

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, 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 person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# Notice of Annual General Meeting 2019

Wm Morrison Supermarkets PLC



The 2019 AGM will be held at the Company's headquarters at:

Hilmore House  
Gain Lane  
Bradford  
West Yorkshire  
BD3 7DL

11.00am on Thursday  
13 June 2019

Wm Morrison Supermarkets PLC  
Company Number: 358949  
Registered Office:  
Hilmore House, Gain Lane,  
Bradford, West Yorkshire, BD3 7DL  
Registered in England and Wales  
Telephone: 0845 611 5000

## Dear Shareholder,

I am pleased to invite you to our 2019 Annual General Meeting ('AGM'). The AGM is an important occasion for the Board to listen to shareholders, and we strongly encourage you to attend, raise questions and vote at this meeting.

I encourage all of you to vote, whether or not you will be attending the AGM. This can be done by registering your proxy vote electronically by logging onto our registrar's website [www.shareview.co.uk](http://www.shareview.co.uk) using your username/ID and password or [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy, or on the Notice of Availability.

## Corporate Governance

Throughout the year, the Board has fully complied with the 2016 UK Corporate Governance Code.

The Board has also comprehensively reviewed the requirements of the 2018 UK Corporate Governance Code and are pleased that our current governance framework already applies the main principles of the 2018 Code. Throughout the upcoming year, the Board will continue to ensure that Morrisons corporate governance standards and processes remain aligned to the updated regulations as well as the changing environment in which we work.

## Financial Performance

Whatever the highs and lows of the ever-changing British retail environment, one constant has been the determined progress at Morrisons. David and the team have now completed four years of important work, building Morrisons as a broader, stronger business. Despite the challenging year, I am delighted that sales and profit grew strongly again, and that we were able to share that growth with our shareholders.

Subject to your approval, the Board is recommending to pay a special dividend of 4.00p per share. Full details of this ordinary resolution can be found on page 2 of this Notice.

## Corporate Website

The formal business of the meeting and the full details of the resolutions to be considered are set out in this Notice of Meeting document. The Annual Report and Financial Statements 2018/19 are available to view on the Morrisons website at [www.morrisons-corporate.com/annual-report-2019](http://www.morrisons-corporate.com/annual-report-2019) which is easily navigable.

I would also like to encourage you to sign up for online communication on the website, and enjoy the benefits of receiving the Annual Report, Notice of Meeting and all other shareholder communications electronically.

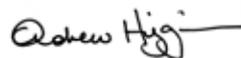
## Recommendation

We continue to listen to our shareholders, and we consider that the resolutions proposed at this AGM are in the best interests of the Company and for you, as shareholders. Accordingly, the Board unanimously recommends that you vote in favour of all of the resolutions proposed at the AGM, as they intend to do in respect of their own shareholdings.

As we recognise that not all shareholders are able to attend the meeting, and to remain in line with best practice, voting on resolutions that are being proposed at this year's meeting will be conducted by poll vote rather than by a show of hands. The relevant procedures will be explained at the meeting.

This is my fifth AGM as Chairman of Morrisons and I, along with my Board colleagues, look forward to seeing you there.

Yours faithfully



Andrew Higginson  
Chairman

# Notice of Meeting

Notice is hereby given that the seventy ninth Annual General Meeting (“AGM”) of Wm Morrison Supermarkets PLC (the “Company”) will be held at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL on 13 June 2019 at 11.00am 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. Report and Accounts

To receive the Company’s audited Annual Report and Financial Statements 2018/19 for the 52 weeks ended 3 February 2019, together with the Strategic report, the Directors’ report and the report of the auditors thereon. The Directors are required to present these to the AGM.

### 2. Directors’ Remuneration Report

To approve the Directors’ remuneration report for the 52 weeks ended 3 February 2019 as set out on pages 39 to 54 of the Annual Report and Financial Statements 2018/19.

**Note:** This vote is advisory, and the Directors’ entitlement to remuneration is not conditional upon it. This resolution is proposed annually as required by the Companies Act 2006.

