

BURBERRY

NOTICE OF ANNUAL GENERAL MEETING 2018

NOTICE OF ANNUAL GENERAL MEETING

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 ADVISER 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.

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER,

I am pleased to send you details of the Annual General Meeting ('AGM') of Burberry Group plc (the 'Company'), which will be held on Thursday, 12 July 2018 at 2pm at Conrad London St. James, 22-28 Broadway, London, SW1H 0BH. Directions to the AGM venue can be found on page 10 of this document. The formal Notice of AGM (the 'Notice') and the resolutions to be proposed at the AGM are set out on pages 4 to 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.

ELECTION AND RE-ELECTION OF DIRECTORS

I would like to remind shareholders that as announced on 13 April 2018, I will be stepping down as Chairman following the conclusion of this year's AGM and will not be offering myself for re-election to the Board. I would like to thank the current and past Board members for their partnership over the past 16 years and take this opportunity to welcome Burberry's next Chairman, Dr Gerry Murphy. I would also like to thank you, our shareholders, once more for your support over the period I have served as Chairman.

In accordance with the UK Corporate Governance Code, all of the continuing Directors will retire at the AGM and all are offering themselves for re-election. As Gerry Murphy, Ron Frasch and Orna NiChionna have been appointed to the Board since the last AGM, they will offer themselves for election. Biographical details of all Directors standing for election or re-election at the AGM can be found on pages 8 to 9 of this document and will be available at www.burberryplc.com.

Explanatory notes on all the business to be considered at the meeting appear on pages 6 to 7 of this document.

RECOMMENDATION

The Directors consider that each of the proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of each of the proposed resolutions, as we intend to do in respect of our own beneficial holdings.

Yours sincerely

SIR JOHN PEACE
Chairman

6 June 2018

Burberry Group plc
Registered office:
Horseferry House
Horseferry Road
London
SW1P 2AW

Registered in England and Wales
Registered Number: 03458224

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING ('AGM') OF BURBERRY GROUP PLC (THE 'COMPANY') WILL BE HELD AT CONRAD LONDON ST. JAMES, 22-28 BROADWAY, LONDON, SW1H 0BH ON THURSDAY, 12 JULY 2018 AT 2PM TO TRANSACT THE FOLLOWING BUSINESS:

Shareholders are asked to consider and, if thought fit, pass resolutions 1 to 18 as Ordinary Resolutions and resolutions 19 to 21 as Special Resolutions.

RESOLUTION 1

Report and Accounts

To receive the Company's Annual Report and Accounts for the financial year ended 31 March 2018.

RESOLUTION 2

Directors' Remuneration Report

To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2018 as set out in the Company's Annual Report and Accounts.

RESOLUTION 3

Final dividend

To declare a final dividend of 30.3p per ordinary share for the year ended 31 March 2018.

RESOLUTION 4

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

RESOLUTION 5

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

RESOLUTION 6

To re-elect Ian Carter as a Director of the Company.

RESOLUTION 7

To re-elect Jeremy Darroch as a Director of the Company.

RESOLUTION 8

To re-elect Stephanie George as a Director of the Company.

RESOLUTION 9

To re-elect Matthew Key as a Director of the Company.

RESOLUTION 10

To re-elect Dame Carolyn McCall as a Director of the Company.

RESOLUTION 11

To elect Orna NiChionna as a Director of the Company.

RESOLUTION 12

To elect Ron Frasch as a Director of the Company.

RESOLUTION 13

To re-elect Julie Brown as a Director of the Company.

RESOLUTION 14

To re-elect Marco Gobbetti as a Director of the Company.

RESOLUTION 15

Reappointment of auditors

To reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid before the Company.

RESOLUTION 16

Auditors' remuneration

To authorise the Audit Committee of the Company to determine the auditors' remuneration for the year ended 31 March 2019.

RESOLUTION 17

Political donations

That in accordance with sections 366 and 367 of the Companies Act 2006 (the '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 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 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 2019 (or, if earlier, 12 October 2019). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £25,000.

NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 18

Directors' authority to allot shares

That the Directors be hereby generally and unconditionally authorised 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 £69,017 provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2019 (or, if earlier, 12 October 2019), but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority expires and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

RESOLUTION 19

Directors' authority to disapply pre-emption rights

That subject to the passing of resolution 18, the Directors be hereby empowered to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares of 0.05p each in the capital of the Company ('ordinary shares') held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that the power shall be limited to:

- i. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities to:
 - (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings;
 - (b) 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, regulatory or practical problems in, or under the laws of, any territory, or any matter whatsoever; and
- ii. the allotment (otherwise than under paragraph i. above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £10,457 being just under 5% of the Company's issued share capital as at 15 May 2018.

