

Notice of Annual General Meeting 2023

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 AGM2023@burberry.com



Key dates

7 July 2023



Deadline for questions submitted in advance

5:30pm

10 July 2023



Proxy voting closes in advance of the meeting

11:00am

12 July 2023



AGM commences

11:00am



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

After the meeting

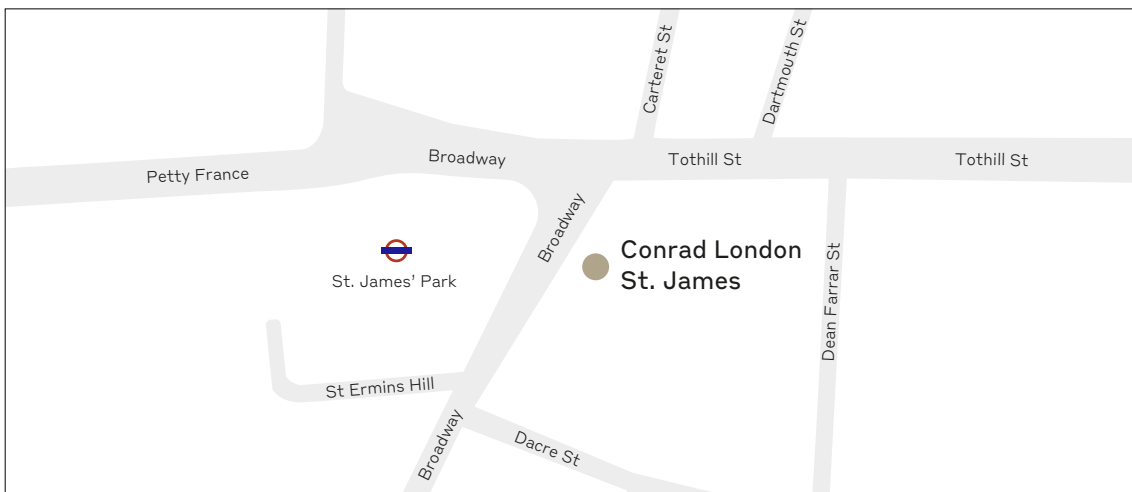


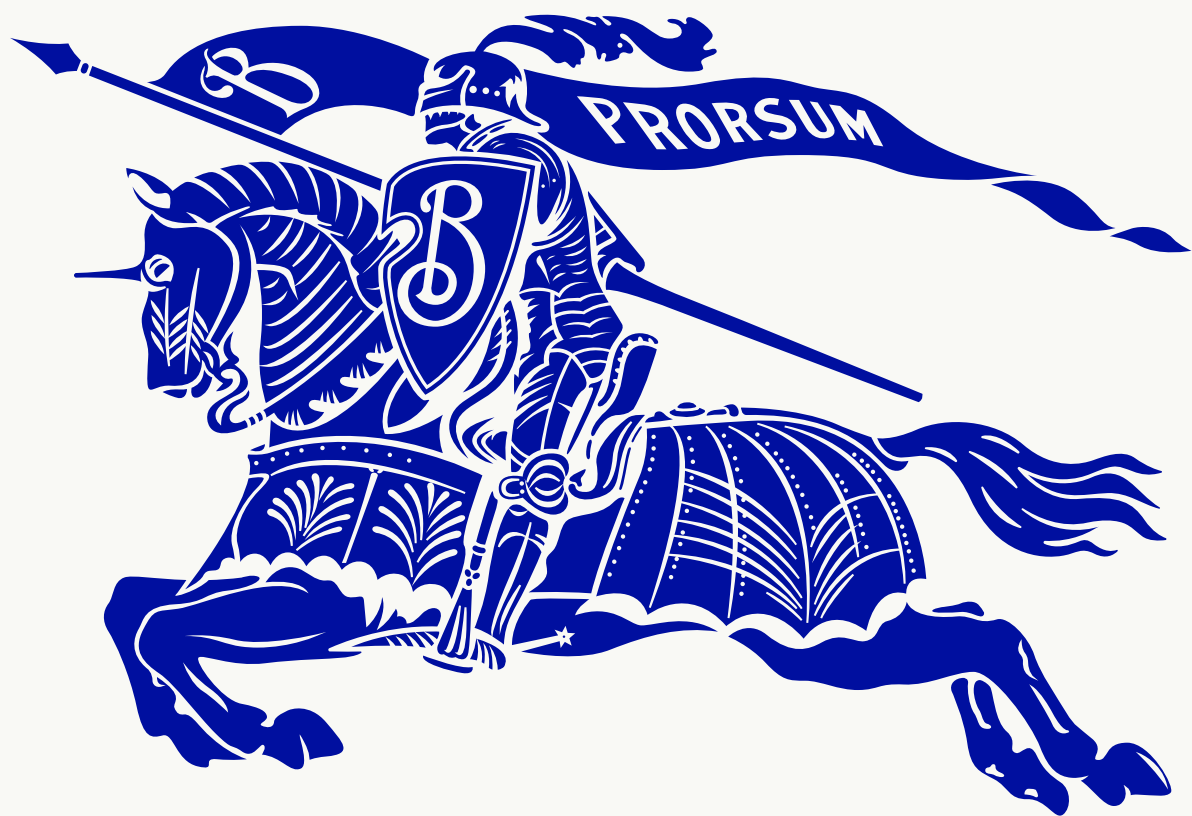
Attending the AGM

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.







Gerry Murphy
Chair

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 12 July 2023 at 11:00am 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 5 to 7 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 8 to 11 of this document. You may ask questions in advance of the meeting by emailing AGM2023@burberry.com to be received no later than 5:30pm on 7 July 2023. Further details on how to ask questions can be found on page 14.

Directors

There have been a number of Board changes during the year. It is my pleasure to welcome Alan Stewart who joined the Board as a Non-Executive Director and member of the Audit and Nomination committees in September 2022. Alan is a highly experienced Chief Financial Officer and Non-Executive Director of major international public companies. Matthew Key will retire from Burberry following the conclusion of the 2023 AGM following which, Alan will succeed Matthew as Audit Committee Chair immediately. On behalf of the Board I would like to thank Matthew for his wise counsel, outstanding service to Burberry and his leadership of the Audit Committee since becoming Chair in February 2019.

In April 2023, Julie Brown stepped down from her role as Chief Operating and Financial Officer after more than six years at Burberry. I would also like to thank Julie for her significant contribution to Burberry's transformation and sustainability ambitions. As announced on 15 March 2023, Kate Ferry will succeed Julie as Chief Financial Officer and will join Burberry on 17 July 2023. Kate has the energy and experience required to support the delivery of our ambitious plan and to realise Burberry's potential as the Modern British Luxury brand.

There were also changes to our Board Committees during the year. Danuta Gray succeeded Orna NiChionna as Chair of the Remuneration Committee on 1 September 2022 following Orna's appointment as Senior Independent Director.

