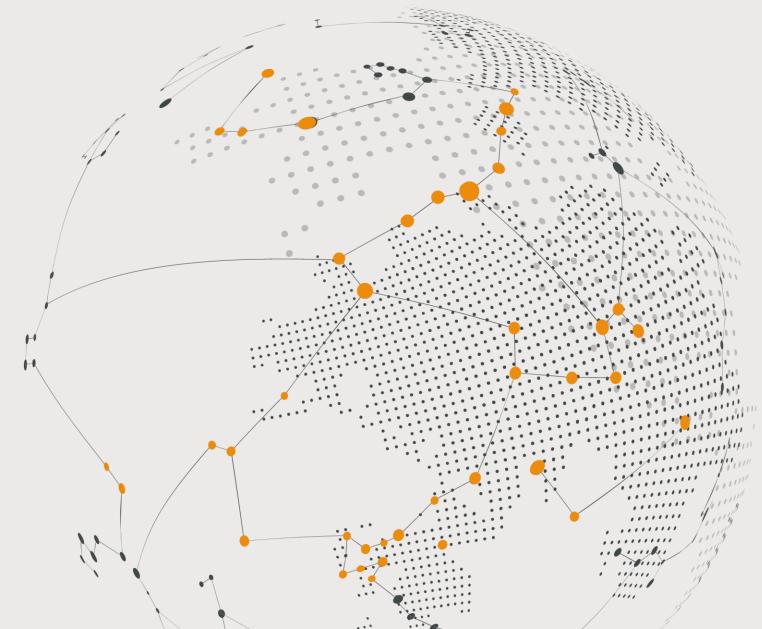
Going hybrid: Practical session for your

next AGM

CSSA 2019





## **An Introduction**

- Lumi is the global market leader in the provision of registration, voting and Q&A technology for Annual General Meetings of Shareholders for Companies (whether listed or non-listed), Associations, Legislative Bodies, Membership Organizations and Partnerships as well as Events more generally
- Proprietary, patented technology enables the registration, live polling, Q&A and reporting for AGM or similar meetings.
- Lumi holds a dominant market position and is highly differentiated in the majority of markets where it is active as an experienced local serviceoriented, technology-enabled meetings business.
- 80 people in 11 countries across EMEA, APAC and North America.













































