

Shareholders are invited to join a live shareholder engagement event with the Board at 10:30am on Thursday 3 June 2021.

To join this event please go to:
www.morrisons-corporate.com/investor-centre

Our preference had been to welcome shareholders in person to the AGM, however, at present, public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic mean that there are still likely to be restrictions on large public gatherings at the date of the AGM.

In light of these measures, we are proposing to hold the AGM with only the minimum attendance required to form a quorum and allow the business of the AGM to be conducted at the Company's headquarters at: Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL at 11:00am on Thursday 10 June 2021.

As such, pending further guidance, shareholders will not be permitted to attend the AGM in person, but instead should submit their proxy votes such that they can be represented by the Chair of the meeting acting as their proxy.

Detach here

+ Wm Morrison Supermarkets PLC
Annual General Meeting 10 June 2021

FORM OF PROXY

5947-031-S

+

If you prefer to register your vote electronically please go to www.sharevote.co.uk and see NOTES ON FORM OF PROXY (note 2) 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. Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andrew Higginson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect David Potts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Trevor Strain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Michael Gleeson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Rooney Anand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Susanne Given	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Kevin Havelock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Resolutions	For	Against	Vote Withheld
11. To elect Lyssa McGowan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Jeremy Townsend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. General authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.* Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.* Authority to purchase Wm Morrison Supermarkets PLC shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.* Notice period for General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.* Amendments of Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Special Resolutions

Date:

+

+

Live Virtual Shareholder Engagement Event

We are pleased to offer shareholders the opportunity to join us for a live shareholder engagement event at 10:30am on Thursday 3 June 2021 (the "Shareholder Event"), before the formal AGM proceedings on Thursday 10 June 2021.

Shareholders will be able to access the Shareholder Event at www.morrisons-corporate.com/investor-centre.

Participation in the Shareholder Event will not constitute formal attendance at the AGM.

During the Shareholder Event, shareholders will have the opportunity to watch a presentation on the Company and to ask any questions to a panel of some of our Board members.

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

1) **Ask this at the Shareholder Event** – Details on how to ask your question will be provided when you join the event,

Or raise this in advance to be answered at the Shareholder Event by submitting the question via:

2) **Email** – Please email your question to Company.Secretary@morrisonsplc.co.uk

3) **Letter** – Please send a letter to 2021 AGM Questions, Company Secretary, Wm Morrison Supermarkets PLC, Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL.

All questions raised in advance must be received by the Company before 5pm on Wednesday 2 June 2021.

Detach here

NOTES ON FORM OF PROXY

- 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.
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. Please refer to the Chair's letter to this Notice of Meeting for more information.
- 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 8 June 2021. 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 be submitted by post on the enclosed Form of Proxy using the pre-paid envelope or via the internet at www.sharevote.co.uk where full instructions are given (or using the methods set out in Note 3 and Note 4 below, as applicable). The address provided on the pre-paid envelope 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, electronic proxy or any CREST proxy instruction (as described below) will not prevent a shareholder attending the meeting and voting in person should this be permitted by public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic. 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 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) 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 Note 2. 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.
- If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11:00am on 8 June 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
- 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 8 June 2021 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.
- 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 restrictions imposed by the public health guidance and legislation issued by the UK Government, 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.
- 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.
- As shareholders will not be able to attend the AGM this year, shareholders will be able to submit questions to be answered during the Shareholder Event at 10:30am on 3 June 2021. Shareholders will be able to access the Shareholder Event at www.morrisons-corporate.com/investor-centre. Participation in the Shareholder Event will not constitute formal attendance at the AGM. Please refer to the Chair's letter in the Notice of Meeting for more information.
- The total issued share capital of the Company as at 5 May 2021 (being the last practicable day prior to the publication of this Notice of Meeting) was 2,409,740,353 ordinary shares of 10p each carrying one vote each. On 5 May 2021, the Company did not hold any shares in treasury.
- 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.
- 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 of Meeting 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 proposed New Articles, along with a copy of the Current Articles marked to show all the changes proposed by resolution 20 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 and on the Company's website www.morrisons-corporate.com/investor-centre, from the date of this Notice of Meeting until the close of the AGM.
- 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.
- A copy of this Notice of Meeting, and other information required by section 311A of the Companies Act 2006, can be found at www.morrisons-corporate.com/investor-centre.
- 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.