Remuneration Policy

Resolution 2 proposes the approval of the Directors' Remuneration Policy, which describes the Company's policy relating to the Directors' remuneration. Burberry is

not recommending any material changes to the Policy which was last approved at the 2020 AGM. More details regarding our proposed Directors' Remuneration Policy and the consultation process is available on pages 212 to 225 of the Company's Annual Report and Accounts.

In line with the UK Corporate Governance Code, with the exception of Matthew Key, all Directors will retire at the 2023 AGM and resolutions 5 to 14 inclusive propose the election or re-election of Directors as appropriate.

Biographical details and details of their specific contribution to the success of the Company are given in this Notice on pages 16 to 20.

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.

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: Via our registrar Equiniti's website
Crest: Via the CREST electronic proxy appointment service (for CREST members)

Post or email: By completing a Form of Proxy and returning it to our registrar

All Forms of Proxy must be received by no later than 11:00am on 10 July 2023. Further information on voting is given on pages 11 to 13 of this Notice.

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 Burberryplc.com on Wednesday, 12 July 2023 or as soon as reasonably practicable thereafter. 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 Burberryplc.com/AGM2023.

We look forward to seeing you at the AGM.

Yours sincerely

Gerry Murphy
Chair

7 June 2023

Notice of Meeting 2023

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 Wednesday, 12 July 2023 at 11:00am to consider and if thought appropriate, pass the resolutions listed below.

Resolutions 1 to 18 are proposed as ordinary resolutions.

Resolutions 19 to 21 are proposed as special resolutions.

Further details of each resolution are set out in the explanatory notes on pages 8 to 11.

Ordinary resolutions

Resolution 1

Report and Accounts

To receive the Company's Annual Report and Accounts for the year ended 1 April 2023.

Resolution 2

Directors' Remuneration Policy

To approve the Directors' Remuneration Policy set out on pages 212 to 225 of the Company's Annual Report and Accounts for the year ended 1 April 2023.

