the notice of appointment must include the particulars of the proposed appointee that would need to be included in the Company's register of directors in the event the appointment was approved.

Appendix 1 – *continued*

Summary of the principal changes to the Company's Articles of Association

Disqualification and removal of directors (Articles 84 – 86)

The New Articles contain updated provisions relating to the retirement of directors, reflecting updates to the law and to provide that where a director ceases to hold an executive office with the Company, their directorship will not automatically cease.

Directors' remuneration, gratuities and benefits (Articles 100 – 103)

Under the current Articles, the Company may pay the non-executive directors up to £350,000 in aggregate each year (or such higher figure as may be approved by ordinary resolution) and may also pay additional fees for any special or extra services. The basic limit was set some years ago, and the directors' fees are also now approved by shareholders as part of the Directors' Remuneration Policy. To provide greater flexibility the New Articles increase the basic annual aggregate cap to £600,000 and continue to allow for additional payments for additional services, including committee membership. The Board expects to continue to regularly refresh the membership of the Board by recruiting and remunerating Non-Executive Directors in accordance with its Remuneration Policy approved by shareholders and its Nomination Policy. The Board does not expect to increase Non-Executive Director fees as a result of this change to the Articles, which is intended to provide flexibility in the context of meeting the Company's future recruitment objectives in line with policy.

Proceedings of directors (Articles 106 – 112)

The New Articles contain some minor procedural updates in relation to the proceedings of directors' meetings, including that if there is equality of votes on a matter on which the chair is not entitled to vote, the matter shall be treated as not decided.

The Board's delegation powers have been updated to expressly permit the delegation of the determination of the directors' fees, to enable the Board to amend the terms and conditions of any delegation, and to remove the requirement that a majority of the members of any committee must be directors.

Dividends (Articles 113 – 121)

The provisions relating to scrip dividends have generally been updated, including to provide greater flexibility for the directors to determine the terms and conditions of elections to receive scrip dividends.

Additionally, the New Articles reduce the period for which an ordinary resolution may authorise the payment of scrip dividends by two years: the authority must now expire at the latest at the third annual general meeting following the passing of the resolution.

Capitalisation of profits (Article 122)

These New Articles have been updated to include a provision pursuant to which profits may be capitalised to the extent necessary to pay up the unpaid balance of the nominal value of any shares which fall to be allotted upon the exercise of any options granted pursuant to an employees' share scheme where the terms of those options provide for adjustments to the subscription price to be made on the occurrence of certain events.

Notices and other communications (Articles 124 – 133)

The provisions regarding deemed delivery of notices, documents and information to shareholders by the Company have been updated to enable delivery to be deemed to occur on a non-working day.

Administration (Articles 135 – 142)

The provision relating to destruction of documents has been updated to enable an original document to be destroyed earlier than is otherwise permitted, provided a copy of that document has first been taken.

The New Articles provide that the name of the Company may be changed by resolution of the directors. The Board has no current intention of exercising this power, but has included it in the interests of providing flexibility in the future.

Indemnity (Article 144)

The indemnity provisions have been updated to align more closely with the indemnities permitted to be given under the 2006 Act. The provisions now enable the Company to provide indemnities for directors of associated companies including, where relevant, in relation to liabilities in their capacity as trustees of occupational pension schemes.