SSE Bank of Cyprus



















nationalgrid



GROUP



























































# **Global Team**



сео Richard Taylor



сғо Rahul Shah



смо Kerry Leighton-Bailey



Canada Andre Cinq-Mars



Belgium Rita Baeyens



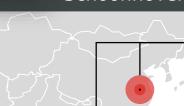
The Netherlands
Frank
Schoonhoven



Product Director
Steve Longley



The Americas Simon Bryan



Asia Merion Trask



Australia Oliver Bampfield



Pete Fowler

UK



France
François
Lenormand



Middle East Yousef Qaren



South Africa Andrej Vladar

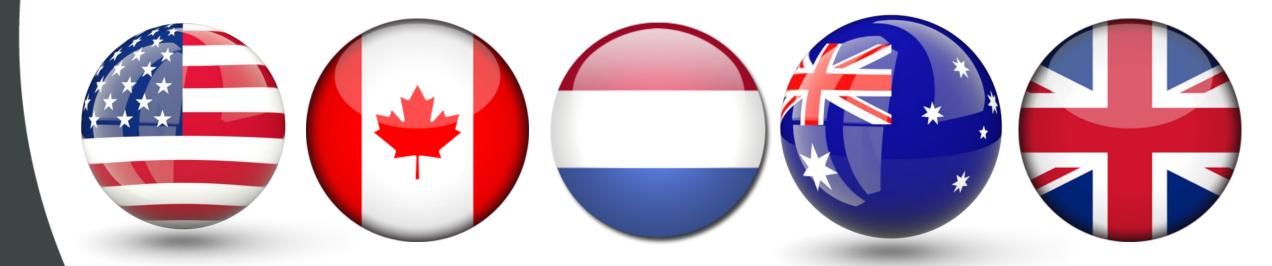


# **Global Trends**



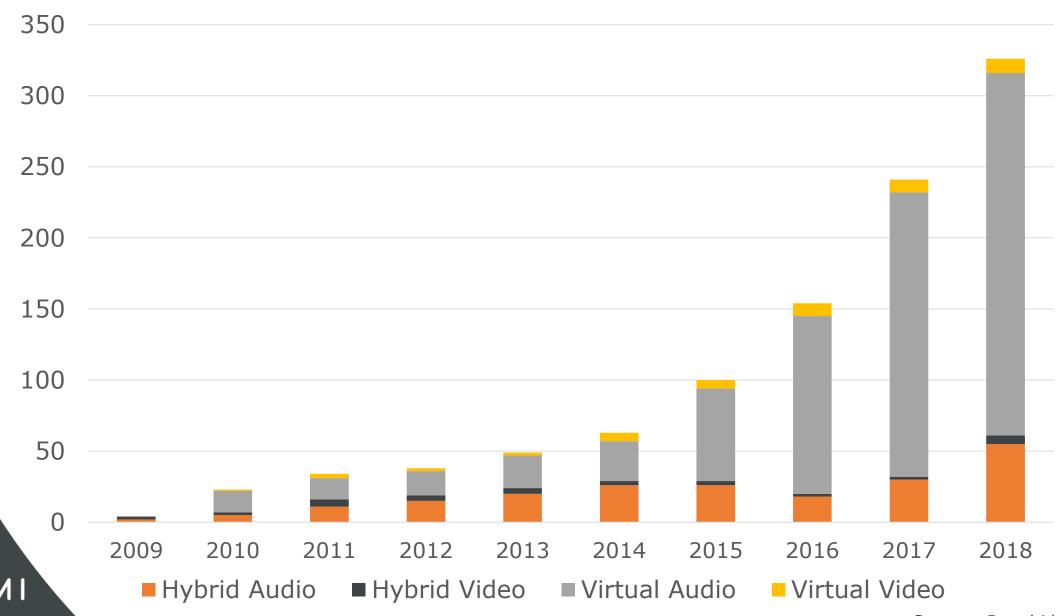


# **Trends**





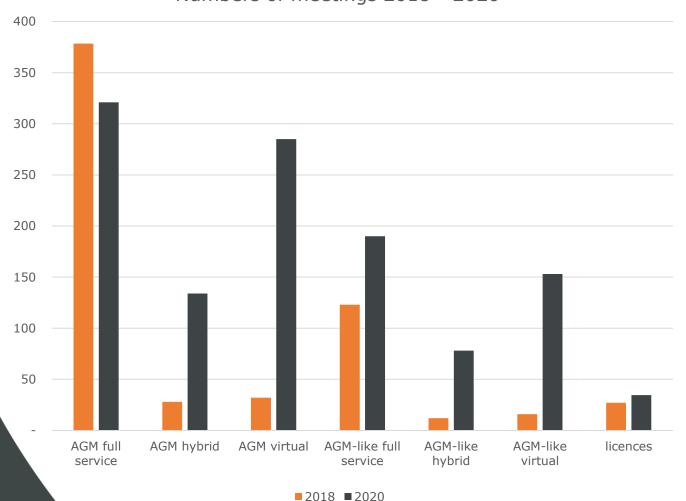
# The Growth of Hybrid and Virtual



Source: Broadridge, Lumi

# The Growth of Hybrid and Virtual





- In Room Mobile Meetings (shareholder voting with own devices)
- Virtual Meetings (entirely cloud based with remote attendance)
- Hybrid Meetings (remote mobile and in room keypads)
- Proxy or pre-voting (premeeting voting can be open for months)