### 3. Final Dividend

To declare a final dividend of 4.75p per ordinary share payable on 1 July 2019 to ordinary shareholders on the register of members at the close of business on 24 May 2019.

**Note:** The proposed final dividend will, when aggregated with the interim ordinary dividend of 1.85p and interim special dividend of 2.00p per ordinary share paid on 5 November 2018 and the proposed special dividend of 4.00p per ordinary share referred to in resolution 4 below, bring the total dividend for the year to 12.60p per ordinary share. Dividend warrants in relation to the final dividend will be posted on 1 July 2019 to those ordinary shareholders registered at the close of business on 24 May 2019. Statements and, if applicable, share certificates for participants in the dividend reinvestment plan will be posted within 14 days of the payment date.

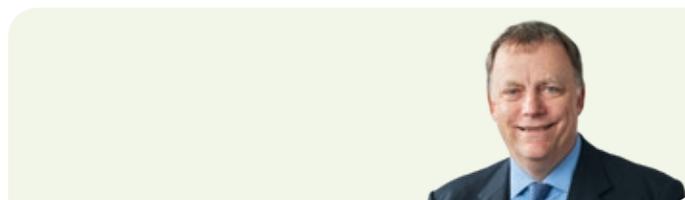
### 4. Special Dividend

To declare a special dividend of 4.00p per ordinary share payable on 1 July 2019 to ordinary shareholders on the register of members at the close of business on 24 May 2019.

**Note:** The proposed special dividend will, when aggregated with the interim ordinary dividend of 1.85p and interim special dividend of 2.00p per ordinary share paid on 5 November 2018 and the proposed final dividend of 4.75p per ordinary share referred to in resolution 3 above, bring the total dividend for the year to 12.60p per ordinary share. Dividend warrants in relation to the special dividend will be posted on 1 July 2019 to those ordinary shareholders registered at the close of business on 24 May 2019. Statements and, if applicable, share certificates for participants in the dividend reinvestment plan will be posted within 14 days of the payment date.

## Election/re-election of Directors

**Resolutions 5 to 13** are separate resolutions to re-elect our Directors. In accordance with the UK Corporate Governance Code, all Directors will retire and stand themselves for election or re-election at each AGM. The Board contains an appropriate mixture of skills and experience, and each Director continues to provide an effective and valuable contribution. The Board is satisfied that all Non-Executive Directors, including the Non-Executive Chairman, remain independent according to the definition contained in the Code. Individual biographies and reasons for re-election of each Director are set out below. All Directors are recommended by the Board to be re-elected as they commit sufficient time to the role and continue to bring relevant experience.



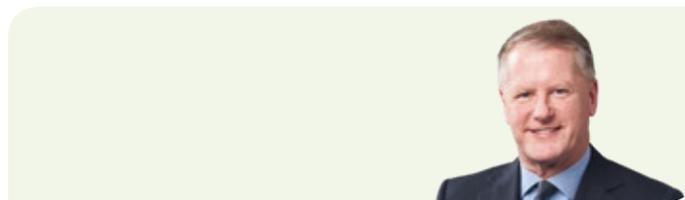
### 5. To re-elect Andrew Higginson as a Director

Andrew joined the Group as Deputy Chairman and Chairman Elect in October 2014 and became Chairman at the end of January 2015. He is a member of the Corporate Compliance and Responsibility and Remuneration Committees and chairs the Nomination Committee.

Andrew brings significant commercial and retail experience to the Board. His previous chairmanships of other major retail businesses have also contributed to the strong leadership skills that he brings to the Company. Andrew is a former Executive Director of Tesco PLC having spent 15 years on the Main Board, first as Finance and Strategy Director and latterly as Chief Executive of their Retailing Services business. His early career was with Unilever, Guinness, Laura Ashley and the Burton Group. Andrew was previously the Chairman of Poundland Group PLC and N Brown Group PLC, Senior Independent Director of BSKyB PLC and a Non-Executive Director of the Rugby Football Union.

