

Shareholders are invited to watch a video presentation by the Board that will be released at 11.00am on Thursday 11 June 2020.

To watch this presentation please go to:  
[www.morrisons-corporate.com](http://www.morrisons-corporate.com)

Given the current Government restrictions on public gatherings of more than two people due to the Coronavirus outbreak, and on the basis of legal advice, we have taken the unprecedented decision to hold a very limited AGM this year to support the country in preventing the further spread of the virus. As such, pending further guidance, we will not permit any shareholder entry or attendance at this meeting with exception of two Directors who hold shares so that they can form a quorate meeting and duly record the proxy votes.

The AGM will be held at the Company's headquarters at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL at 9.00am on Thursday 11 June 2020.

I am sure that you will recognise that refusing shareholders entry to this meeting has not been a decision that we have taken lightly, and therefore we would like to invite you to watch a shareholder presentation by the Board and the Company released **at 11.00am on Thursday 11 June 2020** from the comfort of your own homes.

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+ Wm Morrison Supermarkets PLC  
 Annual General Meeting 11 June 2020

## FORM OF PROXY

5947-005-S

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If you prefer to register your vote electronically please go to [www.sharevote.co.uk](http://www.sharevote.co.uk) and see NOTES ON FORM OF PROXY (note 3) overleaf.

I/We being a member/members of the Company entitled to attend, speak and vote at the Annual General Meeting of the Company hereby appoint the Chair of the Meeting (see note 1 overleaf).

Voting ID:

Task ID:

Shareholder Reference Number:

Number of Ordinary Shares in respect of which proxy is appointed

Resolutions	For	Against	Vote Withheld
1. Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Adoption of the 2020 Sharesave Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Andrew Higginson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect David Potts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Trevor Strain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Michael Gleeson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Rooney Anand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Resolutions	For	Against	Vote Withheld
11. To re-elect Kevin Havelock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Belinda Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Paula Vennells	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Reappointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. General authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.* Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.* Authority to purchase Wm Morrison Supermarkets PLC shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.* Notice period for General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* Special Resolutions

Date:

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## How to ask Questions

Your questions and feedback, as always, are very important to us.

Despite these unprecedented times, we want to continue to provide our shareholders with a public way to ask questions of, and get answers from, our Board and our Directors.

If you have a question that you would like to raise then please either:

- 1) **Video** – Send in a short video of your question to [Company.Secretary@morrisonspc.co.uk](mailto:Company.Secretary@morrisonspc.co.uk)
- 2) **Telephone** – We have set up a dedicated telephone service to record your questions. To submit your question this way, please call 0345 611 5000
- 3) **Email** – Please email your question to [Company.Secretary@morrisonspc.co.uk](mailto:Company.Secretary@morrisonspc.co.uk)
- 4) **Letter** – Please send a letter to 2020 AGM Questions, Company Secretary, Wm Morrison Supermarkets PLC, Hilmore House, Gain Lane, Bradford, BD3 7DL, UK.

Any questions must be received before 12 noon on Thursday 4 June 2020.

Any questions submitted and answers given could be shared in a presentation made via a public video on our Corporate website. We will not include names, but if you do not want other personal information to be available in the video, please clearly state this when submitting your question.

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## NOTES ON FORM OF PROXY

1. Members are entitled to appoint a proxy/proxies to exercise all or any of the rights to vote on their behalf at the meeting. All shareholders are advised that, due to the Government's current restrictions, they and their respective proxies will not be allowed to attend the meeting in person. An entitlement to attend, as referred to in the Notice of Meeting, will not allow such persons to attend the meeting in person. Please refer to the Chair's letter to this Notice of Meeting for more information.  
Given the restrictions on attendance, shareholders are strongly encouraged to appoint the Chair of the Meeting as their proxy rather than a named person who will not be permitted to attend the meeting.  
To be valid the form of proxy or other instrument appointing a proxy must be completed and lodged with the Registrars of the Company not later than 9.00am on 9 June 2020. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.  
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.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions are given. This address is given only for the filing of proxies for the AGM and not for any other purpose. If you choose to appoint a proxy electronically you will need your Voting ID, Task ID and Shareholder Reference Number 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 should the situation and the applicable restrictions change such that you are permitted to, and you subsequently wish to do so. Further details relating to proxies are set out in the notes on the enclosed Form of Proxy.
2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's articles of association. 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 and Ireland Limited's ("Euroclear") 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, Equiniti Limited, (ID RA19) by the latest time for receipt of proxy appointments specified in this Notice of Meeting (Note 1). 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 (Equiniti Limited) 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 provider(s) should note that Euroclear 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 that 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.
3. 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 close of business on 9 June 2020 or, in the event of any adjournment, at close of business on the date which is two days before the adjourned meeting (excluding non-working days).  
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.  
Given that the current Government's restrictions prohibit attendance at the AGM, please see the Chair's letter for information as to how shareholder questions should be prepared and how these will be answered.
4. 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. Given the Government's current restrictions prohibit attendance at the AGM, corporate shareholders should consider appointing the Chair of the meeting as a proxy or corporate representative to ensure their votes can be cast in accordance with their wishes.
5. 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.
6. The total issued share capital of the Company as at 4 May 2020 (being the last practicable day prior to the publication of this Notice) was 2,405,041,063 ordinary shares of 10p each carrying one vote each. On 4 May 2020, the Company did not hold any shares in treasury.
7. 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 AGM; 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, (in each case) that the members propose to raise at the AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 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 auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at future AGMs will include any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
8. Copies of the Executive Directors' service contracts and copies of the terms and conditions of appointment of Non-Executive Directors will be available for inspection from the date of this notice until the close of the AGM at the registered office of the Company during normal business hours on any day of the week, except Saturdays, Sundays and English public holidays and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting. A copy of the draft form of the rules of the Wm Morrison Supermarkets PLC Sharesave Scheme 2020 will be available for inspection at the registered office of the Company and at Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW during normal business hours on any day of the week, other than Saturday, Sunday and English public holidays, from the date of this Notice of Meeting until the close of the AGM.
9. Voting on the resolutions proposed at the AGM will be conducted by poll vote rather than by a show of hands, ensuring that every vote is recognised and giving a more accurate reflection of the views of members.
10. A copy of this Notice of Meeting, and other information required by section 311A of the Companies Act 2006, can be found at [www.morrisonspc.co.uk](http://www.morrisonspc.co.uk).
11. Shareholders are advised that, unless otherwise specified, the telephone numbers, website and electronic addresses (within the meaning of section 333(4) of the Companies Act 2006) set out in this Notice of Meeting or in the Form of Proxy are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.