# Why change?



# Why move beyond an in-room only meeting?

- A physical, in-room only meeting is the least inclusive, and least capable option for engaging with a representative shareholder base
- Not only does a hybrid or virtual solution preserve shareholder engagement, it can also enhance it
- There is also a likely reduction in costs and logistical implications compared to a solely in-room only meeting
- Global trends an expectation
- A mobile solution provides richer shareholder communication tool in an environment which facilitates greater information, communication, proxy and live ballots
- Lumi facilitated the UK's first electronic AGM held by a listed company, Jimmy Choo, and more recently, the UK's first hybrid AGM held by a listed PLC, Marks and Spencer



# Peter Harf, Chairman of Jimmy Choo PLC stated:

"

"We are very pleased with the outcome of this process, which achieved its aim of broadening shareholder access to our AGM in the most convenient way possible. This was in good part due to our registrars and their innovative approach to modernising the traditional AGM."

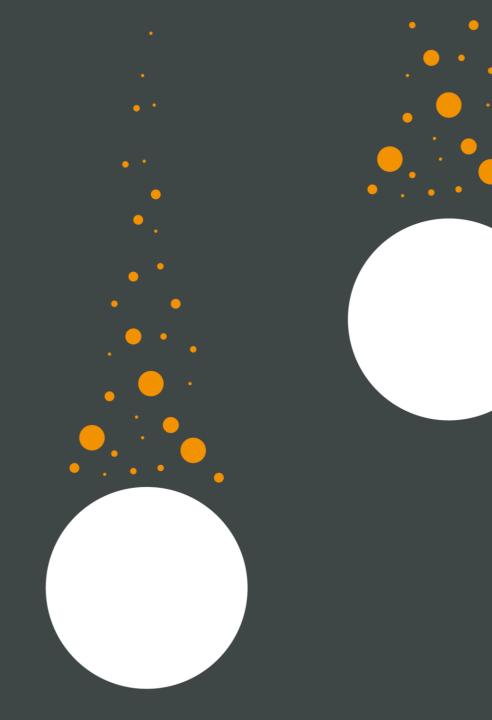


# The Corporate Governance Case for Hybrid

- Any authorized shareholder can participate
- Guests have the ability to attend
- Less margin for error
- Engage with a wider audience Promote long-term shareholder retention
- Transparent voting process, seamless voting audit trail
- Vote Confirmation
- Dematerialisation



