



BURBERRY

Notice of Annual General Meeting 2025

Contents	Page numbers
Letter from the Chair	3
Notice of Meeting 2025	4-5
Explanatory notes	6-10
Directors' biographies	11-14

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 AGM2025@burberry.com



Key dates and times of the Annual General Meeting (the AGM)

Thursday, 10 July 2025



5:30pm Deadline for questions submitted in advance

Monday, 14 July 2025



10:30am Proxy voting closes in advance of the AGM

Wednesday, 16 July 2025



10:30am The AGM commences



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



Attending the AGM

Address of the venue: Horseferry House,
Horseferry Road, London, SW1P 2AW

Start time: Doors will open 15 minutes prior to the start of the AGM.

Venue entrance: Please enter from Dean Ryle Street



Nearest Underground stations:

St James's Park Station: Approximately 15 minutes walk

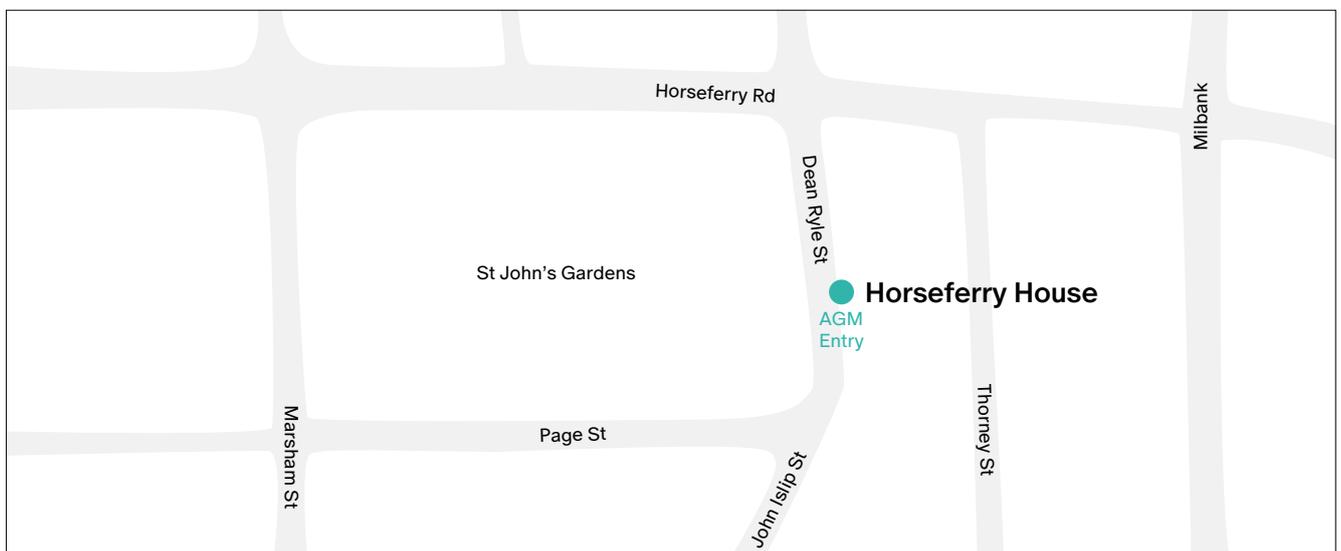
Westminster Station: Approximately 11 minutes walk

Pimlico Station: Approximately 12 minutes walk



Nearest mainline train station:

London Victoria Station: Approximately 14 minutes walk





LETTER FROM THE CHAIR



Dear Shareholder,

I am pleased to provide details of the Annual General Meeting (AGM) of Burberry Group plc (the Company), which will take place on Wednesday, 16 July 2025 at 10:30am at Horseferry House, Horseferry Road, London, SW1P 2AW.

The formal Notice of Annual General Meeting (the Notice) and the resolutions to be proposed are set out on pages 4 and 5 of this document. In line with our usual approach, each resolution will be decided by a poll. Explanatory notes for all items of business are provided on pages 6 to 7.