Andrew currently holds the following external roles:

- Non-Executive Director of Woolworths Holdings Limited
- Chairman of Evergreen Garden Care
- Chairman of the IGD
- Non-Executive Director of Majid Al Futtaim Group



### 6. To re-elect David Potts as a Director

David joined the Group as Chief Executive in March 2015. He is a member of the Corporate Compliance and Responsibility Committee.

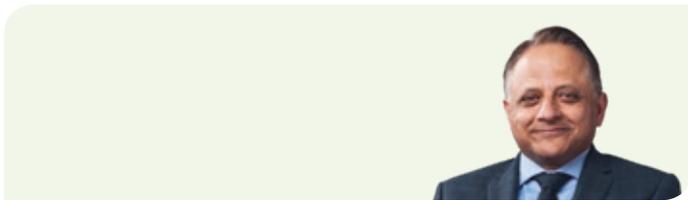
David is a vastly experienced retailer who joined Tesco PLC at the age of 16 and worked there for 39 years. He rose to become CEO of its Ireland business, its UK retail stores business and then CEO of Tesco Asia. David was also on the Tesco PLC Board from 1998 until he left in 2011. Prior to his appointment as Chief Executive of Morrisons, David held several advisory positions with a number of private equity and consultancy firms and developed his own retail concept to sell general merchandise. He also worked on two extensive retail projects in the UK. David’s strong track record at the forefront of the food retail sector provides him with all of the attributes required to successfully lead the Company.



### 7. To re-elect Trevor Strain as a Director

Trevor joined the Group in June 2009 as Commercial and Operations Finance Director. In June 2011, he became Finance Director Corporate and took responsibility for the Group's productivity programmes. Trevor joined the Board as Chief Financial Officer in April 2013 and assumed the additional responsibilities of Group Commercial Director in October 2018. Trevor was appointed as Supervisory Director of AMS Sourcing B.V. on 11 April 2019.

Prior to joining Morrisons, Trevor worked for Tesco PLC in a number of roles until his appointment as UK Property Finance Director in 2006 and subsequently UK Planning and Reporting Finance Director. Trevor began his career with Arthur Andersen and is a member of the Institute of Chartered Accountants in England and Wales.



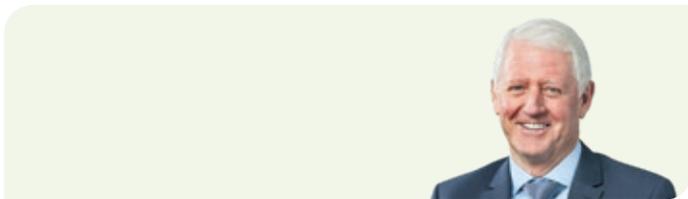
### 8. To re-elect Rooney Anand as a Director

Rooney joined the Board as a Non-Executive Director and Senior Independent Director in January 2016. He is a member of the Audit, Corporate Compliance and Responsibility, Remuneration and Nomination Committees.

Rooney is a highly experienced retail and fast-moving consumer goods (FMCG) executive. Following a career with United Biscuits and then Sara Lee, he joined Greene King PLC in 2001 as Managing Director of its brewery company. He was appointed CEO in 2005 but stepped down from this role in April 2019. Rooney is currently the Chairman of Casual Dining Group, Purity Soft Drinks and WorldSkills UK.

Rooney currently holds the following external roles:

- Chairman of Purity Soft Drinks (a Langholm Capital owned business)
- Chairman of Casual Dining Group



### 9. To re-elect Neil Davidson as a Director

Neil joined the Board as a Non-Executive Director on 1 October 2015. He became Chair of the Corporate Compliance and Responsibility Committee in January 2016. He is also a member of Audit, Remuneration and Nomination Committees.

Neil's extensive career and experience in manufacturing provides an important contribution to the development of the Company's own manufacturing operations. He started his career with Northern Foods PLC where he rose to become Managing Director of its milk division. He subsequently became CEO of Express Dairies PLC and then Arla PLC. He is currently Chair of the Youth Sport Trust and has also been a Non-Executive Director of Produce Investments PLC, Persimmon PLC and Northern Recruitment Group PLC.