# **Challenges?**







# **Audited and Certified**



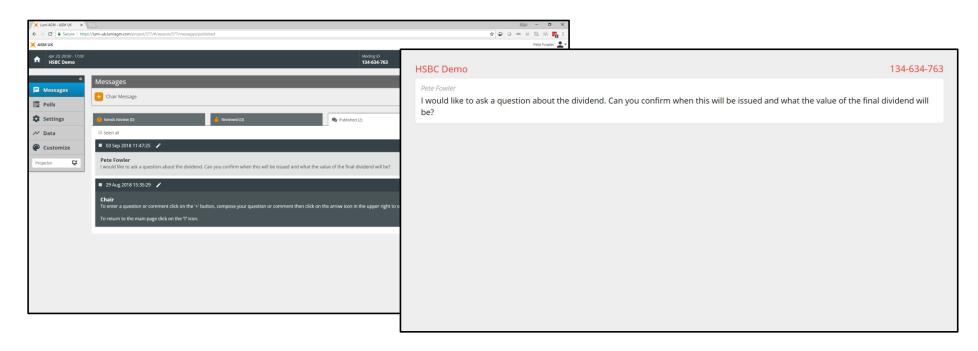




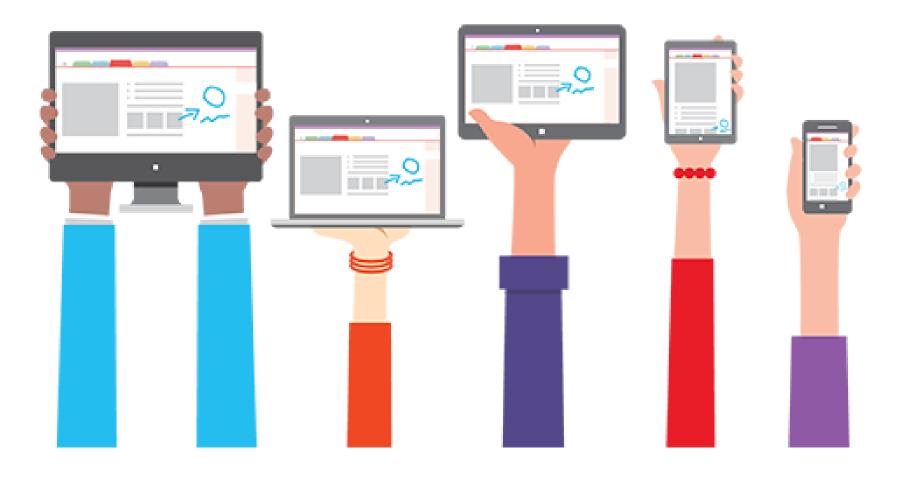


# **Message Moderation**

- Messages that you would like your board to answer can be sent to the 'Reviewed' folder.
- A screen can then be provided to your Chair who will then have sight of a very simple screen that shows a list of questions that require answering. Once the questions have been answered, they will then disappear from the screen.

