

11:00 a.m. on 9 June 2011,  
Hilmore House,  
Gain Lane,  
Bradford,  
West Yorkshire, BD3 7DL.

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your registered holding of ordinary shares in the company, please pass this document and accompanying form of proxy to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Wm Morrison Supermarkets PLC

## **Notice of Annual General Meeting 2011**



**MORRISONS**

Registered Office:  
 Hilmore House  
 Gain Lane  
 Bradford  
 West Yorkshire  
 BD3 7DL  
 Registered in England: 358949  
 Telephone: 0845 611 5000

26 April 2011

Dear Shareholder,

I am pleased to enclose with this letter the notice of the 2011 Annual General Meeting of Wm Morrison Supermarkets Plc which will be held at Hilmore House, Gain Lane, Bradford, BD3 7DL at 11:00 a.m. on 9 June 2011 ('the Notice'). The Notice appears on pages 4 to 6 of this letter.

The Annual General Meeting is an important occasion for the Company's shareholders to express their views by attending, raising questions and voting at the meeting. The Board would welcome your participation at the Annual General Meeting. The meeting will be held at the Company's headquarters at Hilmore House in Bradford and a map appears on the back of the attendance card indicating the location.

Whether or not you will be attending the Annual General Meeting, I would urge you to complete, sign and return the form of proxy enclosed with this letter or, alternatively, register your proxy electronically in accordance with the instructions on the proxy form. The attention of corporate shareholders wishing to appoint more than one corporate representative is drawn to note 6 of the Notice on page 5.

This letter is also being sent to those who have been nominated to receive information rights under s146 of the Companies Act 2006 who do not themselves have a right to appoint a proxy or proxies. The attention of such nominated persons is drawn to note 7 of the Notice on page 5.

If you have received more than one mailing, it may be that your shares are registered in two or more accounts on the Company's share register. If that was not your intention, you might consider merging them into one single entry. This would have several benefits in environmental terms by reducing the amount of energy and paper used for shareholder communications, reducing printing and postage costs and also reducing the possibility of important documents such as dividend cheques being lost, misplaced or used fraudulently. Please contact Capita Registrars who will be pleased to carry out your instructions at no cost to you.

In line with many other companies, and in order to simplify the dividend process and provide cost savings to the Company, we will issue only one consolidated tax voucher in relation to all dividends paid in a tax year. This will normally be sent to you in November with payment of any interim dividend. You will not therefore receive a tax voucher with the final dividend proposed to be paid in June 2011. If you register for e-communications the tax voucher will be e-mailed to you. If you wish to continue to receive a tax voucher when each dividend is paid, please contact Capita Registrars.

The detailed business to be considered at the Annual General Meeting is set out in the Notice. The following explanatory notes will assist in understanding the business to be conducted at the Annual General Meeting:

#### **ORDINARY BUSINESS**

The ordinary business of the meeting consists of twelve ordinary resolutions (requiring a simple majority of votes to be passed).

**Resolution 1** is to receive and consider the Directors' report and audited financial statements for the 52 weeks ended 30 January 2011. The Directors are required to present these documents to the Annual General Meeting.

**Resolution 2** is a resolution to approve the Directors' remuneration report for the 52 weeks ended 30 January 2011. The Company is required to seek shareholders' approval of the Directors' remuneration report which is summarised on pages 25 to 29 of the Annual review and which appears in full on pages 39 to 48 of the Annual report and financial statements.

**Resolution 3** is to approve a final dividend of 8.37p per share payable on 15 June 2011 to ordinary shareholders on the register of members at the close of business on 13 May 2011. The proposed final dividend will bring the total dividend for the year to 9.60p per ordinary share. Dividend warrants will be posted on 13 June 2011 to those ordinary shareholders registered at the close of business on 13 May 2011. Statements and, if applicable, share certificates for participants in the dividend reinvestment plan will be posted on 20 June 2011.

If you have not already done so, may I take this opportunity to encourage you to arrange to have your dividends paid directly into your bank or building society account. Mandating your dividends is more secure than receiving a cheque by post and means that you will receive cleared funds automatically on the payment date. To do this please contact Capita Registrars.