Resolution 3

Directors' Remuneration Report

To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 1 April 2023 as set out in the Company's Annual Report and Accounts.

Resolution 4

Final dividend

To declare a final dividend of 44.5p per ordinary share for the year ended 1 April 2023.

Resolution 5

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

Resolution 6

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

Resolution 7

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

Resolution 8

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

Resolution 9

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

Resolution 10

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

Resolution 11

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

Resolution 12

To re-elect Debra Lee as a Director of the Company.

Resolution 13

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

Resolution 14

To elect Alan Stewart 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 30 March 2024.

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 2024 (or, if earlier, 12 October 2024). 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 Companies Act 2006 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 £63,036 provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2024 (or, if earlier, 12 October 2024), 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.

Special resolutions

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 £9,455 being just under 5% of the Company's issued share capital as at 17 May 2023.

Such power shall apply until the conclusion of the AGM to be held in 2024 (or, if earlier, 12 October 2024) 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 37,821,000 being just under 10% of the Company's issued share capital as at 17 May 2023;
- 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 2024 (or, if earlier, 12 October 2024) (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

Gemma Parsons

Company Secretary

7 June 2023

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 21 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 Policy

This resolution is inviting shareholders to vote on the Directors' Remuneration Policy which can be found on pages 212 to 225 of the Company's Annual Report and Accounts. The Directors' Remuneration Policy sets out the Company's proposed forward-looking policy on Directors' remuneration. The intention is that, if approved, the Directors' Remuneration Policy will legally take effect immediately after the AGM on 12 July 2023 and last for three years. The Company is obliged to present a policy on Directors' remuneration to shareholders for approval at least every three years. The Company's current policy was last approved by shareholders at the 2020 AGM.

If the Directors' Remuneration Policy is approved by shareholders, it will take immediate effect and the Company will not be able to make a remuneration payment to a current, past or prospective Director or a payment for loss of office to a current or past Director unless that payment is consistent with the revised remuneration policy or has been approved by a resolution of the shareholders of the Company. If the Directors' Remuneration Policy is not approved for any reason, the Company will continue to make payments to Directors in accordance with the current remuneration policy which was approved at the Company's 2020 AGM and is available in the Annual Report and Accounts for the year ended 28 March 2020 on the Company's website, and will seek shareholder approval for a further revised policy as soon as it is practicable.

Resolution 3 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 200 to 245 of the Company's Annual Report and Accounts and sets out details of payments made to Directors for the financial year ended 1 April 2023. The Directors must include specific information within the Directors' Remuneration Report in accordance with relevant regulations. This vote is advisory only.

Resolution 4 Final dividend

The Board recommends that shareholders approve a final dividend in respect of the financial year ended 1 April 2023 of 44.5p per ordinary share.

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

- Ex-dividend date: 29 June 2023
- Final dividend record date: 30 June 2023
- Deadline for return of Dividend Reinvestment Plan (DRIP) mandate forms: 14 July 2023
- Final dividend payment date: 4 August 2023

Resolutions 5 to 14 Election and re-election of Directors

In compliance with the UK Corporate Governance Code all Directors will retire at the AGM and, with the exception of Matthew Key, will offer themselves for election or re-election as appropriate.

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 can be found on pages 179 to 181 of the Company's Annual Report and Accounts.

At Burberry's AGM in 2022, 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. Since the 2022 AGM, we have contacted major shareholders who voted against Antoine's re-election to understand their views and reassure them 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 Board believes that Antoine makes valuable contributions to the work of the Board and Committees of which he is a member, drawing from his wide experience across many industries. 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. In addition, the Board reviews its own performance annually. No concerns regarding Antoine's ability to devote time to his role at Burberry were raised.

Antoine's attendance record speaks for itself: in FY 2022/23, Antoine attended 100% of the Board and Committee meetings, including the Board's visit to Burberry sites in Italy in October 2022, 100% of Audit Committee meetings and 100% of Nomination Committee meetings. He also attended the AGM and has attended additional Board calls and meetings during the year when required. He has also participated in a number of additional opportunities to meet colleagues and engage with other stakeholders throughout the year. Antoine's attendance at our scheduled meetings and participation in all ad hoc discussions demonstrated his capacity to fulfil his obligations in each of his roles, even during exceptionally demanding periods.

The Board has therefore determined that Antoine has sufficient time to meet his Board responsibilities as required by Principle H of the UK Corporate Governance Code.

