



**Notice of Annual General Meeting  
(unaudited)**

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any of the contents of this document or the action you should take you are recommended to consult an independent advisor authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in John Lewis of Hungerford plc, you should forward this document and the accompanying form of proxy to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

---

As a result of the ongoing COVID-19 pandemic, the measures that the UK Government has put in place restricting public gatherings and being mindful of the health and safety of our shareholders, employees and stakeholders, the Annual General Meeting (“AGM”) will be a closed meeting. Accordingly, shareholders will not be permitted to attend in person. Any shareholder that seeks to attend the AGM in person will be prevented from doing so. The Company shall ensure that a quorum (being two shareholders present in person or by proxy) is present in accordance with the Company’s Articles of Association, so as to allow the business contained in this Notice of AGM to be conducted.

The Chairman of the meeting will direct that all resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised, in order to accurately reflect the views of shareholders. The voting results on the resolutions put to the AGM will be announced to the market following the closure of the AGM.

---

**NOTICE** is hereby given that the Annual General Meeting of **John Lewis of Hungerford plc** (“the Company”) will be held at the Company’s registered office at Grove Business Park, Downsview Road, Wantage, Oxfordshire, OX12 9FA at 2.00 p.m. on Thursday 15 April 2021 for the following purposes:

### **As Ordinary Business**

To consider and if thought fit pass the following resolutions 1 to 5 inclusive that will each be proposed as an ordinary resolution:

1. To receive, consider and adopt the Company’s accounts for the period ended 30 June 2020 together with the Directors’ report and Auditors’ report thereon.
2. To re-appoint James Cowper Kreston as auditor to the Company and to authorise the Directors to determine their remuneration.
3. To re-appoint Alan Charlton as a Director of the Company.
4. To re-appoint Stephen Huggett as a Director of the Company.
5. To re-elect Kiran Noonan, who retires by rotation, as a Director of the Company.

## As Special Business

To consider and if thought fit pass the following resolutions 6 and 7 that will be proposed as to resolution 6 as an ordinary resolution and as to resolution 7 as a special resolution:

6. (a) That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £64,648.50 representing approximately one third of the nominal value of the issued ordinary share capital of the Company and unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired,

and further,

(b) That the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the company to allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £64,648.50 provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution 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 board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

7. That, subject to the passing of resolution 6, the directors be and they are hereby empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 6 above, as if section 561(1) of the Act did not apply to such allotment provided that:

(a) the power conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws or requirements of any regulatory body or stock exchange; and
- (ii) the allotment, otherwise than pursuant to sub-paragraph (a) (i) above, of equity securities up to an aggregate nominal value equal to £19,394.55 representing approximately 10% of the nominal value of the issued ordinary share capital of the Company; and

(b) unless previously revoked, varied or extended, this power shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may before the expiry of this power 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 such an offer or agreement as if this power had not expired.

By Order of the Board

*Registered Office:*  
Grove Business Park  
Downsview Road  
Wantage  
Oxfordshire  
OX12 9FA

**Cargil Management Services Limited**

*Company Secretary*

Dated: 17 March 2021

**Notes:**

**Covid-19** - In order to ensure that your votes are cast in accordance with your wishes, you are strongly encouraged to appoint the Chairman of the meeting as your proxy given that the UK Government's restrictions mean that neither you, nor any other person you might appoint as your proxy need will be able to attend the meeting in person. In addition, the Chairman of the meeting will direct that voting on all resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The below notes are to be read subject to this proviso.

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, your proxy form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by Share Registrars Limited no later than 2.00 p.m. on 13 April 2021

The proxy form can also be completed and faxed to +44 01252 719232 or scanned and emailed to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) within the stipulated time limit.

7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. 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.

# John Lewis of Hungerford plc (the "Company")

## Annual General Meeting

to be held on Thursday 15 April 2021  
at 2.00pm at Grove Business Park, Downsview  
Road, Wantage, Oxfordshire, OX12 9FA

### Form of Proxy

I/We,.....

of .....  
being (a) member(s) of the above named Company, hereby appoint the Chairman of the meeting or

.....

of .....  
as my/our proxy to exercise all or any of my/our rights to attend, speak and on a poll to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Grove Business Park, Downsview Road, Wantage, Oxfordshire, OX12 9FA at 2.00 p.m. on Thursday 15 April 2021 and at any adjournment thereof. My/our proxy is directed to vote on the following resolutions at the Annual General Meeting (and any adjournment thereof), as indicated by an "X" in the appropriate box below and on any other resolutions as he thinks fit.

Please indicate with an "X" in the appropriate box how you wish your vote to be cast. If this form is returned without any indication as to how the proxy should vote in relation to the resolutions summarised below and set out in the Notice of Annual General Meeting, the proxy may vote or abstain at his/her discretion.

#### Ordinary Resolutions

		Vote			
		For	Against	Withheld	Discretionary
1.	To receive, consider and adopt the Company's accounts for the period to 30 June 2020 together with the Directors' report and auditors' report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-appoint James Cowper Kreston as auditor to the Company and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-appoint Alan Charlton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-appoint Stephen Huggett as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect Kiran Noonan as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To authorise the Directors to allot relevant securities pursuant to section 551 of the Companies Act 2006 ("the Act")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special Resolutions

7.	To authorise the Directors pursuant to section 570 of the Act to allot equity securities in certain circumstances as if section 561 (1) of the Act did not apply.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
----	---	--------------------------	--------------------------	--------------------------	--------------------------

Dated .....

Signed.....

**Notes:**

**Covid-19** – In order to ensure that your votes are cast in accordance with your wishes, you are strongly encouraged to appoint the Chairman of the meeting as your proxy given that the UK Government's restrictions mean that neither you, nor any other person you might appoint as your proxy need will be able to attend the meeting in person. In addition, the Chairman of the meeting will direct that voting on all resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The below notes are to be read subject to this proviso.

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - (c) received by Share Registrars Limited no later than 2.00pm on 13 April 2021The proxy form can also be completed and faxed to +44 01252 719232 or scanned and emailed to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) within the stipulated time limit.
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. 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.