**Resolutions 4, 5, 6, 7, 8, 9 and 10** are separate resolutions to re-elect Sir Ian Gibson, Dalton Philips, Richard Pennycook, Philip Cox, Penny Hughes, Nigel Robertson and Johanna Waterous as Directors. The Board believes that each of them continues to perform effectively with full commitment to his/her role.

As previously announced, Mark Gunter and Brian Flanagan have indicated their intention to step down from the Board at the Annual General Meeting and, accordingly, they are not being submitted for re-election.

Under the Articles of Association of the Company all Directors are required to submit themselves for re-election at the first Annual General Meeting after their appointment. At each Annual General Meeting, one third of the Directors (excluding those submitting themselves for re-election by virtue of having been appointed since the previous Annual General Meeting) must retire by rotation and submit themselves for re-election. Each Director must retire from office at least once in every three year period. The Directors to retire in any year shall be those who have been longest in office since their last re-election at an Annual General Meeting.

Notwithstanding the fact that these provisions were approved by shareholders when the Company's new Articles of Association were adopted on 3 June 2010, the Board has decided that it will comply with the best practice guidance set out at Principle B.7.1 of the UK Corporate Governance Code and submit all Directors for re-election annually.

**Resolution 4** is a resolution to re-elect Sir Ian Gibson as a Director. Sir Ian Gibson joined the Group as Non-Executive Deputy Chairman in September 2007. He was appointed Chairman, following the retirement of Sir Ken Morrison, in March 2008. Sir Ian is Chair of the Board's Nomination Committee and a member of its Remuneration Committee and Corporate Compliance and Responsibility Committee. He is also Non-Executive Chairman of Trinity Mirror plc and a non-executive member of the Public Interest Board of the UK firm of PricewaterhouseCoopers LLP. Previous Board appointments include Chairman of BPB PLC, Deputy Chairman of Asda Group PLC, and a Director of Chelys Limited, GKN PLC, Greggs PLC and Northern Rock Plc. He is also a former member of the Court of the Bank of England. Sir Ian enjoyed a distinguished 30-year career in the motor industry, most recently as President of Nissan Europe.

**Resolution 5** is a resolution to re-elect Dalton Philips as a Director. Dalton Philips joined the Group as Chief Executive on 29 March 2010. He is a member of the Board's Nomination Committee and Corporate Compliance and Responsibility Committee. Prior to joining Morrisons, Dalton was Chief Operating Officer of Loblaw Companies Limited, Canada's largest food distributor and a leading provider of general merchandise, pharmacy and financial products and services. Prior to that position, he was Chief Executive of Irish department store group, Brown Thomas. Between 1998

and 2005 he worked for Wal-Mart's international division holding a range of commercial positions, rising to Chief Operating Officer in Germany. Dalton started his career as a store manager in New Zealand with Jardine Matheson and was later regional director of the Company's Spanish supermarket division.

**Resolution 6** is a resolution to re-elect Richard Pennycook as a Director. Richard Pennycook joined the Board as Group Finance Director in October 2005. Prior to that, he was the Group Finance Director of RAC Plc, the quoted specialist motoring and vehicle management company. Previous senior roles include Group Finance Director of HP Bulmer Holdings PLC, Laura Ashley Plc and JD Wetherspoon plc and Chief Executive of Welcome Break Holdings plc. He is also a Non-Executive Director of Persimmon Plc.

**Resolution 7** is a resolution to re-elect Philip Cox as a Director. Philip Cox joined the Group as a Non-Executive Director in April 2009. He is a member of the Audit Committee and became its Chair in September 2009 and is also a member of the Remuneration Committee and the Nomination Committee. He is also Chief Executive Officer of International Power plc, a position that he has held since 2003, when he was promoted from his previous role of Chief Financial Officer (2000–2003). He is a member of the President's Committee of the CBI. He was a Non-Executive Director at Wincanton Plc from 2001 to 2009, having chaired their Audit Committee from 2001 to 2008 and was Chair of their Remuneration Committee from 2008. His previous board position was as Chief Financial Officer at Siebe Plc.