If you wish to submit a question ahead of the AGM, please email AGM2025@burberry.com by 5:30pm on Thursday, 10 July 2025. Further information on how to ask questions is available on page 9.

Directors

Joshua Schulman joined the Board as Chief Executive Officer (CEO) on 17 July 2024. In addition to the appointment of a new CEO, the non-executive composition of our Board has continued to evolve. In December 2024, we announced the appointment of Stella King as an independent Non-Executive Director. Stella, who joined the Board on 1 April 2025, has a wealth of luxury industry experience and a profound understanding of Asian luxury consumers thanks to more than 30 years' experience working within the Asia Pacific region.

Following the conclusion of the 2025 AGM, Fabiola Arrendondo, Antoine de Saint-Affrique and Sam Fischer will step down from the Board. On behalf of the Board, I would like to express our thanks to Fabiola, Antoine and Sam for their dedicated service and the significant contributions they have made during their tenure. We wish them continued success in their future endeavours.

Your Vote Counts

If you are unable to attend the AGM in person, on behalf of the Board I encourage you to vote in advance using one of the following methods:

1. Online

- Visit: www.shareview.co.uk
- Log in to your Shareview Portfolio
- Go to 'My Investments', click 'View', then follow the link to vote
- Follow the on-screen instructions
- Not registered? You can create a Shareview Portfolio account at www.shareview.co.uk. Please allow enough time to complete registration and authentication.

2. CREST/ Proximity

- If you are an institutional shareholder, you can submit your vote via the CREST electronic proxy appointment service (available to CREST members) or via the Proximity platform.

3. Post

- Complete a Form of Proxy
- Return it by post to our registrar

All Forms of Proxy must be received no later than 10:30am on Monday, 14 July 2025. Further details on how to vote are provided on pages 8 and 9 of this Notice. As previously explained, voting on all resolutions will be conducted by way of a poll. The results will be announced via a Regulatory Information Service and published on our website, www.burberryplc.com, as soon as reasonably practicable following the conclusion of the meeting.

Further information regarding the AGM, including how to access electronic copies of this Notice and a Form of Proxy, is available on our website at www.burberryplc.com/AGM2025.

Board Recommendations

The Board considers all resolutions set out in this Notice to be in the best interests of the Company and its shareholders. The Board believes the proposals will support the long-term success of the Company and unanimously recommends that shareholders vote in favour of each resolution. The Directors intend to vote in favour in respect of their own shareholdings.

We look forward to welcoming you to the AGM.

Yours sincerely,

Gerry Murphy

Chair

29 May 2025

NOTICE OF MEETING 2025

Notice is hereby given that the Annual General Meeting (the AGM) of the members of Burberry Group plc (the Company) will be held at Horseferry House, Horseferry Road, London, SW1P 2AW, on Wednesday, 16 July 2025 at 10:30am to consider and if thought appropriate, pass the resolutions listed below.

Resolutions 1 to 15 are proposed as ordinary resolutions.

Resolutions 16 to 19 are proposed as special resolutions.

Further details of each resolution are set out in the explanatory notes on pages 6 to 7.

Ordinary resolutions

Resolution 1

Report and Accounts

To receive the Company's Annual Report and Accounts for the year ended 29 March 2025.

Resolution 2

Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 29 March 2025 as set out in the Company's Annual Report and Accounts.

Resolution 3

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

Resolution 4

To re-elect Kate Ferry as a Director of the Company.

Resolution 5

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

Resolution 6

To re-elect Alessandra Cozzani as a Director of the Company.

Resolution 7

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

Resolution 8

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

Resolution 9

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

Resolution 10

To elect Joshua Schulman as a Director of the Company.

Resolution 11

To elect Stella King as a Director of the Company.

Resolution 12

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 13

Remuneration of auditor

To authorise the Audit Committee of the Company to determine the auditor's remuneration for the year ending 28 March 2026 on behalf of the Board.

