

Notice of Annual General Meeting 2024

BURBERRY

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This document is important and requires your immediate attention.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from a stockbroker, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Burberry Group plc, please forward this document, together with the accompanying documents, as soon as possible to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

INFORMATION FOR THE DAY

If you have any questions, please contact us at AGM2024@burberry.com



Key dates

10 July 2024



5:30pm

Deadline for questions submitted in advance

12 July 2024



10:30am

Proxy voting closes in advance of the meeting

16 July 2024



10:30am

AGM commences



After the meeting

Results of AGM announced to the London Stock Exchange as soon as possible after the meeting

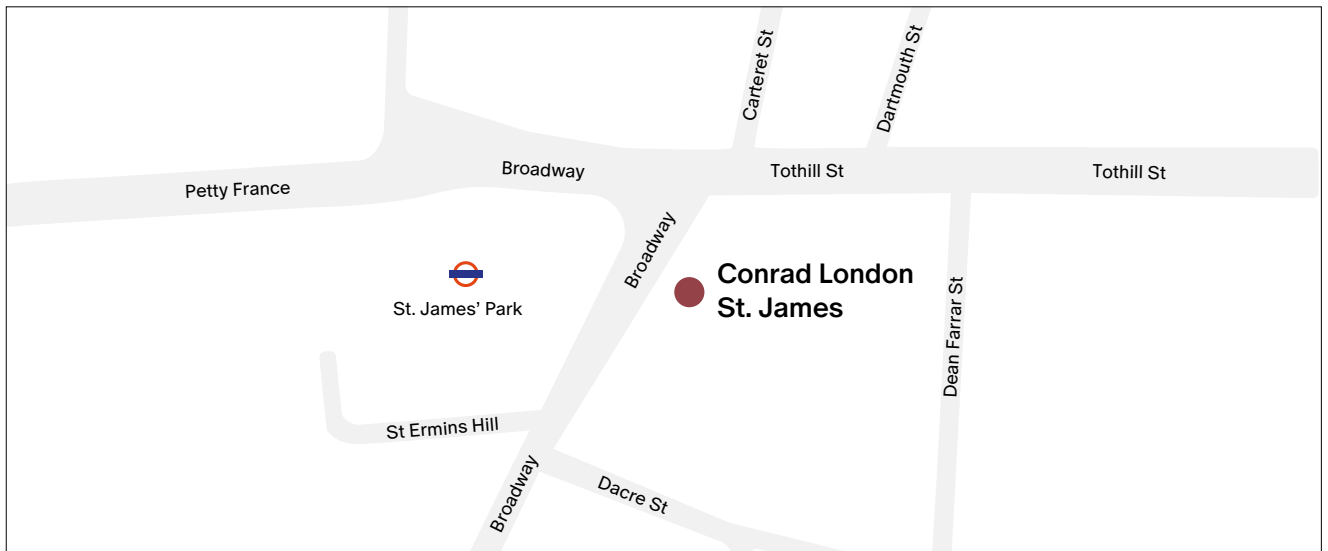


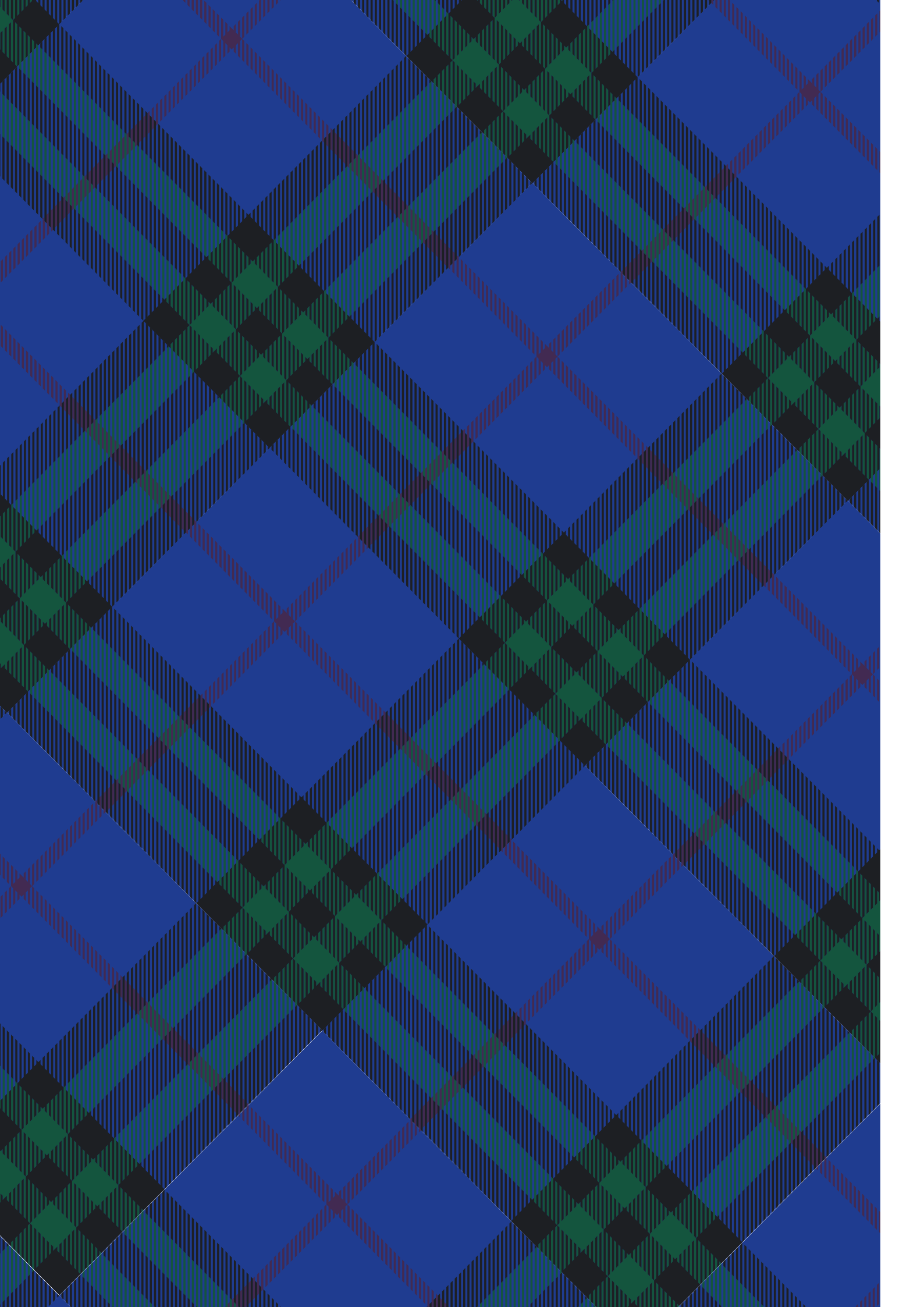
Attending the AGM

Address of AGM venue:

Conrad London St. James, 22-28 Broadway, London, SW1H 0BH

Doors will open 30 minutes prior to the start of the AGM.





LETTER FROM THE CHAIR



Dear Shareholder,

I am pleased to present the details of the Annual General Meeting (the AGM) of Burberry Group plc (the Company) to be held on 16 July 2024 at 10:30am at Conrad London St. James, 22-28 Broadway, London, SW1H 0BH. The formal Notice of the AGM (the Notice) and the resolutions to be proposed at the AGM are set out on pages 4 and 5 of this document. In keeping with the Company's practice, it is intended to call a poll on each of the resolutions set out in the Notice. Explanatory notes on all the business to be considered at the meeting appear on pages 6 to 8 of this document. You may ask questions in advance of the meeting by emailing AGM2024@burberry.com to be received no later than 5:30pm on 10 July 2024. Further details on how to ask questions can be found on page 11.

Directors

There have been a number of Board changes during the year. In July 2023 Kate Ferry joined Burberry as Chief Financial Officer having announced her appointment to the Board prior to last year's AGM. It was my pleasure to welcome Alessandra Cozzani who joined the Board as an independent Non-Executive Director and member of the Audit and Nomination committees in September 2023. Alessandra previously served as Chief Financial Officer of Prada Group SpA and her financial and luxury fashion expertise make her a valued addition to our Board. Debra Lee will retire from Burberry following the conclusion of the 2024 AGM and on behalf of the Board I would like to thank her for her valuable contribution to Burberry since joining the Board in October 2019.

There were also changes to our Board Committees during the year with Danuta Gray being appointed as a member of the Audit Committee and Alan Stewart being appointed to the Remuneration Committee.