**Resolution 8** is a resolution to re-elect Penny Hughes as a Director. Penny Hughes joined the Group as a Non-Executive Director in January 2010. Penny is a member of the Audit, Nomination and Remuneration Committees. On 10 March 2011, the Company announced that Penny had been appointed as Chair of the Corporate, Compliance and Responsibility Committee. Penny is currently a Non-Executive Director of Cable & Wireless Worldwide Plc, The Royal Bank of Scotland plc and Home Retail Group plc, the president of the Advertising Association and a trustee of the British Museum. Penny's previous experience includes 10 years with Coca-Cola ultimately as president of Coca-Cola GB & Ireland and various non-executive roles including Body Shop International plc, GAP Inc, Reuters plc, Skandinaviska Enskilda Banken, Trinity Mirror plc and Vodafone plc.

**Resolution 9** is a resolution to re-elect Nigel Robertson as a Director. Nigel Robertson joined the Group as a Non-Executive Director in July 2005. On 10 March 2011, the Company announced that Nigel had been appointed as Senior Independent Director. He is a member of the Nomination, Remuneration and Corporate Compliance and Responsibility Committees and was Chair of the Corporate Compliance and Responsibility Committee from September 2009 to 10 March 2011. Working in the private equity sector, he is the Group Chief Executive of Health and Surgical Holdings Ltd. Until the business was sold in 2007 he was the Chief Executive Officer of Chelsea Stores Holdings Ltd and he was previously the Managing Director of Ocado, the online grocery shopping business set up in partnership with Waitrose. Prior to this he held senior positions in Marks and Spencer Group PLC both in the UK and USA.

**Resolution 10** is a resolution to re-elect Johanna Waterous as a Director. Johanna Waterous joined the Group as a Non-Executive Director in February 2010. Johanna is a member of the Audit, Nomination, Remuneration and Corporate Compliance and Responsibility Committees. On 10 March 2011, the Company announced that Johanna had been appointed as Chair of the Remuneration Committee. She is currently a Non-Executive Director of RSA Group Plc and Chairman of Sandpiper Cl, as well as being an Operating Partner of Global Leisure Partners and Duke Street LLP. Her previous experience includes 22 years with McKinsey & Co, London, ultimately as Co-Leader of the firm's Global Marketing and Sales Practice. She is a Non-Executive Director of the Kew Foundation and of Kew Enterprises Limited. Between 1998 and 2006, she was Chairman of Tate Enterprises.

**Resolution 11** is a resolution to re-appoint KPMG Audit Plc as auditors of the Company until the conclusion of the next Annual General Meeting. The Audit Committee has determined that it will review not less than annually whether the incumbent auditor should remain in place or whether an auditor selection process should be initiated. The Audit Committee has decided to put forward KPMG for re-appointment this year.

**Resolution 12** is a resolution to authorise the Directors of the Company to fix the remuneration of the auditors.

#### **SPECIAL BUSINESS**

**Resolutions 13 to 16** (inclusive) constitute special business. Resolution 14 is proposed as an ordinary resolution and resolutions 13, 15 and 16 are special resolutions. The special resolutions require a 75% majority of votes to be passed.

**Resolution 13** is a special resolution to renew and extend until the close of the next Annual General Meeting the authority given at the Annual General Meeting held on 3 June 2010 to buy ordinary shares in the Company on the London Stock Exchange. The existing authority is for up to a maximum of 265,202,295 ordinary shares of 10p each representing approximately 10% of the issued ordinary share capital at the date of the 2010 Annual General Meeting Notice. The Directors propose a decrease in the authority in respect of ordinary shares to 263,378,576 which represents 10% of the issued ordinary share capital as at 21 April 2011 (being the last practicable day prior to the publication of this notice). The minimum and maximum prices to be paid for the shares are as stated in the resolution. Shares purchased may be cancelled or held in treasury, sold for cash or used to meet the Company's obligations under its employee share schemes. The resolution is proposed to ensure the Directors have the flexibility to act in the Company's best interests if the requirement arises. No purchase will be made unless the expected effect will be to increase earnings per share.