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 has carefully considered the concerns raised by certain shareholders regarding Antoine's ability to devote sufficient time to his duties at Burberry and has determined that, based on experience to date, Antoine's capacity to perform his role is not impaired in any way by his other time commitments. 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 of course monitor this position closely and, should circumstances change, the Chair would take appropriate action.

The Board is satisfied that all Directors, including Antoine, continue to make effective and valuable contributions to the Board and continue to devote sufficient time to discharging their responsibilities as Directors of Burberry.

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 16 to 20 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 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 £63,036 (representing 126,073,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 17 May 2023, 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 17 May 2023, the Company held 6,052,720 shares in treasury.

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 £9,455 (representing 18,910,000 ordinary shares).

This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 17 May 2023, the latest practicable date prior to publication of this Notice. 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 2024 (or, if earlier, 12 October 2024).

Resolution 20

Purchase of own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 37,821,00 ordinary shares, being just under 10% of the issued share capital (excluding treasury shares) as at 17 May 2023 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 Companies Act 2006, retained as shares held in treasury. As announced on 18 May 2023, it is intended that a share buyback of £400 million will be completed in FY 2023/24 by way of market purchases.

This programme of share buybacks will be based on our existing authority granted at our AGM in 2022 and, if passed, this new authority sought as resolution 20. 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 17 May 2023 (being the latest practicable date prior to the publication of this Notice), was 3,636,533 representing approximately 0.96% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 12 July 2022 (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 1.14% of the issued share capital as at 17 May 2023. No warrants over ordinary shares in the capital of the Company were in existence as at 17 May 2023.

This authority will expire at the conclusion of the AGM to be held in 2024 (or, if earlier, 12 October 2024).

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 2024 (or, if earlier, 12 October 2024).

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, 10 July 2023 (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. Members are asked to exercise their judgement and not attend the AGM if they are feeling unwell or have any symptoms of COVID-19.
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 10:30am.
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 bank holidays in England and Wales. Alternatively you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

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.
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 11:00am on Monday, 10 July 2023. 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.sharevote.co.uk and following the instructions provided.Shareholders can also download a blank Form of Proxy from the investor section of the Company's website at Burberryplc.com/AGM2023
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 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 11:00am on Monday, 10 July 2023. 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 11:00am on Monday, 10 July 2023 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 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 AGM2023@burberry.com to be received no later than 5:30pm on Friday 7 July 2023. 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 AGM2023@burberry.com

Issued shares and total voting rights

28. As at 17 May 2023 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (including 6,052,720 ordinary shares held in treasury) consisted of 384,271,838 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 17 May 2023 was 378,219,118.

Website publication of audit concerns

29. 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 1 April 2023 (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 Act to publish on a website.

Information available on the website

30. A copy of this Notice and other information required by section 311A of the Act can be found at Burberryplc.com.
31. 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

32. 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

33. 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.
34. 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

35. 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



Dr Gerry Murphy (67)
Chair

Appointed as Chair:
12 July 2018

Appointed to the Board:
17 May 2018

Nationality: Irish

Committees:

Board skills



Jonathan Akeroyd (56)
Chief Executive Officer

Appointed: 15 March 2022

Nationality: British

Board skills

Contribution to the Company and reasons for re-election

Gerry brings to the Board experience of managing business transformations and has substantial international and senior management experience. With his in-depth understanding of UK corporate governance requirements and his extensive experience in the retail sector, Gerry 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, Tate & Lyle plc
- Trustee, The Burberry Foundation

Previous Appointments

- 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
- Chair: The Blackstone Group International and partner in the firms's private equity investment unit

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, strategic development, digital and global expansion. He shares our values and our ambition to build on Burberry's unique British creative heritage, and his deep expertise and strong leadership will be 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, Menswear, Sports and Childrenswear

Committee key

Chair Remuneration Committee Nomination Committee Audit Committee

Skills key

Operational excellence Digital and media Retail, sales and marketing
 Luxury brands Environment / Sustainability Financial expertise



Orna NíChionna (67)
Senior Independent
Director

Appointed: 3 January 2018
Nationality: Irish
Committees: (R) (N)
Board skills: [Yellow] [Red] [Green]

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 designate, The Eden Trust

Previous Appointments

- Senior Independent Director: Saga plc and Royal Mail
- Non-Executive Director: Bupa, HMV, Northern Foods and 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 (56)
Independent Non-Executive
Director