Your vote counts

If you are not able to attend in person, we would encourage you to submit your votes on each of the resolutions in advance of the meeting using one of the methods listed below:

- Online: It is possible for you to submit your votes online by going to Equiniti's Shareview website, www.shareview.co.uk and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes
- Crest: Via the CREST electronic proxy appointment service (for CREST members)
- Post: By completing a Form of Proxy and returning it to our registrar

All Forms of Proxy must be received by no later than 10:30am on 12 July 2024. Further information on voting is given on pages 9 and 10 of this Notice.

As noted above, voting on all resolutions will be by way of a poll. The results of the poll will be announced through a Regulatory Information Service and published on our website Burberrypc.com or as soon as reasonably practicable after the AGM. Further information on the AGM, including how to obtain electronic copies of this Notice and a Form of Proxy, can be found on our website at Burberrypc.com/AGM2024.

Recommendations

The Board believes that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders and will promote the long-term success of the Company. The Board unanimously recommends that you vote in favour of each of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings.

We look forward to seeing you at the AGM.

Yours sincerely

Gerry Murphy
Chair

30 May 2024

NOTICE OF MEETING 2024

Notice is hereby given that the Annual General Meeting (the AGM) of the members of Burberry Group plc (the Company) will be held at Conrad London St. James, 22-28 Broadway, London SW1H 0BH, on Tuesday, 16 July 2024 at 10:30am to consider and if thought appropriate, pass the resolutions listed below.

Resolutions 1 to 18 are proposed as ordinary resolutions.

Resolutions 19 to 22 are proposed as special resolutions.

Further details of each resolution are set out in the explanatory notes on pages 6 to 8.

Ordinary resolutions

Resolution 1

Report and Accounts

To receive the Company's Annual Report and Accounts for the year ended 30 March 2024.

Resolution 2

Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 30 March 2024 as set out in the Company's Annual Report and Accounts.

Resolution 3

Final dividend

To declare a final dividend of 42.7p per ordinary share for the year ended 30 March 2024.

Resolution 4

To re-elect Dr Gerry Murphy as a Director of the Company.

Resolution 5

To re-elect Jonathan Akeroyd as a Director of the Company.

Resolution 6

To re-elect Orna NiChionna as a Director of the Company.

Resolution 7

To re-elect Fabiola Arredondo as a Director of the Company.

Resolution 8

To re-elect Sam Fischer as a Director of the Company.

Resolution 9

To re-elect Ron Frasch as a Director of the Company.