Such power shall apply until the conclusion of the AGM to be held in 2019 (or, if earlier, 12 October 2019) but during this period the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

RESOLUTION 20

Authority to purchase own shares

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

- i. the maximum number of ordinary shares which may be purchased is 41,828,000 being just under 10% of the Company's issued share capital as at 15 May 2018;
- 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 2019 (or, if earlier, 12 October 2019) (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 21

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

PAUL TUNNAcliffe
Company Secretary

6 June 2018

Burberry Group plc
Registered office:
Horseferry House
Horseferry Road
London
SW1P 2AW

Registered in England and Wales
Registered Number: 03458224

EXPLANATION OF RESOLUTIONS

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

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 (excluding the Directors' Remuneration Policy), which can be found on pages 96 to 121 of the Company's Annual Report and Accounts. This sets out details of payments made to Directors in the year to 31 March 2018. The Directors must include specific information within the Directors' Remuneration Report in accordance with regulations and the Directors' Remuneration Report has been prepared accordingly. This vote is advisory only.

A summary of the key elements of the Directors' Remuneration Policy (the 'Policy') which sets out the Company's policy on Directors' remuneration, including the setting of Directors' pay and the granting of share awards, can be found on pages 101 to 102 of the Company's Annual Report and Accounts and at www.burberryplc.com. The complete Remuneration Policy, approved by shareholders at the 2017 AGM, is set out in the 2016/17 Directors' Remuneration Report (which can be found on pages 89 to 96 of the Company's 2016/17 Annual Report and Accounts and at www.burberryplc.com).

At its 2017 AGM, the Company presented the Policy to shareholders for approval by a vote which was binding on the Company. Shareholders voted 93% 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.

RESOLUTION 3

Final dividend

The Board recommends that shareholders approve a final dividend in respect of the year ended 31 March 2018 of 30.3p per ordinary share.

RESOLUTIONS 4 TO 14

Election and re-election of Directors

In accordance with the UK Corporate Governance Code, other than the Chairman who will step down at the conclusion of the AGM, all of the continuing Directors will retire at the AGM and all are offering themselves for re-election. As Gerry Murphy, Ron Frasch and Orna NiChionna have been appointed to the Board since the last AGM, they will offer themselves for election.

Biographical details of all Directors standing for election or re-election at the AGM can be found on pages 8 to 9 of this Notice

and at www.burberryplc.com. The Board is satisfied that each of the Directors standing for election or re-election continues to perform effectively and demonstrates commitment to his or her role, including commitment of time for Board and committee meetings and any other duties.

RESOLUTIONS 15 AND 16

To authorise the reappointment of PricewaterhouseCoopers LLP ('PwC') as auditors and to determine their remuneration

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint auditors to serve from the end of the meeting until the next such meeting. PwC have indicated that they are willing to continue as the Company's auditors for another year. The Audit Committee has reviewed PwC's effectiveness and recommends their reappointment. The resolutions authorise the Company to reappoint 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 EU political parties, other political organisations or independent electoral candidates, or incur EU 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 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 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.

RESOLUTIONS 18 AND 19

Authorities to allot shares and disapply pre-emption rights

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 £69,017 (representing 138,033,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2018, 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 15 May 2018, the Company does not hold any shares in treasury.

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Resolution 19 would give the Directors the authority to allot ordinary shares (including any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £10,457 (representing 20,914,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 15 May 2018, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority sought under this resolution is a standard authority taken by most listed companies each year. The Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authorities to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non pre-emptive basis) as suitable opportunities arise, although they have no present intention of exercising any of these authorities.

The authorities sought under resolutions 18 and 19 will expire on the conclusion of the AGM to be held in 2019 (or, if earlier, 12 October 2019).

RESOLUTION 20

Purchase of own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 41,828,000 ordinary shares, being just under 10% of the issued share capital (excluding treasury shares) as at 15 May 2018 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. From July 2017 to February 2018, the Company completed a buyback programme of £350m, excluding stamp duty. A further share buyback of £150m will be completed in FY 2018/19. Any such purchases of shares would be by means of market purchases.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible use at a future date or cancel them. Holding the shares as treasury shares gives the Company the ability to use them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of treasury shares.

It is the Company's current intention that of any shares repurchased under this authority, sufficient shares will be held in treasury to meet the requirements, as they arise, of the Company's share incentive arrangements, with the remainder being cancelled.

The total number of awards and options to subscribe for ordinary shares outstanding as at 15 May 2018 (being the latest practicable date prior to the publication of this Notice), was 7,319,966 representing approximately 1.75% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 13 July 2017 (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 2.09% of the issued share capital as at 15 May 2018. No warrants over ordinary shares in the capital of the Company are in existence as at 15 May 2018.

This authority will expire at the conclusion of the AGM to be held in 2019 (or, if earlier, 12 October 2019).

