

BURBERRY

LONDON ENGLAND

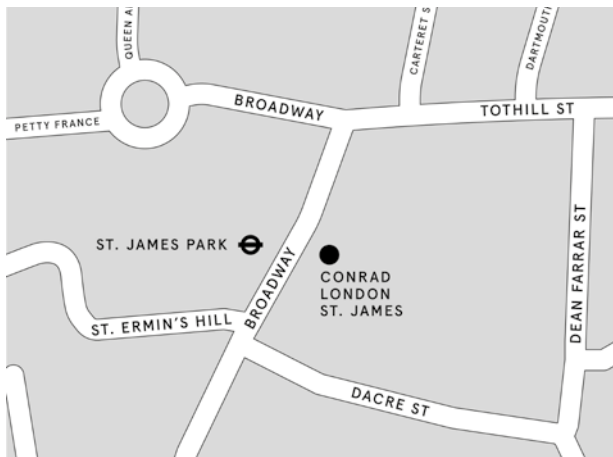
NOTICE OF ANNUAL GENERAL MEETING 2019

NOTICE OF ANNUAL GENERAL MEETING 2019

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.



Wednesday, 17 July 2019 at 10:30am
Conrad London St. James
22-28 Broadway, London, SW1H 0BH

Directions

- Tube:** The nearest underground stations are St. James Park (District and Circle line) and Westminster (Jubilee, District and Circle lines).
- Trains and Buses:** 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.

Contact for queries
Co.Sec@burberry.com

LETTER FROM THE CHAIRMAN



DEAR SHAREHOLDER,

I am pleased to provide you with the details of the Annual General Meeting (the AGM) of Burberry Group plc (the Company), which will be held on Wednesday, 17 July 2019 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 3 to 4 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 5 to 9 of this document.

DIRECTORS

On 16 May 2019 we announced that Ian Carter and Stephanie George would retire as Non-Executive Directors of the Company at the conclusion of the forthcoming AGM. We will miss Ian and Stephanie's wise counsel and thank them both for their outstanding service to Burberry during a period of enormous growth and value creation. On behalf of the Board I would like to thank them for their dedication and wish them well for the future.

In accordance with the UK Corporate Governance Code, all of the Directors will retire at the AGM and, with the exception of Ian Carter and Stephanie George, all directors are offering themselves for re-election. Biographical details and relevant skills and knowledge of those Directors standing for re-election at the AGM, together with the importance of their contribution to the success of

the Company, are included on pages 10 to 12 of this document and are available at www.burberryplc.com.

PricewaterhouseCoopers LLP (PwC) has remained in place as the Company's external independent auditor since 2002 and their re-appointment is proposed to the shareholders at the forthcoming AGM. In accordance with the UK's implementation of EU's mandatory firm rotation requirements, we undertook an audit tender during the year. Ernst & Young LLP (EY) was identified as the preferred candidate and we would propose their appointment as external auditor to the shareholders at the AGM in 2020. EY will shadow PwC for FY 2019/20. More details on the tender and the selection process are set out in the Annual Report on page 119.

RECOMMENDATIONS

The Directors believe that that each of the resolutions proposed 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.

YOUR VOTE COUNTS

We look forward to seeing you at the AGM. If you are not able to attend in person, we would urge you to either:

- register your proxy vote electronically by logging on to our Registrar's website at www.sharevote.co.uk by 10:30am on Monday, 15 July 2019; or
- complete and return the enclosed Form of Proxy.

The results of the voting will be announced through a Regulatory Information Service and will be published on our website www.burberryplc.com on Wednesday, 17 July 2019 or as soon as reasonably practicable thereafter.

Yours sincerely

GERRY MURPHY
Chairman

5 June 2019

NOTICE OF MEETING 2019

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING (THE AGM) OF THE MEMBERS OF BURBERRY GROUP PLC (THE COMPANY) WILL BE HELD AT THE CONRAD LONDON ST. JAMES, 22-28 BROADWAY, LONDON, SW1H 0BH ON WEDNESDAY, 17 JULY 2019 AT 10:30AM TO CONSIDER AND IF THOUGHT APPROPRIATE, PASS THE RESOLUTIONS LISTED BELOW.

Resolutions 1 to 16 are ordinary resolutions.

Resolutions 17 to 19 are special resolutions.