Resolution 10

To re-elect Danuta Gray as a Director of the Company.

Resolution 11

To re-elect Antoine de Saint-Affrique as a Director of the Company.

Resolution 12

To re-elect Alan Stewart as a Director of the Company.

Resolution 13

To elect Kate Ferry as a Director of the Company.

Resolution 14

To elect Alessandra Cozzani as a Director of the Company.

Resolution 15

Re-appointment of auditor

To re-appoint Ernst & Young LLP as auditor 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.

Resolution 16

Remuneration of auditor

To authorise the Audit Committee of the Company to determine the auditor's remuneration for the year ending 29 March 2025.

Resolution 17

Political donations

That in accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act) the Company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company as defined in the 2006 Act are, authorised in aggregate to:

- i. make political donations to political parties and/or independent electoral candidates not exceeding £10,000 in total;
- ii. make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- iii. incur political expenditure not exceeding £10,000 in total,

(as such terms are defined in sections 363 to 365 of the 2006 Act) in each case during the period beginning with the date of passing this resolution until the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £25,000.

Resolution 18

Directors' authority to allot shares

That the Directors be hereby generally and unconditionally authorised under section 551 of the 2006 Act to exercise all the 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 £59,763.

This authority shall expire at the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025) except, that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers and enter into any agreements during the relevant period which would, or might, require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Special resolutions

Resolution 19

Directors' authority to disapply pre-emption rights

Subject to the passing of resolution 18, to authorise the Directors, in accordance with sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- i. any such allotment or sale in connection with an offer of, or invitation to apply for, equity securities by way of a pre-emptive offer (including a rights issue or open offer):
 - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal or practical problems in, or under the laws of, any territory or any other matter; and

- ii. any such allotment of equity securities or sale of treasury shares, otherwise than pursuant to a pre-emptive offer under paragraph (i.) above, up to an aggregate nominal amount of £8,964.

This authority shall expire at the conclusion of the AGM to be held in 2025 (or, if earlier 16 October 2025) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers and enter into any agreements during the relevant period which would, or might require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 20

Additional disapplication of pre-emption rights

Subject to the passing of resolution 18, and in addition to any authority granted under resolution 19, to authorise the Directors, in accordance with section 570 of the 2006 Act, to allot equity securities wholly for cash, including a sale of treasury shares, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £8,964 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors

determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

This authority shall expire at the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers or enter into any agreements during the relevant period which would, or might, require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 21

Authority to purchase own shares

That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the 2006 Act to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares provided that:

- i. the maximum number of ordinary shares which may be purchased is 35,858,000 being just under 10% of the Company's issued share capital as at 14 May 2024;
- ii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is 0.05p;
- iii. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - a. an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and
 - b. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out; and
- iv. the authority hereby conferred shall apply until the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Resolution 22

Notice of general meetings

That the Directors be hereby authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice.

By order of the Board

Gemma Parsons
Company Secretary

30 May 2024

Registered office:
Horseferry House, Horseferry Road
London, SW1P 2AW

Registered in England and Wales
Registered number: 03458224

EXPLANATORY NOTES

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 18 are proposed as ordinary resolutions. For each of the resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 19 to 22 are proposed as special resolutions. For each of the resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Resolution 1

Report and Accounts

The Directors of the Company are required to present the Annual Report and Accounts to the meeting.

Resolution 2

Directors' Remuneration Report

This resolution is the annual resolution inviting shareholders to vote on the Directors' Remuneration Report which can be found on pages 125 to 142 of the Company's Annual Report and Accounts and sets out details of payments made to Directors for the financial year ended 30 March 2024. The Directors must include specific information within the Directors' Remuneration Report in accordance with relevant regulations. This vote is advisory only. A summary of the key elements of the Directors' Remuneration Policy (the Policy) can be found on page 128 of the Company's Annual Report and Accounts and at Burberrypc.com. At the 2023 AGM, the Company presented the detailed Policy to shareholders for approval by a vote which was binding on the Company. Shareholders voted 91.02% in favour of the Policy and approval remains effective for a period of three years. The Company is able to make payments only within the limits the Policy allows, until such time that an amended Policy is approved by shareholders. The detailed Policy is set out in the Company's 2022/23 Annual Report on pages 212 to 225 and is published at Burberrypc.com.

Resolution 3

Final dividend

The Board recommends that shareholders approve a final dividend in respect of the financial year ended 30 March 2024 of 42.7p per ordinary share.

Subject to shareholder approval, the final dividend will be paid according to the following timetable:

- Ex-dividend date: 27 June 2024
- Final dividend record date: 28 June 2024
- Deadline for return of Dividend Reinvestment Plan (DRIP) mandate forms: 12 July 2024
- Final dividend payment date: 2 August 2024

Resolutions 4 to 14

Election and re-election of Directors

In compliance with the UK Corporate Governance Code all Directors will retire at the AGM and will offer themselves for election or re-election as appropriate, with the exception of Debra Lee who will retire from the Board at the conclusion of the AGM.

All the Non-Executive Directors have been subject to rigorous review and are considered to be independent, with the exception of the Chair who was considered to be independent on appointment. The Board is satisfied that each of the Directors standing for election or re-election continues to perform effectively, displays relevant skills and knowledge and demonstrates commitment to their role and to the long-term success of the Company whilst having regard to wider stakeholder interests. More information on the evaluation of Directors' time commitments and independence can be found on pages 114 and 115 of the Company's Annual Report and Accounts.