Resolution 14

Political donations

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

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

(as such terms are defined in sections 363 to 365 of the 2006 Act) in each case during the period beginning with the date of passing this resolution until the conclusion of the Company's AGM to be held in 2026 (or, if earlier, 16 October 2026). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £25,000.

Resolution 15

Directors' authority to allot shares

That the Directors be hereby generally and unconditionally authorised under section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £59,862.

This authority shall expire at the conclusion of the Company's AGM to be held in 2026 (or, if earlier, 16 October 2026) except, that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers and enter into any agreements during the relevant period which would, or might, require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Special resolutions

Resolution 16

Directors' authority to disapply pre-emption rights

Subject to the passing of resolution 15, to authorise the Directors, in accordance with sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- i. any such allotment or sale in connection with an offer of, or invitation to apply for, equity securities by way of a pre-emptive offer (including a rights issue or open offer):
 - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal or practical problems in, or under the laws of, any territory or any other matter; and
- ii. any such allotment of equity securities or sale of treasury shares, otherwise than pursuant to a pre-emptive offer under paragraph (i.) above, up to an aggregate nominal amount of £8,979.

This authority shall expire at the conclusion of the AGM to be held in 2026 (or, if earlier 16 October 2026) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers and enter into any agreements during the relevant period which would, or might require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 17

Additional disapplication of pre-emption rights

Subject to the passing of resolution 15, and in addition to any authority granted under resolution 16, to authorise the Directors, in accordance with section 570 of the 2006 Act, to allot equity securities wholly for cash, including a sale of treasury shares, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £8,979 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

This authority shall expire at the conclusion of the Company's AGM to be held in 2026 (or, if earlier, 16 October 2026) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers or enter into any agreements during the relevant period which would, or might, require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 18

Authority to purchase own shares

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

- i. the maximum number of ordinary shares which may be purchased is 35,917,000 being just under 10% of the Company's issued share capital as at 13 May 2025;
- 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 2026 (or, if earlier, 16 October 2026) (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 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

29 May 2025

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

Registered number: 03458224
Registered in England and Wales

EXPLANATORY NOTES

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

Resolutions 1 to 15 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 16 to 19 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.

Ordinary resolutions

Resolution 1

Report and Accounts

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

Resolution 2

Directors' Remuneration Report

This resolution is the annual resolution inviting shareholders to vote on the Directors' Remuneration Report which can be found on pages 136 to 157 of the Company's 2024/25 Annual Report and Accounts and sets out details of payments made to Directors for the financial year ended 29 March 2025. The Directors must include specific information within the Directors' Remuneration Report in accordance with relevant regulations. This vote is advisory only. A summary of the key elements of the Directors' Remuneration Policy (the Policy) can be found on page 140 of the Company's 2024/25 Annual Report and Accounts and at Burberrypc.com. At the 2023 AGM, the Company presented the detailed Policy to shareholders for approval by a vote which was binding on the Company. Shareholders voted 91.02% in favour of the Policy and approval remains effective for a period of three years. The Company is able to make payments only within the limits the Policy allows, until such time that an amended Policy is approved by shareholders. The detailed Policy is set out in the Company's 2022/23 Annual Report on pages 212 to 225 and is published at Burberrypc.com.

Resolutions 3 to 11

Election and re-election of Directors

In compliance with the UK Corporate Governance Code all Directors will retire at the AGM and will offer themselves for election or re-election as appropriate, with the exception of Fabiola Arrendondo, Antoine de Saint-Affrique and Sam Fischer, who will retire from the Board at the conclusion of the AGM.

All the Non-Executive Directors have been subject to rigorous review and are considered to be independent, with the exception of the Chair who was considered to be independent on appointment. The Board is satisfied that each of the Directors standing for election and re-election continues to perform effectively, displays relevant skills and knowledge and demonstrates commitment to their role and to the long-term success of the Company whilst having regard to wider stakeholder interests. More information on the evaluation of Directors' time commitments and independence can be found on pages 120 and 125 of the Company's 2024/25 Annual Report and Accounts.

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 11 to 14 of this Notice and at Burberrypc.com.