Neil currently holds the following external roles:

- Chairman of OptiBiotix Health PLC



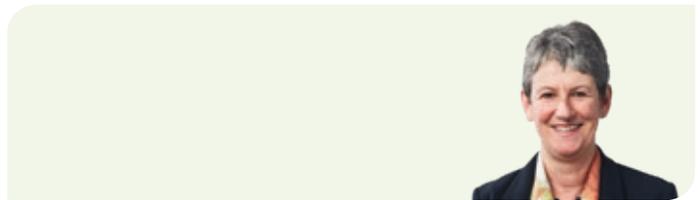
### 10. To re-elect Kevin Havelock as a Director

Kevin joined the Board as a Non-Executive Director in February 2018. He is a member of the Audit, Corporate Compliance and Responsibility, Remuneration and Nomination Committees.

Kevin brings significant FMCG industry experience and, in particular, has strong marketing, e-commerce and brand expertise. Most recently, he was a member of the Executive Committee at Unilever and President of Global Refreshment, which comprises of Unilever's drinks and ice cream brands. Kevin is a Trustee of both the British Council and the Eden Project.

Kevin currently holds the following external roles:

- Non-Executive Director of Fevertree PLC



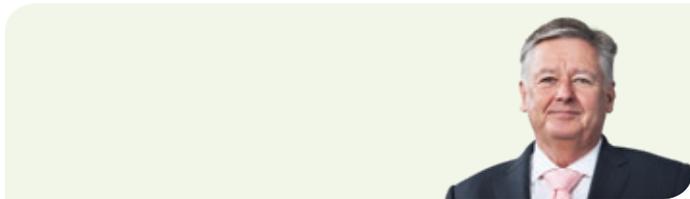
### 11. To re-elect Belinda Richards as a Director

Belinda joined the Board as a Non-Executive Director in September 2015 and became Chair of the Audit Committee in January 2016. She is also a member of the Corporate Compliance and Responsibility, Remuneration and Nomination Committees.

Belinda's career in professional services has spanned over 25 years, where she operated as a senior adviser in corporate finance and strategy. She was a corporate finance partner at Deloitte and Global Head of Merger and Separation Advisory Services until 2010. Belinda serves on the Advisory Group of Audit Committee Chairmen at the Financial Reporting Council, is a member of the Governing Council of the Centre for the Study of Financial Innovation and is a Trustee of the Youth Sport Trust. Belinda's financial expertise and experience brings benefit to both the Board and the Audit Committee in her role as Chair.

Belinda currently holds the following external roles:

- Non Executive Director of Avast PLC
- Non Executive Director of Monks Investment Trust PLC
- Non Executive Director of Phoenix Group Holdings
- Non Executive Director of Schroder Japan Growth Fund PLC



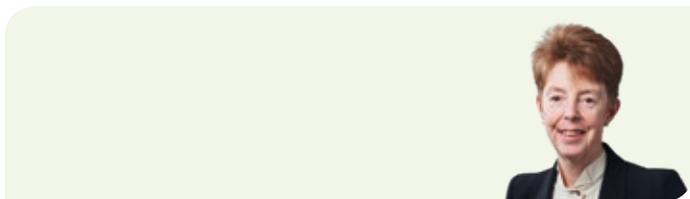
### 12. To re-elect Tony van Kralingen as a Director

Tony joined the Board as a Non-Executive Director in September 2017 and became Chair of the Remuneration Committee upon his appointment. He is also a member of the Audit, Corporate Compliance and Responsibility and Nomination Committees.

Tony brings to the Board a broad experience from across a number of disciplines including marketing, supply, procurement and manufacturing. He also has significant experience and expertise in human resources which, combined with his strong leadership skills, makes him ideally suited to chair the Remuneration Committee. Tony served 35 years at SABMiller PLC, 14 of them on the Executive Committee. He held a number of positions including Group Director of Integrated Supply, Chairman and Managing Director SAB, and Chairman and CEO of Plzensky Prazdroj. He is also currently an Honorary Professor of Global Corporate Strategy at Nottingham University.