At Burberry's AGM in 2023, as in the prior year, some shareholders expressed concerns about the number of Antoine de Saint-Affrique's other listed directorships and the potential impact on his time commitment to Burberry. We have contacted major shareholders who voted against Antoine's re-election to understand their views. The Chair of the Board has had discussions with certain shareholders and explained that Antoine has brought, and continues to bring, considerable business and management experience and exceptional knowledge of sustainability and global consumer markets to Board discussions. The Chair reviews each Non-Executive Director's effectiveness each year and, when considering Antoine's performance, specifically considered his ability to carry out his duties as a Director given his other directorships. As reported on page 111 of the Company's Annual Report and Accounts, an externally facilitated review of the Board's performance took place in FY 2023/24 and no concerns regarding Antoine's ability to devote time to his role at Burberry were raised.

Antoine's attendance record has been exemplary: in FY 2022/23 and FY 2023/24, he attended 100% of the Board and Committee meetings. He also attended the AGM and additional Board calls and meetings during the year when required. In addition, Antoine has participated in a number of additional opportunities to meet colleagues and engage with other stakeholders throughout the year. The Board considers that Antoine's attendance record further demonstrates his capacity to fulfil his obligations in each of his roles, even during exceptionally demanding periods.

Antoine has spent his working life in large international companies with globally renowned consumer brands. He is a world-class Director and his wealth of knowledge and experience would be hard to replace. Burberry's experience of Antoine as a committed and engaged Director has been very positive, not least in the areas of executive and global brand management, sustainability and deep operational experience in our key markets in Asia, Europe and North America.

In summary, the Board continues to believe that Antoine has the capacity to devote sufficient time to effectively discharge his duties. He is a committed and engaged Director whose skills and experience enable him to bring a particularly valuable perspective to Board matters and he has consistently demonstrated his ability to fulfil his obligations as a Director, including during exceptionally demanding periods. As an executive of the highest calibre, we feel it would not be in the best interests of the Company to deprive Burberry of Antoine's

services. The Board will continue to monitor this position closely and, should circumstances change, the Chair would take appropriate action.

The Board, through the Nomination Committee, has therefore determined that Antoine has sufficient time to meet his Board responsibilities as required by Principle H of the UK Corporate Governance Code and has decided to make an exception to the number of roles which can be held by Non-Executive Directors set out in the policy on Directors' Time Commitments. This position will be kept under review and will be assessed and confirmed each year.

Biographies of the Directors seeking election or re-election, together with an explanation of the importance of their experience and contribution to the Company, can be found on pages 12 to 15 of this Notice and at Burberryplc.com.

Resolutions 15 and 16

Re-appointment and remuneration of auditor

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve from the end of the meeting until the next such meeting. Ernst & Young LLP (EY) have indicated that they are willing to continue as the Company's auditor for another year. The Audit Committee has reviewed EY's effectiveness and recommends their re-appointment. The resolutions authorise the Company to re-appoint them and, following normal practice, to authorise the Audit Committee to determine their remuneration.

Resolution 17

Political donations

This resolution seeks authority from shareholders for the Company and its subsidiaries to make donations to UK political parties, other political organisations or independent electoral candidates, or incur UK political expenditure. It is the Company's policy not to make donations to political parties and the Company has no intention of altering this policy. However, the definitions in the 2006 Act of "political donation", "political organisation" and "political expenditure" are broadly drafted. In particular, they may extend to bodies such as those concerned with policy review, law reform, representation of the business community and special interest groups, which the Company and its subsidiaries may wish to support. Accordingly, the Company is seeking this authority to ensure that it does not inadvertently commit any breaches of the 2006 Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations. The aggregate amount of expenditure permitted by this authority will be capped at £25,000.

Resolution 18

Authority to allot shares

Resolution 18 would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into ordinary shares) up to an aggregate nominal amount equal to £59,763 (representing 119,527,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 May 2024, being the latest practicable date prior to publication of this Notice. The Directors have no current plans to issue shares other than in connection with employee share schemes. As at 14 May 2024, the Company held 5,232,720 shares in treasury representing 1.44% of the total ordinary share capital in issue (excluding treasury shares).

The Directors consider that the Company will have sufficient flexibility with this level of authority to respond to market developments. This authority is in line with investor guidelines.

The authority sought under resolution 18 will expire at the conclusion of the AGM to be held in 2025 (or, if earlier, 16 October 2025).

Special Resolutions Resolutions 19 and 20

Authorities to disapply pre-emption rights

Resolutions 19 and 20 would give the Directors the power to allot equity securities, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing holdings.

The authorities will expire at the conclusion of the next AGM (or, if earlier, 16 October 2025). A renewal of these authorities is intended to be proposed at each subsequent AGM.

General disapplication of pre-emption right

The power set out in resolution 19 would be limited to:

(a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Directors otherwise consider necessary; and

(b) otherwise, allotments or sales up to an aggregate nominal amount of £8,964 (representing 17,929,000 ordinary shares). This amount represents approximately 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.93% of the total issued ordinary share capital of the Company including treasury shares as at 14 May 2024, being the latest practicable date prior to publication of this Notice.

Additional disapplication of pre-emption rights

Resolution 20 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and specified capital investments as contemplated by the Pre-Emption Group's Statement of Principles 2022. The power under resolution 20 is in addition to that proposed by resolution 19 and would be limited to allotments or sales up to an aggregate nominal amount of £8,964 (representing 17,929,000 ordinary shares). This amount represents approximately 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.93% of the total issued ordinary share capital of the Company including treasury shares as at 14 May 2024, being the latest practicable date prior to publication of this Notice.