Resolutions 12 and 13

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 on behalf of the Board.

Resolution 14

Political donations

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

Resolution 15

Authority to allot shares

Resolution 15 would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into ordinary shares) up to an aggregate nominal amount equal to £59,862 (representing 119,725,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 13 May 2025, 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 13 May 2025, the Company held 4,639,220 shares in treasury representing 1.28% of the total ordinary share capital in issue (excluding treasury shares).

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

The authority sought under resolution 15 will expire at the conclusion of the AGM to be held in 2026 (or, if earlier, 16 October 2026).

Special resolutions

Resolutions 16 and 17

Authorities to disapply pre-emption rights

Resolutions 16 and 17 would give the Directors the power to allot equity securities, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing holdings.

The authorities will expire at the conclusion of the next AGM (or, if earlier, 16 October 2026). A renewal of these authorities is intended to be proposed at each subsequent AGM.

General disapplication of pre-emption rights

The power set out in resolution 16 would be limited to:

- (a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Directors otherwise consider necessary; and
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £8,979 (representing 17,958,000 ordinary shares). This amount represents approximately 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.94% of the total issued ordinary share capital of the Company including treasury shares as at 13 May 2025, being the latest practicable date prior to publication of this Notice.

Additional disapplication of pre-emption rights

Resolution 17 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and specified capital investments as contemplated by the Pre-Emption Group's Statement of Principles 2022. The power under resolution 17 is in addition to that proposed by resolution 16 and would be limited to allotments or sales up to an aggregate nominal amount of £8,979 (representing 17,958,000 ordinary shares). This amount represents approximately 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.94% of the total issued ordinary share capital of the Company including treasury shares as at 13 May 2025, being the latest practicable date prior to publication of this Notice.

The limits in resolutions 16 and 17 are within those set out in the Pre-Emption Group's Statement of Principles 2022. In respect of the authorities sought under resolutions 16 and 17, the Directors acknowledge the increased limits set out in the Pre-Emption Group's Statement of Principles 2022. However, at this time as last year, the Directors consider it appropriate to set limits of 5% of the issued ordinary share capital of the Company in respect of resolution 16 and 5% of the issued ordinary share capital of the Company in respect of resolution 17 and have not adopted the increased limits of 10% for each resolution set out in the Pre-Emption Group's most recent Statement of Principles, nor do the resolutions specifically provide for follow-on offers. The Directors will keep emerging market practice under review but consider the limits of 5% for each resolution provide sufficient flexibility to the Company at present.

The Directors have no current intention of exercising the powers sought by resolutions 16 or 17 but consider the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue having made appropriate exclusions or arrangements to address such difficulties. In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non-pre-emptive basis. If the powers sought by resolutions 16 or 17 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

Resolution 18

Purchase of own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 35,917,000 ordinary shares, being just under 10% of the issued share capital (excluding treasury shares) as at 13 May 2025 and specifies the minimum and maximum prices at which the ordinary shares may be bought.

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

The total number of awards and options to subscribe for ordinary shares outstanding as at 13 May 2025 (being the latest practicable date prior to the publication of this Notice), was 6,001,228 representing approximately 1.67% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 16 July 2024 (to the extent not already utilised) and the authority being sought under this resolution were utilised in full, the issued share capital would be reduced by an equivalent amount and the outstanding awards and options would represent approximately 2.09% of the issued share capital as at 13 May 2025. No warrants over ordinary shares in the capital of the Company were in existence as at 13 May 2025.

This authority will expire at the conclusion of the AGM to be held in 2026 (or, if earlier, 16 October 2026).

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. In accordance with the 2006 Act the notice period required for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, (AGMs will continue to be held on at least 21 clear days' notice).

The Company would like to preserve its ability to call general meetings (other than the AGM) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next AGM to be held in 2026 (or, if earlier, 16 October 2026).