ORDINARY RESOLUTIONS

1. **To receive the Company's Annual Report and Accounts** for the financial year ended 30 March 2019.
2. **To approve the Directors' Remuneration Report** (excluding the Directors' Remuneration Policy) for the year ended 30 March 2019 as set out in the Company's Annual Report and Accounts.
3. **To declare a final dividend** of 31.5p per ordinary share for the year ended 30 March 2019.
4. **To re-elect Dr Gerry Murphy** as a Director of the Company.
5. **To re-elect Fabiola Arredondo** as a Director of the Company.
6. **To re-elect Jeremy Darroch** as a Director of the Company.
7. **To re-elect Ron Frasch** as a Director of the Company.
8. **To re-elect Matthew Key** as a Director of the Company.
9. **To re-elect Dame Carolyn McCall** as a Director of the Company.
10. **To re-elect Orna NíChionna** as a Director of the Company.
11. **To re-elect Marco Gobbetti** as a Director of the Company.
12. **To re-elect Julie Brown** as a Director of the Company.
13. **To reappoint PricewaterhouseCoopers 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.
14. **To authorise the Audit Committee of the Company to determine the auditor's remuneration** for the year ended 28 March 2020.
15. **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 2020 (or, if earlier, 17 October 2020). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £25,000.
16. **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 £67,890 provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2020 (or, if earlier, 17 October 2020), 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.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

17. Directors' authority to disapply pre-emption rights:

That subject to the passing of resolution 16, 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 £10,286 being just under 5% of the Company's issued share capital as at 15 May 2019.

Such power shall apply until the conclusion of the AGM to be held in 2020 (or, if earlier, 17 October 2020) 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.

18. 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 41,145,867 being just under 10% of the Company's issued share capital as at 15 May 2019;

- 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 2020 (or, if earlier, 17 October 2020) (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.

19. 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

5 June 2019

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 16 are proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 17 to 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes 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 (excluding the Directors' Remuneration Policy), which can be found on pages 123 to 144 of the Company's Annual Report and Accounts and sets out details of payments made to Directors in the year to 30 March 2019. 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 pages 130 to 131 of the Company's Annual Report and Accounts and at www.burberryplc.com. The detailed Policy was presented to the shareholders at 2017 AGM 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. The detailed Policy is set out in the Company's 2016/17 Annual Report pages 89 to 96, and is published at www.burberryplc.com.

Resolution 3 - Final dividend

The Board recommends that shareholders approve a final dividend in respect of the year ended 30 March 2019 of 31.5p per ordinary share.

Resolutions 4 to 12 - Re-election of Directors

In accordance with the UK Corporate Governance Code all of the Directors will retire at the AGM and, with the exception of Ian Carter and Stephanie George, all directors are offering themselves for re-election.

Biographies of the Directors seeking re-election, together with an explanation of the importance of their contribution to the Company, can be found on pages 10 to 12 of this Notice and at www.burberryplc.com. The Board is satisfied that each of the Directors standing for re-election continues to perform effectively, displays relevant skills and knowledge and demonstrates commitment to his or her role and the long-term success of the Company.

Resolutions 13 and 14 - Reappointment 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. PricewaterhouseCoopers LLP (PwC) have indicated that they are willing to continue as the Company's auditor 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 15 - 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.

NOTICE OF ANNUAL GENERAL MEETING

Resolutions 16 and 17 - Authorities to allot shares and disapply pre-emption rights

Resolution 16 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 £67,890 (representing 135,780,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2019, 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 2019, the Company does not hold any shares in treasury.

Resolution 17 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 £10,286 (representing 20,572,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 15 May 2019, 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 16 and 17 will expire on the conclusion of the AGM to be held in 2020 (or, if earlier, 17 October 2020).

Resolution 18 - Purchase of own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 41,145,867 ordinary shares, being just under 10% of the issued share capital (excluding treasury shares) as at 15 May 2019 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 June 2018 to September 2018, the Company completed a buyback programme of £150 million (excluding stamp duty). On 12 November 2018 the Company cancelled 7,004,471 shares in treasury and as a result the Company did not hold any shares in treasury at 30 March 2019. A further share buyback of £150 million will be completed in FY 2019/20. Any such purchases of shares would be by means of market purchase.

It is the Company's current intention that if any shares are 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 2019 (being the latest practicable date prior to the publication of this Notice), was 6,023,700 representing approximately 1.46% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 12 July 2018 (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 1.80% of the issued share capital as at 15 May 2019. No warrants over ordinary shares in the capital of the Company are in existence as at 15 May 2019.

This authority will expire at the conclusion of the AGM to be held in 2020 (or, if earlier, 17 October 2020).

Resolution 19 - 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 2020 (or, if earlier, 17 October 2020).

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 Monday, 15 July 2019 (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 the Form of Proxy) or present proof of identity.
3. 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.
4. 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

5. 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.
6. 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.

7. 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 Monday, 15 July 2019. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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).
13. 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.