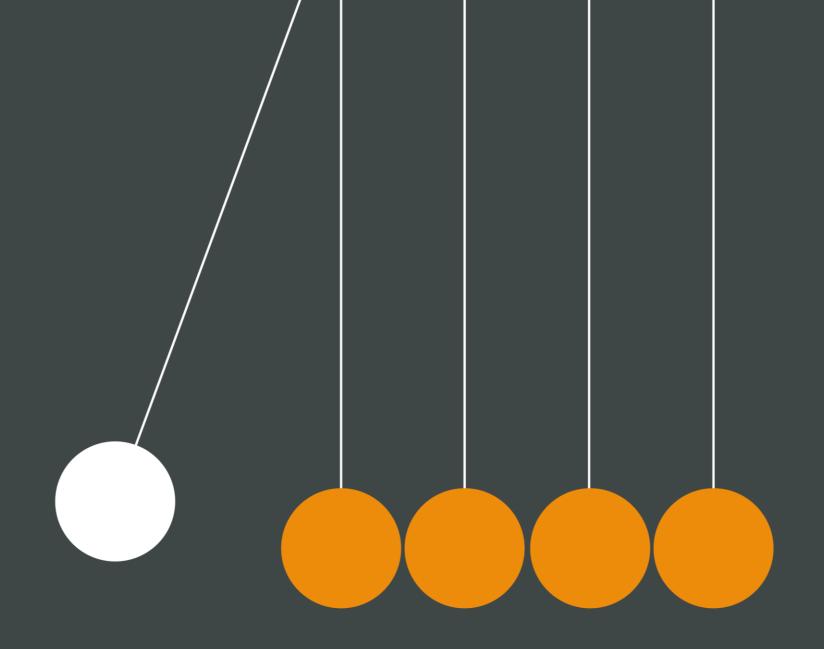








# How?





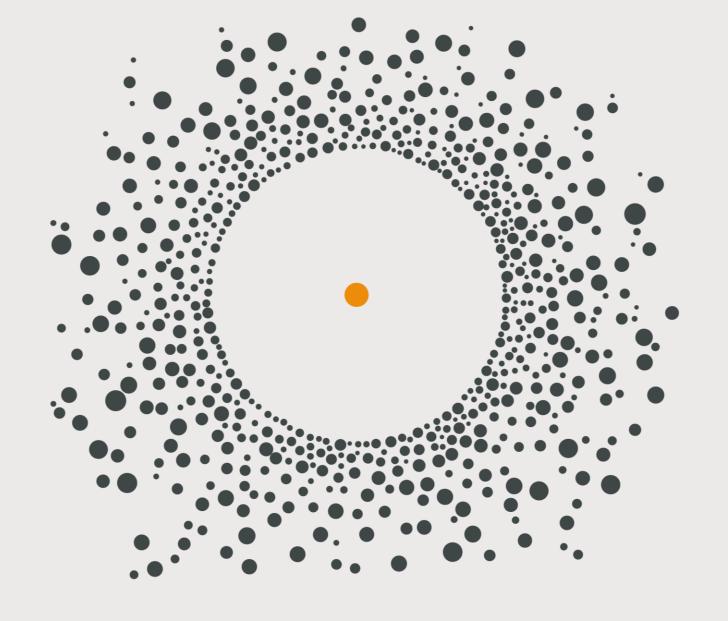
# **Implementation**

- Check legal and regulatory compliance
- Companies should review their constitutional documents and amend as necessary, to enable the use of hybrid meetings. Some organisations have also consulted major shareholders, or trialled the technology within an in-room meeting
- Engage relevant service providers to set up, and handle the hybrid meeting.
   This is particularly crucial around the interface between the physical meeting and the online platform on the day of the meeting
- Planning and preparation is key, particularly around the creation of detailed shareholder guidance both in the notice of meeting, and in the meeting itself
- Hold a rigorous rehearsal for all those involved, particularly the Chairman, including comprehensive scenario planning
- Ensure you have reliable, authenticated ID verification mechanisms, to identify remote shareholders logging in and voting



# N&S

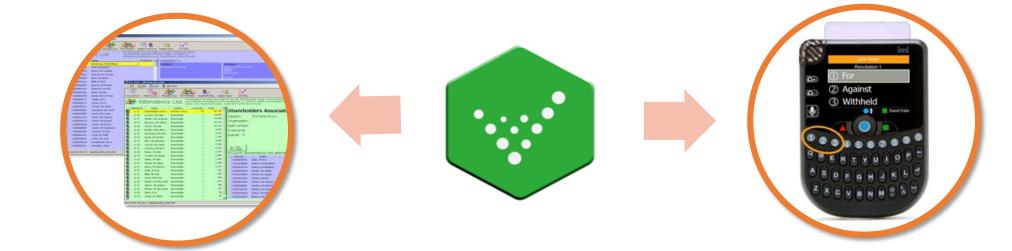
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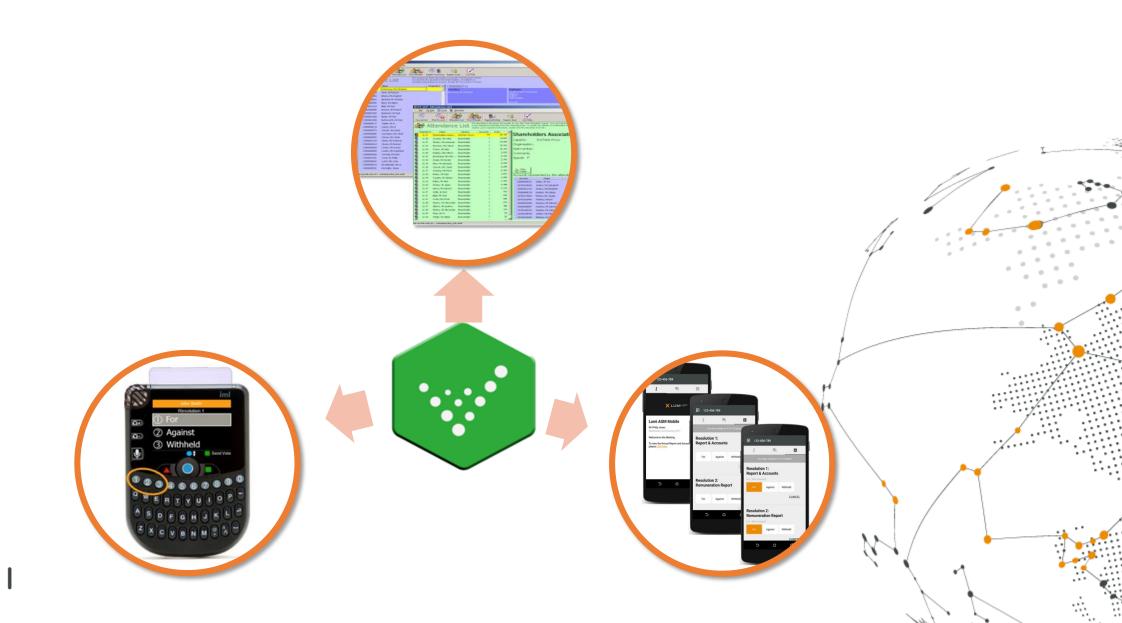
# **Current Setup**