RESOLUTION 21

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. Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice). Prior to the Shareholders' Rights Regulations coming into force, the Company was able to call general meetings, other than an AGM, on 14 clear days' notice without obtaining such shareholder approval.

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 2019 (or, if earlier, 12 October 2019).

DIRECTORS' BIOGRAPHIES



DR GERRY MURPHY (62)

Chairman Designate (Chairman following conclusion of AGM)

Dr Gerry Murphy was appointed as Chairman Designate on 17 May 2018 and, subject to approval by shareholders of his election as a director, will become Chairman at the conclusion of the AGM on 12 July 2018. Gerry has been Chairman of Tate & Lyle plc since April 2017 and Chairman of The Blackstone Group International Partners LLP, Blackstone's principal European entity, since 2008. Prior to joining Blackstone as a senior managing director in its private equity group, Gerry served as CEO of several UK-listed companies including Kingfisher plc from 2003 to 2008, Carlton Communications plc (now ITV) from 2000 to 2003, Exel plc from 1995 to 2000 and Greencore Group plc from 1991 to 1995. He has also previously been a non-executive director of Intertrust N.V., British American Tobacco plc, Merlin Entertainments plc, Reckitt Benckiser plc, Abbey National plc and Novar plc.



MARCO GOBBETTI (59)

Chief Executive Officer

Marco Gobbetti became Chief Executive Officer in July 2017. Marco joined Burberry from French luxury brand Céline, where he was Chairman and CEO from 2008 to 2016. Prior to this, he served as Chairman and CEO of Givenchy and CEO of Moschino. He has also worked at Bottega Veneta and Valestra.



JULIE BROWN (56)

Chief Operating and Financial Officer

Julie Brown became Chief Operating and Financial Officer in January 2017. Julie was CFO of Smith & Nephew from 2013 to 2017. Prior to this, she worked at ICI and AstraZeneca plc from 1987, where she held the positions of Interim Group CFO, Vice President Group Finance, Vice President Corporate Strategy and Regional Vice President Latin America. She is also a non-executive director and Audit Committee Chair of Roche Holding Ltd.



FABIOLA ARREDONDO (51) ††

Non-executive director

Fabiola Arredondo was appointed as a non-executive director in March 2015. Fabiola is currently the Managing Partner of Siempre Holdings, a private investment firm based in the US. She is also a non-executive director of Campbell Soup Company, National Public Radio (NPR), and a National Council Member of the World Wildlife Fund and Member of the Council on Foreign Relations. Prior to Siempre Holdings, Fabiola held senior operating roles at Yahoo! Inc., the BBC and Bertelsmann AG. She has also previously served as a non-executive director of Rodale Inc., Experian plc, Saks Incorporated, Intelsat Inc., BOC Group plc, Bankinter S.A., Sesame Workshop and the World Wildlife Fund UK and US.



IAN CARTER (56) ††

Non-executive director

Ian Carter was appointed as a non-executive director in April 2007. Ian is President of Hilton Global Development and Chairman of Del Frisco's Restaurant Group, Inc. Previously, he was CEO of Hilton International Company and Executive Vice President of Hilton Hotels Corporation. He was a director of Hilton Group plc until the acquisition of Hilton International by Hilton Hotels Corporation in February 2006. Ian previously served as an Officer and President of Black & Decker Corporation.



JEREMY DARROCH (55) *†

Senior Independent Director

Jeremy Darroch was appointed as a non-executive director in February 2014 and is Chairman of the Audit Committee. He is also the Senior Independent Director. He is CEO of Sky plc, a position he has held since 2007, having joined the company as CFO in 2004. Prior to Sky, Jeremy was Group Finance Director of DSG International plc (formerly Dixons Group plc) and spent 12 years at Procter & Gamble in a variety of roles in the UK and Europe. Jeremy also previously served as a non-executive director and Chairman of the Audit Committee of Marks and Spencer Group plc.

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RON FRASCH (69) †‡

Non-executive director

Ron Frasch was appointed as a non-executive director in September 2017. Ron is currently CEO of Ron Frasch Associates LLC, an Operating Partner of Castanea Partners Inc., and is also a non-executive director of Crocs Inc. Ron previously held positions of President and Chief Merchandising Officer, and Vice Chairman of Saks Fifth Avenue Inc., between 2004 and 2013, and was Chief Executive of Bergdorf Goodman Inc., between 2000 and 2004.



STEPHANIE GEORGE (61) †‡

Non-executive director

Stephanie George was appointed as a non-executive director in March 2006. She is an adviser to Penske Media Corporation and was recently Vice Chairman of Fairchild Fashion Media Inc. (parent of Women's Wear Daily). Stephanie also sits on the Board of Lincoln Center. Previously, she was Executive Vice President and Chief Marketing Officer at Time Inc. and spent 12 years at Fairchild Publications.