Entitlement to attend and vote

1. Who can attend

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 14 July 2025 (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. Admission requirements

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

3. Security and conduct

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. Recording of the AGM is not permitted. Behaviour which may interfere with the orderly conduct of the meeting, or anyone's safety and comfort will not be tolerated, and will be handled in a way that the Chair considers appropriate. Any person who causes the proceedings of the meeting to become disorderly may be removed from the meeting.

4. Poll Cards

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. Door opening

Doors to the AGM will open at 10:15am.

6. Voting

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 registrar, Equiniti, on 0371 384 2030 if calling from the UK. Please dial +44 (0)371 384 2030 if calling from outside the UK. Lines are open from 8:30am to 5:30pm Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Appointment of proxies

7. Appointing a proxy

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. Multiple proxies

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. Form of Proxy

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 2030. Lines are open 8:30am to 5:30pm, Monday to Friday (excluding public holidays in England and Wales). Please dial +44 (0)371 384 2030 if calling from outside the UK.

10. Submitting a Form of Proxy

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 14 July 2025. Please send the completed Form of Proxy using one of the methods listed below:

- by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
- online by visiting www.shareview.co.uk and logging into your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

Shareholders can also download a blank Form of Proxy from the investor section of the Company's website at Burberryplc.com/AGM2025.

11. Form of Proxy for a company

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. Additional documents

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. Shareholder attendance

The return of a completed Form of Proxy, or other such instrument, or CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person, if they wish to do so.

14. Voting instructions

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. Joint holding

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. Validity of proxy submission

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 appointment procedure

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. CREST instruction requirements and deadline

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 14 July 2025. 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 system limitations and responsibilities

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. Invalid CREST Proxy Instruction conditions

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. Electronic proxy appointment for institutional investors

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:30am on Monday 14 July 2025 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. Rights of nominated persons

Any person to whom this Notice is sent, who is a person nominated under section 146 of the 2006 Act to enjoy information rights 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. Exclusion for nominated persons

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. Corporate representatives appointment rights

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. Submission via email

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 AGM2025@burberry.com to be received no later than 5:30pm on 10 July 2025. 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. Responding to queries

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. Contact us

Members may direct any follow up questions on answers given to a question at the AGM to AGM2025@burberry.com.

Statement of rights under s338 and s338A of the 2006 Act

28. Shareholders' right to propose matters to consider

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

Share capital

29. Issued share capital and total voting rights

As at 13 May 2025 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (including 4,639,220 ordinary shares held in treasury) consisted of 363,816,314 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 13 May 2025 was 359,177,094.

Audit related statement

30. Shareholders' rights

Under section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company at no expense to publish on a website a statement setting out any matter relating to:

- i. the audit of the Company's accounts for the year ended 29 March 2025 (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.

31. Process for website disclosure

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

Information available on the website

32. The Notice and other information

A copy of this Notice and other information required by section 311A of the 2006 Act can be found at [Burberryplc.com](https://www.burberryplc.com).

33. Online news alerts

Members can stay up to date with the Company news by subscribing to news alerts at <https://www.burberryplc.com/alerts>

Documents available for inspection

34. Directors' contracts

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

35. Opting for electronic shareholder documentation

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.

36. Restriction on use of electronic addresses

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

37. Privacy policy for shareholder data

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 our Shareholder Privacy Notice which is available on our website at <https://www.burberryplc.com/investors/shareholder-centre/shareholder-privacy-notice>

BOARD OF DIRECTORS

Committee key

- C Chair

- A Audit Committee

- N Nomination Committee

- R Remuneration Committee

Skills key

- Retail/sales and marketing

- Financial expertise

- Luxury fashion

- Operational excellence/general management

- Digital and media

- Regional markets (China and Asia Pacific/Americas)

- Luxury brands (excluding fashion)

- Sustainability



Dr Gerry Murphy (69)
Chair C

Appointed as Chair: 12 July 2018

Appointed: 17 May 2018

Nationality: Irish/British

Board skills:

Key skills and experience

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

Current appointments

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

Previous appointments

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



Joshua Schulman (53)
Chief Executive Officer

Appointed: 17 July 2024

Nationality: American

Board skills:

Key skills and experience

Joshua is an accomplished Chief Executive Officer who has held a number of CEO and senior executive roles at global luxury, fashion, and retail businesses. His extensive retail industry experience spans over 30 years across merchandising, wholesale and brand management in the US, Europe and Asia, with a strong track record of delivering brand transformations and driving growth globally. Joshua shares the Board's ambition to build on Burberry's unique British heritage to deliver growth and unlock the brand's full potential.