- Very well attended meeting large retail shareholder representation
- Wembley Stadium venue
- Current use of electronic voting devices
- 1,000 people attend





# Lumi AGM – A digital first approach



# **Preparation**

- Involve Group Comms, Head of IR, Company Secretary team
- Notice of Meeting
- Incorporate existing webcasting
- Script
- Q&A management



# M&S Notice of Meeting - 2019

### AGM LOCATION CONTINUED

### TRAVEL FROM THE STATION TO THE VENUE

Following feedback from previous year's meetings we have looked again at the shareholder journey from the station to the venue. Unfortunately, due to location restrictions, we are unable to offer support from the station and you will be required to make your own way to the venue. Please be advised that this is at least a 10-minute walk. If you are unable to make this unassisted, please do ensure that you have arranged alternative transport. There is a car park available to shareholders (parking fees apply), and taxis are permitted to drop off in front of the venue.

### TIMINGS 9.30am

### Date: Tuesday 9 July 2019

Doors open registration begins, Question Desk opens in the Bobby Moore Room on level 1. Tea and coffee available.

10.15am Doors to the Great Hall open Please make your way to the Great Hall on level 3 where hosts will direct you to your seats.

AGM begins. (approximately) AGM closes. The results of the poll will be released to the London Stock Exchange once collated.

### ADMISSION

Admission will be through the Club Wembley main entrance on Level B2 (see map opposite). Please plan to arrive before 10.30am to allow enough time for registration and security clearance, bringing your attendance card with you.

The attendance card is either attached to your proxy form or Notice of Availability, or, for those registered for electronic communications is attached to the email you will have received. This will help us to register you more swiftly.

### SHAREHOLDERS WITH DISABILITIES

Wembley Stadium is easily accessible by wheelchair users and has lift access inside. There will also be an assisted hearing Ioon system in the Creat Hall For further information on the facilities at the venue. please call Wembley Stadium direct on: 020 8795 9748 or 020 8795 9660

### SECURITY

Security measures will be in place to ensure your safety. Please note that bag searches will be in operation and any items deemed inappropriate will be removed and stored until the end of the event. It is highly unlikely, but should it be required, body searches may also be in operation. Flash photography is not allowed at the ACM.

### TRANSPORT

Wemblev Stadium is well served by numerous nublic transport links In line with our Plan A commitments we recommend that shareholders use these to travel to the meeting if possible

### London Underground and Main Line Railway Stations Wembley Stadium is served by three stations:

- Wembley Park (600m walk) -Jubilee and Metropolitan lines. There is only one lift to street level at this station, so please allow sufficient time to make your way to the venue.
- Wembley Stadium (750m walk) on the Chiltern Main Line, linking London Marylebone and the Midlands, Oxfordshire and Buckinghamshire.
- Wembley Central (2km walk) -Bakerloo line and London Overground. Bus routes 83.92 and 182 run towards Wemblev Stadium from stop CM.