The limits in resolutions 19 and 20 are in line with those set out in the Pre-Emption Group's Statement of Principles 2022. In respect of the authorities sought under resolutions 19 and 20, the Directors acknowledge the increased limits set out in the Pre-Emption Group's Statement of Principles 2022. However, at this time, the Directors consider it appropriate to set limits of 5% of the issued ordinary share capital of the Company in respect of resolution 19 and 5% of the issued ordinary share capital of the Company in respect of resolution 20 and have not adopted the increased limits of 10% for each resolution set out in the Pre-Emption Group's most recent Statement of Principles, nor do the resolutions specifically provide for follow-on offers. The Directors will keep emerging market practice under review but consider the limits of 5% for each resolution provide sufficient flexibility to the Company at present.

The Directors have no current intention of exercising the powers sought by resolutions 19 or 20 but consider the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue having made appropriate exclusions or arrangements to address such difficulties. In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non-pre-emptive basis. If the powers sought by resolutions 19 or 20 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

Resolution 21

Purchase of own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 35,858,000 ordinary shares, being just under 10% of the issued share capital (excluding treasury shares) as at 14 May 2024 and specifies the minimum and maximum prices at which the ordinary shares may be bought.

In certain circumstances it may be advantageous for the Company to purchase its own shares and the Directors consider it to be desirable for the general authority to be available to provide flexibility in the management of the Company's capital resources. Purchases of the Company's own shares will be made if to do so would be in the best interests of the Company and of its shareholders generally, and would result in an increase in earnings per share. In the event that shares are purchased, they would either be cancelled (and the number of shares in the Company would be reduced accordingly) or, subject to the 2006 Act, retained as shares held in treasury.

The total number of awards and options to subscribe for ordinary shares outstanding as at 14 May 2024 (being the latest practicable date prior to the publication of this Notice), was 3,695,389 representing approximately 1.03% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 12 July 2023 (to the extent not already utilised) and the authority being sought under this resolution were utilised in full, the issued share capital would be reduced by an equivalent amount and the outstanding awards and options would represent approximately 1.21% of the issued share capital as at 14 May 2024. No warrants over ordinary shares in the capital of the Company were in existence as at 14 May 2024.

This authority will expire at the conclusion of the AGM to be held in 2025 (or, if earlier, 16 October 2025).

Resolution 22

Notice of general meetings

This resolution seeks to renew an authority granted at last year's AGM to allow the Company to call general meetings, other than an AGM, on 14 clear days' notice. In accordance with the 2006 Act the notice period required for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, (AGMs will continue to be held on at least 21 clear days' notice).

The Company would like to preserve its ability to call general meetings (other than the AGM) 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 of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next AGM to be held in 2025 (or, if earlier, 16 October 2025).

Entitlement to attend and vote

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast) shareholders must be registered on the register of members of the Company at 6:30pm on Friday 12 July 2024 (or, in the event of any adjournment, 6:30pm on the date which is two working days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. To be admitted to the AGM, members are asked to present their Admission Card (which is attached to their Form of Proxy) or present proof of identity.
3. Members wishing to attend the AGM may be required to comply with security arrangements or restrictions as may be reasonably considered appropriate by the Company. This may include a bag check and restrictions on items of personal property which may be taken into the meeting if considered harmful or likely to interfere with the meeting. Cameras or recording equipment will not be permitted and we would appreciate members switching off any mobile devices before the start of the meeting. Behaviour which may interfere with the orderly conduct of the meeting, or anyone's safety and comfort will not be tolerated.
4. On arrival at the place of the AGM, all those entitled to attend and vote will be required to register and collect a Poll Card.
5. Doors to the AGM will open at 10:00am.
6. All resolutions at the AGM will be decided by poll. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. Members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information please contact our Registrars, Equiniti, on 0371 384 2839 if calling from the UK. Please dial +44 (0)371 384 2839 if calling from outside the UK. Lines are open from 8:30am to 5:30pm Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
9. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti on 0371 384 2839. Lines are open 8:30am to 5:30pm, Monday to Friday (excluding public holidays in England and Wales). Please dial +44 (0)371 384 2839 if calling from outside the UK.
10. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by the Company's registrar, Equiniti, by no later than 10:30am on Friday 12 July 2024. Please send the completed Form of Proxy using one of the methods listed below:
 - by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
 - online by visiting www.shareview.co.uk and logging into your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

Shareholders can also download a blank Form of Proxy from the investor section of the Company's website at Burberryplc.com/AGM2024.
11. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
13. The return of a completed Form of Proxy, other such instrument, or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if they wish to do so.
14. Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold their vote as they think fit on the resolutions or on any other business (including amendments to resolutions) which may come before the meeting. Please note that a 'vote withheld' (as it appears on the proxy or voting instruction form) is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.
15. 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).
16. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

Appointment of proxies

7. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting.
8. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

Appointment of proxies through CREST

17. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
18. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 10:30am on Friday 12 July 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent 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.
19. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
20. The Company may treat as Invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Voting using Proxymity

21. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:30am on Friday 12 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.

Nominated persons

22. Any person to whom this Notice is sent, who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
23. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 7 and 8 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Corporate representatives

24. Any corporate shareholder may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Questions in advance of and at the AGM

25. Effective engagement with our shareholders is highly valued by the Board. Shareholders may email questions in relation to the business of the meeting in advance to AGM2024@burberry.com to be received no later than 5:30pm on 10 July 2024. Please include your Shareholder Reference Number in your email. Any questions received in advance of the meeting will be grouped into themes and answered during the meeting.
26. The Company will answer any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
27. Members may direct any follow up questions on answers given to a question at the AGM to AGM2024@burberry.com.