Tony currently holds the following external roles:

- Chair of Crown Commercial Services



### 13. To re-elect Paula Vennells as a Director

Paula joined the Board as a Non-Executive Director in January 2016. She is a member of the Audit, Corporate Compliance and Responsibility, Remuneration and Nomination Committees.

Paula has significant experience in large scale business turnaround, digital transformation and in culture change. Paula stepped down as Group Chief Executive of the Post Office on 1 April 2019, a role she had held since April 2012 having joined the Post Office in 2007. Previously she was Group Commercial Director of Whitbread PLC having started her career with Unilever and L'Oréal. Paula has held directorships in sales and marketing, commercial, and supply chain with a number of major retailers including Dixons Stores Group and Argos. Paula is a Non-Executive Director of the Cabinet Office and Chair of the Imperial College Healthcare NHS Trust.

Paula currently holds the following external roles:

- Chair of the Imperial College Healthcare NHS Trust
- Non-Executive Chair of the First Rate Exchange Services Limited
- Non-Executive Director of the Cabinet Office

### 14. Reappointment of Auditors

On the recommendation of the Audit Committee, to re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid before the Company.

### 15. Auditors' Remuneration

To authorise the Directors to fix the remuneration of the auditors.

### 16. Political Donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries when this resolution is passed are authorised to:

- make political donations to political parties or to independent election candidates not exceeding £50,000 in total;
- make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
- incur any political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this resolution and ending on the earlier of the conclusion of the next AGM of the Company and 30 June 2020. For the purpose of this resolution "political donation", "political party", "political organisation", "independent election candidate" and "political expenditure" are to be construed in accordance with sections 363, 364 and 365 of the Act.

**Note:** Part 14 of the Act contains restrictions on companies making political donations or incurring political expenditure. It is the policy of the Company not to make, and indeed the Company does not make, donations to political organisations or incur political expenditure in the ordinary sense and has no intention of using the authority for this purpose. However, the definitions contained in the Act are capable of a very wide interpretation and sponsorships, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or law reform (such as industry forums) are examples of activities that may fall within these definitions.

Thus, to avoid the possibility of inadvertently contravening the Act, the Company is seeking authority under this ordinary resolution, on a precautionary basis, to allow the Company or any of its subsidiaries to fund donations or incur expenditure up to a limit of £50,000 per annum for each category of donation or expenditure as set out in the resolution. This authority will expire at the close of the next AGM, or, if earlier, 30 June 2020.

## Special Business

**Resolutions 17 to 20** (inclusive) constitute special business. Resolution 17 is proposed as an ordinary resolution and resolutions 18 to 20 are special resolutions. The special resolutions require a 75% majority of votes to be passed by way of a poll vote.

### 17. General authority to allot shares

That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £79,743,489, provided that this authority shall expire at the conclusion of the next AGM or, if earlier, on 30 June 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or rights to be granted after such expiry and the Directors may allot relevant securities or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**Note:** This resolution is an ordinary resolution to authorise the Directors to allot shares and grant rights to subscribe for, or convert, any security into, shares up to an aggregate nominal amount of £79,743,489 of the share capital of the Company representing approximately one third of the issued ordinary share capital as at 3 May 2019 (being the last practicable day prior to publication of this document). It replaces the authority granted at the AGM of the Company held on 14 June 2018. It will run until the earlier of the close of the next AGM and 30 June 2020. Save in relation to shares to be issued under the Company's share option and incentive schemes, the Directors have no present intention of exercising this authority. If they do exercise the authority, the Directors intend to take note of relevant corporate governance guidelines in the use of such powers.

As at 3 May 2019, the Company holds no treasury shares.

### 18. Disapplication of pre-emption rights

That, subject to the passing of resolution 17 above, the Directors be given the general power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined by section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 17 above; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

in either such case 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 for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the right of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (ii) in the case of the authorisation granted under resolution 17 above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 18, up to an aggregate nominal amount of £11,961,523,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2020 (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 for cash, or treasury shares sold after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**Note:** This resolution is a special resolution to authorise the Directors to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro-rata to their respective holdings. It replaces the authority granted at the AGM of the Company held on 14 June 2018. Apart from rights issues or other pre-emptive offerings, this authority will be limited to up to an aggregate nominal value of £11,961,523 of the ordinary share capital (representing 5 per cent of the issued ordinary share capital as at 3 May 2019, being the latest practicable date prior to publication of this document). The Directors will have due regard to the Pre-Emption Group 2015 Statement of Principles in relation to any exercise of this power and in particular they do not intend to issue more than 7.5 per cent 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 shareholders.