For further information regarding your journey, please contact Transport for London travel information on 0343 222 1234, or visit tfl.gov.uk

For those who wish to travel to the AGM by car, there is parking available in the Yellow Car Park. The location of the car park is indicated on the map opposite. Parking is operated by APCOA and payment for spaces can be made at the 'pay on foot' machines within the car park. The postcode is HA9 0EG.

### ELECTRONIC MEETING

For the 2019 ACM, M&S is for the first time enabling shareholders to attend and participate in the meeting electronically. should they wish to do so. This can be done by either downloading the dedicated "Lumi AGM" app or by accessing the ACM website, http://web.lumiagm.com

### DOWNLOADING THE AGM APP

To access the ACM you will need to download the latest version of the dedicated ACM App, called "Lumi ACM", onto your smartphone from the Google Play Store™ or the Apple\* App Store. We recommend that you do this in advance of the meeting date. Please note that the ann is not compatible with older devices operating Android 4.4 (and below) or iOS 9

### ACCESSING THE AGM WEBSITE

Lumi AGM can also be accessed online using most well-known internet browsers such as Internet Explorer (versions 10 and Chrome Firefox and Safari on a PC. laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the ACM using this method, please go to https://web.lumiagm.com on the day.

### Logging In

On accessing either the app or ACM website, you will be asked to enter a Meeting ID which is 104-982-087. You will then be prompted to enter your unique username and password. These can be found printed on your Company Secretary's letter Access to the meeting via the app or website will be available from 9.30 a.m. on 9 July 2019; however, please note that your ability to vote will not be enabled until the Chairman formally opens the meeting at 11am.

After the resolutions have been proposed voting options will appear on the screen. Press or click the option that corresponds with the way in which you wish to vote. "For". "Against" or "Abstain" Once you have selected your choice, you will see a message on your screen confirming that your vote has been received. If you make a mistake or wish to change your voting instruction, simply press or click the correct choice until the poll is closed on that resolution. If you wish to cancel your "live" vote, please press "Cancel".

Please note that an active internet connection is required in order to successfully cast your vote when the Chairman commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.

The process of asking questions, voting and accessing the ACM presentation will be further explained by the Chairman during

### Duly appointed proxies and corporate representatives

Please contact the Company's registrar before 10.00am on 9 July 2019 on 0345 609 0810 or +44 121 415 7071 if you are calling from outside the UK for your unique username and password.

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales)

Shareholders should note that electronic entry to the ACM will open at 10.30am on 9 July 2019.

NOTICE OF ANNUAL GENERAL MEETING 2019

### MARKS AND SPENCER GROUP PLC

### ONLINE USER GUIDE TO THE ELECTRONIC 2019 ANNUAL GENERAL MEETING

### ONLINE (MOBILE) USER GUIDE





→ Open the Lumi AGMapp

and you will be prompted

to enter the Meeting ID.

to log in to the app

will appear.

If a shareholder attempts

before the meeting is live.

a pop-up dialogue box

\* After 09.30am on 9 July 2019







After entering the Meeting ID. you will be prompted to entervourunique username and password



When successfully authenticated a shareholder will be taken to the Home Screen



To view the meeting presentation expand the "Broadcast Panel" located at the bottom of your device This can be minimised by pressing

the same button.





- → When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.
- → Scroll through the list to view all resolutions.



- → For each resolution, press the choice corresponding with the way in which you wish to vote.
- When selected a confirmation message will appear.





choice which will override your previous selection.

To cancel your vote. press Cancel



- > If you would like to ask a question, select the messaging icon.
- Type your message within the chat box at the bottom of the messaging screen.
- Once you are happy with your message click the send button.