On 10 March 2011, the Company announced its proposals to return surplus capital of up to £1bn to shareholders through an equity retirement programme in respect of ordinary shares over a two year period. If resolution 13 is passed, the authority contained in the resolution will be used for this purpose. The Company's intention is to cancel the shares purchased under this programme.

At 21 April 2011 options to subscribe for shares in respect of a maximum 62,055,331 ordinary shares of 10p each in the Company were outstanding, representing approximately 2.36% of the issued ordinary share capital at that date, approximately 2.59% of the issued ordinary share capital assuming exercise in full by the Company of its existing authority to purchase its own shares and 2.62% of the issued ordinary share capital assuming exercise in full by the Company of the authority to purchase its own shares being sought at the Annual General Meeting (assuming in both cases cancellation of such shares on purchase).

**Resolution 14** is an ordinary resolution to authorise the Directors to allot unissued shares. It replaces the authority granted at the Annual General Meeting of the Company held on 3 June 2010 and will run until the close of the next Annual General Meeting. The intention is to renew and roll the authority forward by one year at each future Annual General Meeting. Under this resolution the Directors will be authorised to allot up to £86,000,000 of the unissued share capital of the Company representing approximately one third of the issued ordinary share capital as at 21 April 2011. Save in relation to shares to be issued under the Company's share option and incentive schemes, there is no present intention of exercising this authority.

**Resolution 15** is a special resolution to authorise the Directors to allot unissued shares for cash otherwise than to existing shareholders pro-rata to their respective holdings. They may do so only in respect of £13,168,000 of ordinary share capital (representing 5% of the issued ordinary share capital as at 21 April 2011) or in connection with rights issues of ordinary shares. The intention is to renew and roll the authority forward by one year at each future Annual General Meeting.

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The Directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company for cash on a non pre-emptive basis in any rolling three year period without prior consultation with the Investment Committees of the ABI and National Association of Pension Funds.

**Resolution 16** is a special resolution to renew and extend until the close of the next Annual General Meeting the authority given at the Annual General Meeting held on 3 June 2010 to enable the Company to call General Meetings, other than the Annual General Meeting, on 14 days' notice. The Company will need to meet the electronic voting requirements of the Shareholder Rights Directive before it can call a General Meeting on 14 days' notice. The flexibility offered by this resolution will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting.

**Recommendation**

The Board considers the proposals described in this letter and each of the resolutions to be proposed at the Annual General Meeting are in the current best interests of the Company and its shareholders as a whole and recommends that you vote in favour of each of the resolutions. The Directors will vote in favour of each of the resolutions proposed at the Annual General Meeting. In accordance with current best practice, voting on the resolutions proposed at the Annual General Meeting will be conducted by poll vote rather than by a show of hands and the relevant procedures will be explained at the meeting.

Board colleagues and I look forward to seeing you at the Annual General Meeting.

Yours sincerely,



Sir Ian Gibson  
Chairman

# Notice of Meeting

The seventy first Annual General Meeting of the Company will be held at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL on 9 June 2011 at 11:00 a.m. for the following purposes:

## ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and consider the Directors' report and audited financial statements for the 52 weeks ended 30 January 2011.
2. To approve the Directors' remuneration report for the 52 weeks ended 30 January 2011.
3. To declare a final dividend of 8.37p per share payable on 15 June 2011 to ordinary shareholders on the register of members at the close of business on 13 May 2011.
4. To re-elect Sir Ian Gibson as a Director.
5. To re-elect Dalton Philips as a Director.
6. To re-elect Richard Pennycook as a Director.
7. To re-elect Philip Cox as a Director.
8. To re-elect Penny Hughes as a Director.
9. To re-elect Nigel Robertson as a Director.
10. To re-elect Johanna Waterous as a Director.
11. To re-appoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
12. To authorise the Directors to fix the remuneration of the Auditors.