### 19. Authority to purchase Wm Morrison Supermarkets PLC shares

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of any of its ordinary shares of 10p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors see fit, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 239,230,467;
- (ii) the minimum price (excluding expenses) which may be paid for each ordinary share is its par value;
- (iii) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of: (a) 105 per cent of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange PLC for the five business days before the day on which such share is contracted to be purchased, 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 an ordinary share on the trading venue where the purchase is carried out;
- (iv) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2020 (unless renewed, varied or revoked by the Company prior to or on that date); and
- (v) 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 after such expiry make a purchase of its own shares in pursuance of such contract as if this authority had not expired.

**Note:** This is a special resolution to renew and extend the authority given at the AGM held on 14 June 2018 for the Company to purchase its own shares in the markets up to a limit of 10 per cent of its issued ordinary share capital as at 3 May 2019 (being the last practicable day prior to the publication of this Notice). 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 Directors are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

Any shares purchased under this authority will either be treated as cancelled or held as treasury shares. Listed companies, with authorisation from shareholders, may buy and hold their shares in treasury instead of cancelling them immediately. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes.

As at 3 May 2019 (being the last practicable day prior to the publication of this Notice) options to subscribe for shares in respect of a maximum 89,974,666 ordinary shares of 10p each in the Company were outstanding, which if exercised would represent approximately 3.76 per cent of the issued ordinary share capital at that date (excluding treasury shares). If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought) this number of outstanding options could potentially represent approximately 4.18 per cent. of the issued ordinary share capital of the Company (assuming cancellation of such shares on purchase).

## 20. Notice period for general meetings

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

This is a special resolution to renew and extend until the close of the next AGM the authority given at the AGM held on 14 June 2018 to enable the Company to call General Meetings, other than the Annual General Meetings, on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business and is thought to be to the advantage of shareholders as a whole.

By Order of the Board

**Jonathan J Burke**

Company Secretary

3 May 2019

### Registered Office

Hilmore House

Gain Lane

Bradford

West Yorkshire, BD3 7DL

Registered in England and Wales: 358949

## Notes

**1.** 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 or other instrument appointing a proxy must be completed and lodged with the Registrars of the Company not later than 11.00am on 11 June 2019. 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 if he/she wishes to do so. Further details relating to proxies are set out in the notes on the enclosed Form of Proxy. Completion of a Form of Proxy, or other instrument appointing a proxy or any CREST proxy instruction, will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

**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 11 June 2019 or, in the event of any adjournment, at close of business on the date which is two days before the adjourned meeting. 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.

**4.** Members wishing to attend the AGM in person should sign their attendance card and hand it in on arrival. The registration desk will open at 10.00 am.

**5.** Any member attending the 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 undesirable in the interests of the Company or the good order of the meeting that the question be answered.

**6.** 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.

**7.** 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 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.

**8.** The total issued share capital of the Company as at 3 May 2019 (being the last practicable day prior to the publication of this Notice) was 2,392,304,674 ordinary shares of 10p each carrying one vote each. On 3 May 2019 the Company did not hold any shares in treasury.

**9.** 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.

**10.** 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 weekday, 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.

**11.** 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. The relevant procedures will be explained at the meeting.

**12.** A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.morrisons-corporate.com](http://www.morrisons-corporate.com).

**13.** 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 or in proxy forms 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.

**Registrar's contact information**

**By phone** – UK – 0333-207-6513, from overseas call +44 (0) 121-415-0992.  
Lines are open between 08:30 - 17:30, Monday to Friday excluding public holidays in England and Wales.

**By post** – Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

**[www.shareview.co.uk](http://www.shareview.co.uk)**