NOTICE OF ANNUAL GENERAL MEETING

APPOINTMENT OF PROXIES THROUGH CREST

- 14.** 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.
- 15.** 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 Monday, 15 July 2019. 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.
- 16.** 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.
- 17.** 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

- 18.** 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.
- 19.** The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 5 and 6 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

CORPORATE REPRESENTATIVES

- 20.** 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

- 21.** 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:
- if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered;
 - if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
 - the answer has already been given on a website in the form of an answer to a question.

ISSUED SHARES AND TOTAL VOTING RIGHTS

22. As at 15 May 2019 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consisted of 411,458,671 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 15 May 2019 are 411,458,671.

WEBSITE PUBLICATION OF AUDIT CONCERNS

23. 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 30 March 2019 (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- ii. any circumstance connected with an auditor of the Company ceasing to hold office since the previous 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

24. 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

25. 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

26. 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.

27. 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

28. 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 www.burberryplc.com/en/investors/shareholder-centre/shareholder-privacy-notice.html.

DIRECTORS' BIOGRAPHIES

DR GERRY MURPHY (63)
Chairman



Appointed:
17 May 2018
Nationality: Irish
Committees: N

Contribution to the Company and reasons for re-election

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

Experience

Gerry joined the Board as Chairman Designate on 17 May 2018 and was appointed Chairman following the AGM on 12 July 2018. Gerry is also Chairman of Tate & Lyle plc and of the principal European entity of The Blackstone Group where he served as a partner in the firm's private equity investment unit from 2008 to 2017. From 2003 to 2008, Gerry was CEO of Kingfisher plc, a leading home improvement retailer in Europe and Asia. He was also previously CEO of Carlton Communications plc (now ITV) from 2000 to 2003; Exel plc from 1995 to 2000, Greencore Group plc from 1991 to 1995 and spent his earlier career with Grand Metropolitan plc (now Diageo plc). He has also served on the Boards of British American Tobacco plc from 2009 to 2017, Merlin Entertainments plc from 2009 to 2015, Reckitt Benckiser plc from 2005 to 2008, Abbey National plc in 2004 and Novar plc from 1997 to 2003.

MARCO GOBBETTI (60)
Chief Executive Officer



Appointed:
5 July 2017
Nationality: Italian

Contribution to the Company and reasons for re-election

Marco has spent more than two decades working in a variety of executive positions for prestigious international fashion brands, with a focus on leather goods. He has an outstanding track record of delivering growth in the luxury industry and has a clear vision for the luxury sector and how it will evolve. Whilst working at Céline, he revamped the entire product offering and significantly increased profits. His extensive understanding of international brand transformation and retail execution is highly relevant to Burberry as we continue to re-energise the brand, drive forward with our strategy and strive for long-term growth in the rapidly changing environment in which we operate.

Experience

Marco joined Burberry from the French luxury leather group Céline, where he was Chairman and CEO from 2008 to 2016. Prior to this, he served as Chairman and CEO of Givenchy and was CEO of Moschino from 1993 to 2004. In his early career Marco worked as marketing and sales director at Bottega Veneta, before joining luxury leather specialist Valextra as managing director.

JULIE BROWN (57)
Chief Operating and Financial Officer



Appointed:
18 January 2017
Nationality: British

Contribution to the Company and reasons for re-election

Julie has a strong track record of delivering operational excellence and has significant experience in financial, commercial and strategic roles. Her extensive experience of leading businesses through major transformational programmes will continue to be valuable to Burberry as we progress with our operational excellence programme and move into the next phase of our strategy.

Experience

Julie is a Chartered Accountant and Fellow of the Institute of Taxation. She is currently a Non-Executive Director and Chair of the Audit Committee at Roche Holding Limited. From 2013 to 2017, Julie was CFO of Smith & Nephew plc. Julie qualified with KPMG before working at ICI and AstraZeneca plc from 1987, where she served as Vice President Group Finance and ultimately Interim Group CFO. Prior to that, she was Vice President Corporate Strategy and Regional Vice President Latin America. Julie has also previously held two Non-Executive Directorships with the NHS in the UK and the British Embassy.

KEY

- C Chair
- R Remuneration Committee
- N Nomination Committee
- A Audit Committee

FABIOLA ARREDONDO (52)
Independent
Non-Executive
Director



Appointed:
10 March 2015
Nationality: American
Committees: R N

Contribution to the Company and reasons for re-election

Fabiola brings directly relevant international strategic and operational experience in the internet and media sectors, including a senior role at a pre-eminent global internet company. Her extensive international Non-Executive Directorship experience, and digital and consumer background make her an important member of the Board.