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which resolution 14 will be proposed as an ordinary resolution and resolutions 13, 15 and 16 will be proposed as special resolutions:

13. That the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006 (the 'Act')) on the London Stock Exchange of ordinary shares of 10p each in the capital of the Company ('ordinary shares') provided that:
  - (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 263,378,576 ordinary shares;
  - (ii) the minimum price which may be paid for the ordinary shares is their par value and the maximum price (excluding expenses) which may be paid for the ordinary shares is an amount equal to the higher of (a) 5% above the average of the middle market quotations of an ordinary share as derived from the Daily Official List of the London Stock Exchange Plc for the 5 business days before the purchase is made and (b) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade and the highest current independent bid for any number of ordinary shares on the trading venue where the purchase is carried out;
  - (iii) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2012; and

(iv) the company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of its own shares in pursuance of such contract.

14. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Act, in substitution for all existing authorities to the extent unused, to exercise all 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 up to an aggregate nominal amount of £86,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2012 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 or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
15. That the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 14 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities:
  - (i) in connection with a rights issue, open offer of securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (ii) (otherwise than pursuant to paragraph (i) of this resolution 15) to any person or persons up to an aggregate nominal amount of £13,186,000,

and shall expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2012 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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

By Order of the Board

Registered Office  
Hilmore House  
Gain Lane  
Bradford BD3 7DL

G.J. McMahon  
Company Secretary  
26 April 2011

## Notes

- Members are entitled to appoint a proxy/proxies to exercise all or any of the rights to attend, speak and vote on their behalf at the meeting. To appoint more than one proxy or to request a personalised proxy form, contact the Registrars for (an) additional proxy form(s) or you may photocopy the form enclosed with your Notice of Meeting. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking 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. A proxy need not be a member of the Company. To be valid the form of proxy must be completed and lodged with the registrars of the Company not later than 11:00 a.m. on 7 June 2011. A proxy should either be submitted by post on the enclosed form of proxy using the pre-paid envelope or via the internet at [www.capitaregistrars.com/shareholders/products/proxy-voting.asp](http://www.capitaregistrars.com/shareholders/products/proxy-voting.asp) where full instructions are given. This address is given only for the filing of proxies for the Annual General Meeting and not for any other purpose. If you choose to appoint a proxy electronically you will need your unique investor code which is printed on the form of proxy. Return of a completed proxy form, internet proxy or any CREST proxy instruction (as described below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so. Further details relating to proxies are set out in the notes on the enclosed form of proxy.
- CREST members who wish to appoint a proxy or proxies by utilising CREST electronic appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. 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 (CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK and Ireland'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 instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Capita Registrars, (ID RA10) no later than 11.00am on 7 June 2011. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent (Capita Registrars) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

- The Company specifies that in order to have the right to attend, speak, ask questions and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast) a person must be entered on the register of holders of the ordinary shares of the Company no later than 6.00 p.m. on 7 June 2011. Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- Members wishing to attend the Annual General Meeting in person should sign their attendance card and hand it in on arrival. The registration desk will open at 10.00am.
- Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.
- A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. It is no longer necessary to nominate a designated corporate representative.
- The right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Companies Act 2006. Persons nominated to receive information rights under that section who have been sent a copy of this Notice of meeting are informed that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the purposes of this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member on the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
- The total issued share capital of the Company as at 21 April 2011 (being the last practicable day prior to the publication of this notice) was 2,633,785,764 ordinary shares of 10p each carrying one vote each. On 21 April 2011 the Company did not hold any shares in treasury.
- Details of the Directors' remuneration and other benefits are contained in the Directors' remuneration report and the Directors' report and financial statements. Copies of the Directors' service contracts, appointment letters and the standard terms of employment will be available for inspection at the Annual General Meeting and at the registered office of the Company during normal business hours on any weekday, except Saturdays and English public holidays.
- Members should note that, under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections

## Notes – continued

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527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at future Annual General Meetings will include any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

11. Voting on the resolutions proposed at the Annual General Meeting will be conducted by poll vote rather than by a show of hands and the relevant procedures will be explained at the meeting.
12. The contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, the total voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website – [www.morrisons.co.uk](http://www.morrisons.co.uk)

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**Registrars Contact Information**

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

Telephone: 0871 664 0300  
Overseas: +44 208 639 3399

Calls cost 10p per minute plus network extras.

[www.capitaregistrars.com](http://www.capitaregistrars.com)