Statement of rights under s338 and s338A of the 2006 Act

28. Shareholders have the right to request the Company to (i) circulate, to those entitled to receive this notice, additional resolutions to be voted on at the meeting and (ii) include other matters in the business to be dealt with at the AGM, if the shareholders meet the requirements set out in sections 338 and 338A of the 2006 Act. The Company may refuse to circulate a proposed resolution, or to include an additional matter of business, if it is considered by the Company to be defamatory, frivolous or vexatious or, in the case of a resolution, if it would be ineffective for any reason (for example, it is inconsistent with law or the Company's constitution). A request may be in electronic or paper form. It must state the proposed resolution or the additional matter of business, be authorised by the shareholders making it and be received by the Company no later than the time at which notice is given of the AGM. A request for a matter to be included in the business of the meeting must also be accompanied by a statement setting out the grounds for the request.

Issued shares and total voting rights

29. As at 14 May 2024 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (including 5,232,720 ordinary shares held in treasury) consisted of 363,816,314 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 May 2024 was 358,583,594.

Website publication of audit concerns

30. Under section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company at no expense to publish on a website a statement setting out any matter relating to:
- i. the audit of the Company's accounts for the year ended 30 March 2024 (including the Independent 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 AGM.

Any such statement will be forwarded to the Company's auditor not later than the time the statement is made available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

Information available on the website

31. A copy of this Notice and other information required by section 311A of the 2006 Act can be found at [Burberryplc.com](https://www.burberryplc.com).
32. Members can stay up to date with the Company news by subscribing to news alerts at <https://www.burberryplc.com/en/alerts.html>.

Documents available for inspection

33. The service contracts and letters of appointment for all Directors, will be available by prior appointment for inspection during normal business hours at Horseferry House, Horseferry Road, London, SW1P 2AW and at the place of the AGM for at least 15 minutes prior to the meeting and until the conclusion of the AGM.

Electronic communication

34. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's registrar, Equiniti, or visit www.shareview.co.uk and register for the electronic communications service.
35. Any electronic address provided either in this Notice or any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Personal data

36. Personal data provided by shareholders at, or in relation to, the AGM (including names, contact details, votes and Shareholder Reference Numbers) will be processed in line with the Company's privacy policy which is available on our website at <https://www.burberryplc.com/en/investors/shareholder-centre/shareholder-privacy-notice.html>.

BOARD OF DIRECTORS

Committee key

- C Chair

- A Audit Committee

- N Nomination Committee

- R Remuneration Committee

Skills key

- Operational excellence

- Luxury brands

- Digital and media

- Environment/sustainability

- Retail, sales and marketing

- Financial expertise



Dr Gerry Murphy (68) Chair



- Appointed as Chair: 12 July 2018
- Appointed: 17 May 2018
- Nationality: Irish
- Board skills

Contribution to the Company and reasons for re-election

Gerry brings substantial international and senior management experience to the Board, in addition to in-depth knowledge of managing business transformations. His understanding of UK corporate governance requirements and extensive experience in the retail sector provides the Board with highly relevant and valuable leadership as Burberry continues to focus on delivering long-term sustainable value for all our stakeholders.

Current Appointments

- Chair, Tesco plc
- Trustee, The Burberry Foundation
- Senior Advisor, Perella Weinberg
- Mentor, J&A Mentoring

Previous Appointments

- Chair: Tate & Lyle plc and The Blackstone Group International (and partner in the firm's private equity investment unit)
- Non-Executive Director: British American Tobacco plc, Merlin Entertainments plc, Reckitt Benckiser plc, Abbey National plc and Novar plc
- CEO: Kingfisher plc, Carlton Communications plc (now ITV), Exel plc and Greencore Group plc



Jonathan Akeroyd (57) Chief Executive Officer

- Appointed: 15 March 2022
- Nationality: British
- Board skills

Contribution to the Company and reasons for re-election

Jonathan is an experienced leader with a strong track record of building luxury brands and driving profitable growth. He has extensive experience across the fashion and luxury goods sector, with a focus on brand and product elevation and strategic development, as well as digital and global expansion. He shares Burberry's values and appreciation of craftsmanship, creativity and quality. Jonathan's expertise and leadership skills have been pivotal in advancing the next phase of Burberry's evolution.

Previous Appointments

- CEO of Gianni Versace SpA
- President and CEO of Alexander McQueen
- Harrods: various senior retail roles, including Executive Merchandise Director and Director of Menswear, Sports and Childrenswear



Kate Ferry (51) Chief Financial Officer

- Appointed: 17 July 2023
- Nationality: British
- Board skills ■■■■

Contribution to the Company and reasons for election

Kate is a highly experienced Chief Financial Officer, having held roles in both public and private companies. In addition to her financial acumen, Kate has extensive experience driving business transformation and strategic development, and a deep understanding of public markets. She has particular expertise in the retail sector, as well as an excellent understanding of the luxury industry. In her early career, Kate was involved in numerous IPOs, including Burberry's in 2002. Kate is a Chartered Accountant.