MATTHEW KEY (55) *†

Non-executive director

Matthew Key was appointed as a non-executive director in September 2013. Matthew was a non-executive director of OSN (a leading pay TV operator across the Middle East) between 2015 and 2018 and a member of the advisory board of Samsung Europe between 2015 and 2017. Previously, Matthew was Chairman and CEO of Telefónica Digital, the global innovation arm of Telefónica. He also previously served as Chairman and CEO of Telefónica Europe plc (formerly O2 plc), CEO and CFO of O2 UK and CFO for Vodafone UK. Prior to this, he held various financial positions at Kingfisher plc, Coca-Cola & Schweppes Beverages Limited and Grand Metropolitan Plc. Matthew has been Chairman of the Dallaglio Foundation, which is a charity focused on disengaged youth, since 2014.



DAME CAROLYN McCALL (56) *†

Non-executive director

Dame Carolyn McCall was appointed as a non-executive director in September 2014. Carolyn is Chief Executive of ITV plc, a position she has held since January 2018. Prior to ITV, she was Chief Executive of easyJet plc and held a number of roles at Guardian Media Group plc, including Chief Executive from 2006 to 2010. She has also previously served as a non-executive director of Lloyds TSB, Tesco PLC and New Look plc. Carolyn was awarded the OBE for services to women in business in June 2008, and a Damehood for services to the aviation industry in January 2016.



ORNA NiCHIONNA (62) †‡

Non-executive director

Orna NiChionna was appointed as a non-executive director in January 2018 and is Chair of the Remuneration Committee. Orna is currently Senior Independent Director at Saga plc and Royal Mail plc, where she also chairs the Remuneration Committee, as well as Deputy Chairman at the National Trust. She is also Chair of Client Service at Eden McCallum. Orna has previously served on the Boards of Bupa, HMV, Northern Foods and Bank of Ireland UK, and has been advisor to Apax Partners LLP. She spent 18 years at McKinsey & Company, where she co-led their European Retail Practice.

Key to membership of Committees

- * Audit Committee
- † Nomination Committee
- ‡ Remuneration Committee

OTHER NOTES

AGM VENUE

1. The 2018 AGM will be held at the Conrad London St. James, 22-28 Broadway, London, SW1H 0BH. The Conrad is located in the heart of Westminster, only a short walk from St. James Park, and can be easily reached by public transport. Please see the location map provided below.



The nearest underground stations are St. James Park (District and Circle line) and Westminster (Jubilee, District and Circle lines). The nearest mainline rail station is Victoria. A number of bus routes also serve the area. For further travel assistance please visit www.tfl.gov.uk.

ENTITLEMENT TO ATTEND AND VOTE

2. 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 Tuesday, 10 July 2018 (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.
3. To be admitted to the AGM, members are asked to present their Admission Card (which is attached to the Form of Proxy) or present proof of identity.
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. 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.

APPOINTMENT OF PROXIES

6. 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.
7. 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. 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). The Equiniti overseas helpline number is +44 121 415 7047.
8. 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 2pm on Tuesday, 10 July 2018. Please send the completed Form of Proxy to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or visit www.sharevote.co.uk and follow the instructions provided.
9. 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.
10. 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.
11. 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.
12. Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his vote as he thinks 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.

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13. 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).
14. 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 THROUGH CREST

15. 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.
16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '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 2pm on Tuesday, 10 July 2018. 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.
17. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

18. 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.

NOMINATED PERSONS

19. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was 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.
20. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 6 and 7 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

CORPORATE REPRESENTATIVES

21. 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 AT THE AGM

22. Any member attending the meeting has the right to ask questions. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including: (i) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; (ii) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (iii) the answer has already been given on a website in the form of an answer to a question.

NOTICE OF ANNUAL GENERAL MEETING

ISSUED SHARES AND TOTAL VOTING RIGHTS

23. As at 15 May 2018 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 418,282,749 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 15 May 2018 are 418,282,749.

WEBSITE PUBLICATION OF AUDIT CONCERNS

24. Under section 527 of the 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 31 March 2018 (including the auditors' 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 Act to publish on a website.

INFORMATION AVAILABLE ON THE WEBSITE

25. A copy of this Notice and other information required by section 311A of the Act can be found at www.burberryplc.com.

DOCUMENTS AVAILABLE FOR INSPECTION

26. The service contracts and Letters of Appointment for all Directors are available for inspection during normal business hours at Horseferry House, Horseferry Road, London SW1P 2AW and at the AGM for at least 15 minutes prior to the meeting and during the meeting until the conclusion of the AGM.

ELECTRONIC COMMUNICATION

27. 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.

28. 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.