Experience

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

JEREMY DARROCH (56)
Senior
Independent
Director



Appointed:
5 February 2014
Nationality: British
Committees: A N

Contribution to the Company and reasons for re-election

Jeremy has considerable expertise in the consumer retail environment built up over a successful career at some of the UK's most high-profile companies. As Group CEO of Sky, he has transformed the business into Europe's leading entertainment company, which now operates in seven different markets. His proven track record of driving business performance and delivering shareholder value makes him a valuable member of the Board.

Experience

Jeremy is Group CEO of Sky, having joined the company as CFO in 2004. Prior to this, 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. From 2006 to 2013, Jeremy served as a Non-Executive Director and Chairman of the Audit Committee of Marks and Spencer Group plc.

RON FRASCH (70)
Independent
Non-Executive
Director



Appointed:
1 September 2017
Nationality: American
Committees: A R N

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. Whilst working at Saks he was the instrumental driving force behind developing the company's private label collections. Ron's wealth of fashion experience and his well-established merchandising skills will continue to play a pivotal role as Burberry continues to grow and we strengthen our performance in the luxury fashion market.

Experience

Ron is currently CEO of Ron Frasca Associates LLC, an Operating Partner of Castanea Partners Inc.. He is also a Non-Executive Director of Crocs Inc. and Aztech Mountain. Between 2004 to 2013, Ron served as Vice Chairman of Saks Fifth Avenue Inc. and later became President and Chief Merchandising Officer, with responsibility for fashion buying, merchandise planning, store planning, stores and visual. Prior to Saks, Ron spent 4 years as President and CEO for Bergdorf Goodman. He has also served as President of the Americas for an Italian licensing company of luxury fashion brands.

MATTHEW KEY (56)
Independent
Non-Executive
Director



Appointed:
1 September 2013
Nationality: British
Committees: A R N

Contribution to the Company and reasons for re-election

Matthew has significant strategic, regulatory and operational experience in the e-commerce and technology sectors. He brings to the Board significant experience of managing dynamic and fast-moving international companies and has an extensive understanding of the consumer market. Matthew's significant financial experience remains important to the Board, as reflected in his recent appointment as Chair of the Audit Committee.

Experience

Matthew is currently a Non-Executive Director of BT Group plc and a Member of BT's Audit & Risk Committee and Nominating & Governance Committee. Matthew served as a Non-Executive Director of OSN (a leading pay TV operator across the Middle East) between 2015 to 2018 and was a member of the advisory Board of Samsung Europe between 2015 and 2017. From 2007 to 2014, Matthew held various positions at Telefonica, including Chairman and CEO of Telefonica Europe plc, and Chairman and CEO of Telefonica Digital, the global innovation arm of Telefonica. In his early career he held various financial positions at Grand Metropolitan plc, Kingfisher plc, CocaCola and Schweppes.

DAME CAROLYN McCALL (57)
Independent
Non-Executive
Director



Appointed:
1 September 2014
Nationality: British
Committees: A N

Contribution to the Company and reasons for re-election

Carolyn has an impressive track record in media and is known for her experience of running international businesses. While at easyJet plc Carolyn transformed the company into one of the biggest airlines in Europe. Carolyn's clear strategic acumen and strong track record of driving operational excellence and managing change makes her an important member of the Board as Burberry strives to deliver long-term sustainable value for all our stakeholders.

Experience

Carolyn joined ITV plc in 2018 as CEO. From 2010 to 2017 she was CEO of easyJet plc and held a number of roles at the Guardian Media Group plc, including CEO from 2006 to 2010. She has also previously served as a Non-Executive Director of Lloyds TSB, Tesco plc and New Look Group plc. In 2008, Carolyn was awarded an OBE for her services to women in business and in 2016 a damehood for her services to the aviation industry.

ORNA NÍCHIONNA (63)
Independent
Non-Executive
Director



Appointed:
3 January 2018
Nationality: Irish
Committees: R N

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 financial, strategic and governance experience. Orna is a passionate environmentalist and was Chair of the Soil Association (which campaigns for organic food and farming) for 6 years. Her passion for the environment will be an asset to Burberry as we continue to drive positive change and build a more sustainable future through our ongoing Responsibility Agenda.

Experience

Orna is currently Senior Independent Director at Saga plc and Royal Mail plc, where she also chairs the Remuneration Committee. Orna has served as Deputy Chairman at the National Trust since 2014 and is also Chair of Client Services at Eden McCallum. Orna has previously served on the Boards of Bupa, HMV, Northern Foods and Bank of Ireland UK, and has been an advisor to Apax Partners LLP. She spent 18 years at McKinsey & Company, where she co-led their European Retail Practice.