Current Appointments

- Non-Executive Director and Chair of the Audit Committee, Greggs plc
- Trustee and Chair of the Audit Committee, British Olympic Foundation

Previous Appointments

- Chief Financial Officer of McLaren Group Limited
- Group Chief Financial Officer of Talk Talk Telecom Group PLC
- Corporate Affairs Director of Carphone Warehouse PLC
- Director within the retail sector equity research team at Merrill Lynch



Orna NíChionna (68) Senior Independent Director



- Appointed: 3 January 2018
- Nationality: Irish
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Orna has strong UK plc and international business experience, especially in the consumer and retail markets. She also brings to the Board significant strategic, financial and governance experience. Orna is a committed environmentalist and was Chair of the Soil Association (which campaigns for more environmentally friendly food and farming) for six years. Her passion for the environment is an asset to Burberry as we continue to drive positive change and build a more sustainable future through our ongoing Environmental and Social Responsibility agenda.

Current Appointments

- Trustee, Institute for Fiscal Studies
- Trustee and Chair, The Eden Trust

Previous Appointments

- Senior Independent Director: Saga plc Bupa, HMV, Northern Foods and Royal Mail
- Non-Executive Director: Bank of Ireland UK
- Interim Chair, The National Trust
- Chair, Founders Intelligence
- Partner, McKinsey & Company and co-lead of its European Retail Practice



Fabiola Arredondo (57) Independent Non-Executive Director



- Appointed: 10 March 2015
- Nationality: American
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Fabiola built and led a major division of Yahoo! Inc. and brings relevant international, strategic and operational experience in the internet and media sectors to the Board. Through her deep engagement with the World Wildlife Fund, Fabiola's background also includes overseeing sustainability initiatives. Her digital and consumer background, coupled with her extensive international Non-Executive Directorship experience, make Fabiola an important member of the Board.

Current Appointments

- Non-Executive Director: Campbell Soup Company and Fair Isaac Corporation
- National Council Member, World Wildlife Fund for Nature
- Member, Council on Foreign Relations
- Board Member, FINRA Board of Governors
- Managing Partner, Siempre Holdings

Previous Appointments

- Non-Executive Director: Experian plc, BOC Group plc (now Linde Group), Saks Incorporated (now Hudson's Bay Company), Bankinter S.A., National Public Radio, Rodale Inc., Intelsat Inc., Sesame Workshop and the World Wildlife Fund UK and USA
- Senior executive roles at Yahoo! Inc., the BBC and Bertelsmann AG



Sam Fischer (56)

Independent Non-Executive Director

N R

- Appointed: 1 November 2019
- Nationality: Australian
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Sam has a wealth of global leadership experience, including leading premium heritage brands from across the lifestyle and consumer sectors. He has a track record in driving business growth and a deep understanding of key Asian markets, which is an asset to Burberry as we continue to engage our communities in the region with innovative products and culturally relevant experiences.

Current Appointments

- CEO, Lion Group

Previous Appointments

- Senior executive roles at Diageo plc, including President, Asia Pacific and Global Travel, Executive Committee member, Managing Director for Greater China and Managing Director for South East Asia
- Various commercial and general management roles at Colgate-Palmolive, including Managing Director for Central Europe



Ron Frasch (75)

Independent Non-Executive Director

A N R

- Appointed: 1 September 2017
- Nationality: American
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Ron has spent over 30 years working in the retail industry. He has clear strategic acumen, strong leadership skills and wide-ranging experience of working with luxury fashion brands. While at Saks, he was instrumental in developing the company's private-label collections. Ron's merchandising skills and experience within the fashion industry will continue to play a pivotal role as Burberry continues to grow and we strengthen our performance in the luxury fashion market.

Current Appointments

- CEO, Ron Frasch Associates LLC
- Non-Executive Director, Crocs Inc.

Previous Appointments

- Non-Executive Director: MacKenzie Childs and Aztech Mountain
- President and Vice Chairman, Saks Fifth Avenue Inc.
- President and CEO, Bergdorf Goodman
- President of the Americas for an Italian licensing company of luxury fashion brands



Danuta Gray (65)

Independent Non-Executive Director

R A N

- Appointed: 1 December 2021
- Nationality: British
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Danuta is a highly experienced Non-Executive Director and Chair with a strong understanding of consumers, technology, sales and marketing within the UK and international business markets gained through her executive career. Her extensive UK plc board experience and understanding of UK governance requirements make her a strong asset to our Board.

Current Appointments

- Chair: Direct Line Insurance Group plc and Croda International plc
- Board member, Employ Autism Development
- Trustee, The Resolution Foundation

Previous Appointments

- Chair, St Modwen Property plc
- Senior Independent Director, Aldermore Bank plc
- Non-Executive Director and Remuneration Committee Chair: Old Mutual plc and Page Group plc
- Non-Executive Director: Paddy Power plc, Aer Lingus plc and UK Ministry of Defence
- CEO: Telefónica O2 and Executive Director, Telefónica Europe plc



Antoine de Saint-Affrique (58) Independent Non-Executive Director



- Appointed: 1 January 2021
- Nationality: French
- Board skills ■■■■

Contribution to the Company and reasons for re-election

Antoine has a wealth of experience in the consumer sector, having led a number of global brands throughout his career. As CEO of Danone, Antoine has put sustainability at the heart of the company's strategy, setting priorities which align purpose and performance. While CEO of Barry Callebaut, Antoine addressed the most pertinent challenges in the chocolate supply chain. His understanding of sustainability and the consumer market makes him a valued asset to our Board as we continue to focus on positively impacting the environment and our communities.