Appointed: 10 March 2015
Nationality: American
Committees: (R) (N)
Board skills: [Purple] [Green] [Dark Green]

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. Through her deep engagement at the World Wildlife Fund, Fabiola also has considerable experience 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

Committee key

(O) Chair (R) Remuneration Committee (N) Nomination Committee (A) Audit Committee

Skills key

[Purple] Operational excellence [Green] Digital and media [Yellow] Retail, sales and marketing
 [Red] Luxury brands [Dark Green] Environment / Sustainability [Grey] Financial expertise



Sam Fischer (55)
Independent Non-Executive
Director

Appointed: 1 November 2019
Nationality: Australian
Committees: (R) (N)
Board skills: [Operational excellence] [Retail, sales and marketing] [Luxury brands]

Contribution to the Company and reasons for re-election

Sam has a wealth of global leadership experience, including leading iconic heritage premium brands from across the lifestyle and consumer sectors. He has a strong track record in driving business growth and a deep understanding of key Asian markets, which is a tremendous 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 Fresch (74)
Independent Non-Executive
Director

Appointed: 1 September 2017
Nationality: American
Committees: (A) (R) (N)
Board skills: [Operational excellence] [Retail, sales and marketing] [Luxury brands]

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 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.

Current Appointments

- CEO, Ron Fresch 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

Committee key

(Chair) (R) Remuneration Committee (N) Nomination Committee (A) Audit Committee

Skills key

[Operational excellence] [Digital and media] [Retail, sales and marketing]
[Luxury brands] [Environment / Sustainability] [Financial expertise]



Danuta Gray (64)
Independent Non-Executive Director

Appointed: 1 December 2021
Nationality: British
Committees: (R) (N)
Board skills: [Operational excellence] [Digital and media] [Retail, sales and marketing]

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 deep understanding of UK governance requirements make her a strong asset to our Board.

Current Appointments

- Chair, Direct Line Insurance Group PLC
- Board member, Employ Autism Development
- Chair, North SP Limited

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



Debra Lee (68)
Independent Non-Executive Director

Appointed: 1 October 2019
Nationality: American
Committees: (A) (N)
Board skills: [Operational excellence] [Digital and media] [Retail, sales and marketing]

Contribution to the Company and reasons for re-election

Debra is one of the most influential female voices in the entertainment industry and has a deep understanding of the American consumer and culture. She is the former Chairman and CEO of Black Entertainment Television, which under her leadership became the largest global provider of entertainment for the African-American audience and consumers of black culture. Debra is a passionate advocate of women and people from ethnically-diverse backgrounds.

Current Appointments

- CEO and founder, Leading Women Defined, Inc.
- Non-Executive Director, Warner Bros. Discovery, Inc., Marriott International, Inc. and The Proctor & Gamble Company

Previous Appointments

- Chairman and Chief Executive Officer, Black Entertainment Television LLC
- Non-Executive Director, Twitter, Inc. and AT&T Inc.
- Attorney, Steptoe & Johnson

Committee key

(O) Chair (R) Remuneration Committee (N) Nomination Committee (A) Audit Committee

Skills key

[Purple] Operational excellence [Green] Digital and media [Yellow] Retail, sales and marketing
[Red] Luxury brands [Dark Green] Environment / Sustainability [Grey] Financial expertise



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

Appointed: 1 January 2021
Nationality: French
Committees: (A) (N)
Board skills: [Operational excellence] [Retail, sales and marketing] [Digital and media]

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 Barry Callebaut, Antoine put sustainability at the heart of the company’s strategy, setting ambitious targets that addressed the most pertinent challenges in the chocolate supply chain. His strong understanding of sustainability and of 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 (63)
Independent Non-Executive Director

Appointed: 1 September 2022
Nationality: British
Committees: (A) (N)
Board skills: [Operational excellence] [Retail, sales and marketing] [Digital and media] [Financial expertise]

Contribution to the Company and reasons for election

Alan has a wealth of 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 4 Sustainability CFO network. His keen interest in sustainability is important to the Board in driving forward 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
- Non-Executive Director and Chair of Remuneration Committee, Reckitt Benckiser Group plc

Previous Appointments

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

Committee key

○ Chair (R) Remuneration Committee (N) Nomination Committee (A) Audit Committee

Skills key

[Purple] Operational excellence [Green] Digital and media [Yellow] Retail, sales and marketing
 [Red] Luxury brands [Dark Green] Environment / Sustainability [Grey] Financial expertise

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