Current appointments

- Trustee and Director of the Elton John AIDS Foundation

Previous appointments

- CEO: Michael Kors, Coach, Jimmy Choo
- President: Bergdorf Goodman & NMG International
- Non-Executive Director: Farrow & Ball
- Senior executive roles: Yves Saint Laurent, Gucci

Committee key

- Chair
- Ⓐ Audit Committee
- ⒩ Nomination Committee
- Ⓓ Remuneration Committee

Skills key

- Retail/sales and marketing
- Financial expertise
- Luxury fashion
- Operational excellence/general management
- Digital and media
- Regional markets (China and Asia Pacific/Americas)
- Luxury brands (excluding fashion)
- Sustainability



Kate Ferry (52)
Chief Financial Officer

Appointed: 17 July 2023

Nationality: British

Board skills: ■■■

Key skills and experience

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

Current appointments

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

Previous appointments

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



Orna NíChionna (69)
Senior Independent Director ⒩ Ⓓ

Appointed: 3 January 2018

Nationality: Irish

Board skills: ■■■■

Key skills and experience

Orna is a highly experienced Non-Executive Director and brings extensive international business knowledge, particularly in the consumer and retail sectors. She has a passion for sustainability as demonstrated through her role as Chair of The Eden Trust.

Having co-led the European Retail Practice at McKinsey & Company and subsequently held a number of advisory roles across retail and luxury goods businesses, she has a deep understanding of retail strategy, transformations and operating efficiency.

Current appointments

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

Previous appointments

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



Alessandra Cozzani (62)
Independent Non-Executive
Director **A N**

Appointed: 1 September 2023

Nationality: Italian

Board skills: ■■■■

Key skills and experience

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

Current appointments

- Executive Director, Esselunga SpA (Italian grocer)

Previous appointments

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



Ron Frasc (76)
Independent Non-Executive
Director **A N R**

Appointed: 1 September 2017

Nationality: American

Board skills: ■■■■

Key skills and experience

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

Current appointments

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

Previous appointments

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



Danuta Gray (66)
Independent Non-Executive
Director **R A N**

Appointed: 1 December 2021

Nationality: British

Board skills: ■■

Key skills and experience

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

Current appointments

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

Previous appointments

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

Committee key

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

Skills key

- Retail/sales and marketing
- Financial expertise
- Luxury fashion
- Operational excellence/general management
- Digital and media
- Regional markets (China and Asia Pacific/Americas)
- Luxury brands (excluding fashion)
- Sustainability



Stella King (52)
Independent Non-Executive
Director **N**

Appointed: 1 April 2025

Nationality: Italian

Board skills: ■■■■

Key skills and experience

Stella brings a wealth of luxury industry experience and a deep understanding of Asian consumers, having worked in the Asia Pacific region for more than 30 years. As Chief Chinese Business Officer for Moncler, Stella was responsible for developing strategies to meet the needs of Chinese consumers all over the world. Prior to this role, Stella was President, Asia Pacific for Moncler where she played a pivotal role in driving growth in the region.

Current appointments

- Senior Advisor, Fountainvest Advisor Limited

Previous appointments

- Chief Chinese Business Officer, Moncler
- President Asia Pacific, Moncler
- President Asia Pacific, Sergio Rossi
- Non-Executive Director, Stone Island (part of the Moncler Group)



Alan Stewart (65)
Independent Non-Executive
Director **A N R**

Appointed: 1 September 2022

Nationality: British

Board skills: ■■■■

Key skills and experience

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

Current appointments

- Non-Executive Director and Chair of Audit & Risk Committee, Haleon plc

Previous appointments

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