Current Appointments

- CEO and Director, Danone
- Non-Executive Director, Barry Callebaut

Previous Appointments

- CEO, Barry Callebaut
- President, Unilever Foods and member of the Group Executive Committee at Unilever plc
- Non-Executive Director, Essilor International



Alan Stewart (64) Independent Non-Executive Director



- Appointed: 1 September 2022
- Nationality: British
- Board skills ■■■■

Contribution to the Company and reasons for election

Alan has extensive corporate finance and accounting experience gained from a variety of industries, including retail and leisure. He has considerable executive leadership experience, including various Chief Financial Officer positions within top FTSE organisations. Alan is currently a member of Chapter Zero, a community of non-executive directors committed to achieving net zero targets, and was a founding member of the Accounting For Sustainability CFO network. His keen interest in sustainability is important to the Board in driving Burberry's climate change strategy. Alan qualified as a chartered accountant with Deloitte.

Current Appointments

- Non-Executive Director and Chair of Audit Committee, Diageo plc

Previous Appointments

- Non-Executive Director and Chair of Remuneration Committee, Reckitt Benckiser Group plc
- Non-Executive Director and Audit Committee Chair, Games Workshop Group
- Chief Financial Officer, Tesco PLC
- Chief Financial Officer, Marks & Spencer PLC



Alessandra Cozzani (61) Independent Non-Executive Director



- Appointed: 1 September 2023
- Nationality: Italian
- Board skills ■■■■

Contribution to the Company and reasons for election

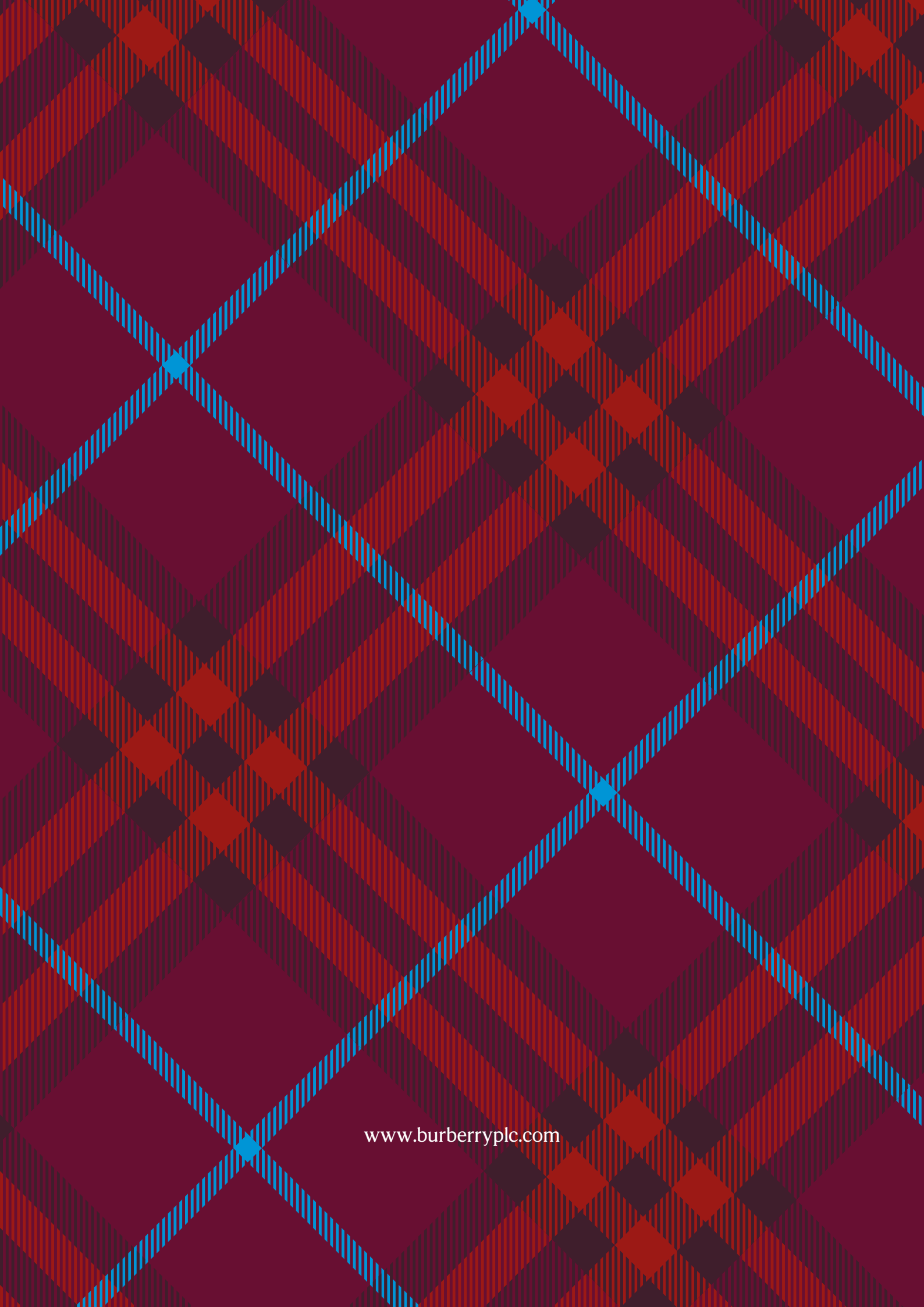
Alessandra brings to Burberry both financial expertise and a profound understanding of the luxury market, having spent over 20 years at Prada Group. A highly experienced Chief Financial Officer, Alessandra's career spans a variety of finance roles, including financial management and control, accounting, tax, treasury and insurance, as well as investor relations. She started her career as an auditor at Coopers & Lybrand.

Current appointments

- Executive Director, Esselunga SpA (Italian grocer)

Previous appointments

- Group Chief Financial Officer and Executive Director of Prada SpA (listed in Hong Kong S.A.R., China), previously Group Investor Relations Director and other financial management roles within Prada Group



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