# M&S Proxy Form - 2019

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|--|--|--|--|--|--|--|--|--------------------|---|-------------------------|--|
|  |  | To view our Board biographies and the full<br>Notice of Meeting go to the developeds section of<br>marksandspencer.com/annualreport2019<br>and follow the links.   |  |  |  |  |  |                    | of  |                         |  |
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| OTE YOUR SHARES A  |  |  |  |  |  |  |  |                    | Section 10  |                         |  |
| you would like to vote at the ACM, but<br>n your behalf. There are two ways of do  | you are unabli<br>oing this: 1) vot  | e to att<br>e onlin  | end t  | ne meetin<br>) complete  | g, you can<br>and return   | the Proxy v  | oting form belo  | w.                 | mee   | ting                    |  |
| VOTE ONLINE AT SHA   | REVOTE   | .co  | UK   | - you can  | even do th   | is on your sn  | nartphone.   |                    |   |                         |  |
| Voting ID  | Task ID  |  |  |  |  | Shareholder reference N  |  |                    | lo.   |                         |  |
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### ANNUAL GENERAL MEETING ATTENDANCE CARD

### DIRECTIONS

### **Bus and Tube**

Wembley Stadium can be accessed via the Jubilee and Metropolitan lines at Wembley Park Station. The Bakerloo line and London Overground serve Wembley Central Station and Bus routes 83, 92 and 182 run towards Wembley Stadium from stop CM.

### Main line railway station

Wembley Stadium Station (Chiltern Railways).

Further details regarding transport are included in the Notice of Meeting.

### OTHER INFORMATION

### Security

Standard security measures will be in place to ensure your safety. Please note that bag searches will be in operation, and any items deemed inappropriate will be removed and stored until the end of the event. Flash photography is not allowed at the ACM.

### Shareholders with disabilities

Wernbley Stadium is easily accessible by wheelchair users and has lift access inside. The Creat Hall is also covered with an assisted hearing system; handsets will be available from the Customer Services Desk.

### General

Shareholders are advised that unless otherwise provided, the telephone numbers, website and email addresses set out in this document are not to be used for the purpose of serving information or documents on the Company (including the service of documents or information relating to proceedings at the Company's ACM).

### NOTES FOR VOTING

If you cannot attend the ACM, but wish to vote on the resolutions, you are entitled to appoint someone else as a "Proxy." A Proxy need not be a member of the Company and can exercise all or any of your rights to attend, speak and vote at the meeting. A Proxy must vote as you have instructed.

A Proxy will vote at his or her discretion or abstain from voting, as he or she sees fit, on any resolution on which you do not give a specific instruction and, unless instructed otherwise, on any other business (including amendments to resolutions) which may properly come before the meeting.

This form constitutes a Form of Appointment of Proxy and enables you to cast votes attaching to your Marks and Spencer Croup plc shares.

The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and is not counted in the calculation of the votes 'for' and 'against' a resolution.

This form assumes you wish to vote all of your shares in the same way. To vote only part of your holding or to vote some shares one way and some another, please contact the shareholder helpline on 0345 609 0810 or +44 121 415 7071 from outside the UK. Lines open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holdidays in England and Wales).

### HYBRID ACM

For the 2019 ACM, M&S is for the first time enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. The app's user guide can be found on page 157 of the Notice of Meeting and the Meeting ID, Unique Username and Password can all be found on the Company Secretary's letter.

Business Reply Plus Licence Number RSRH-JSEC-XSZA

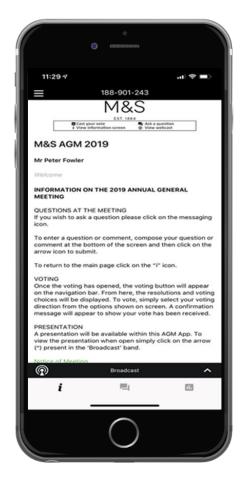
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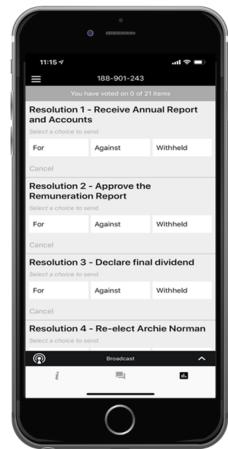




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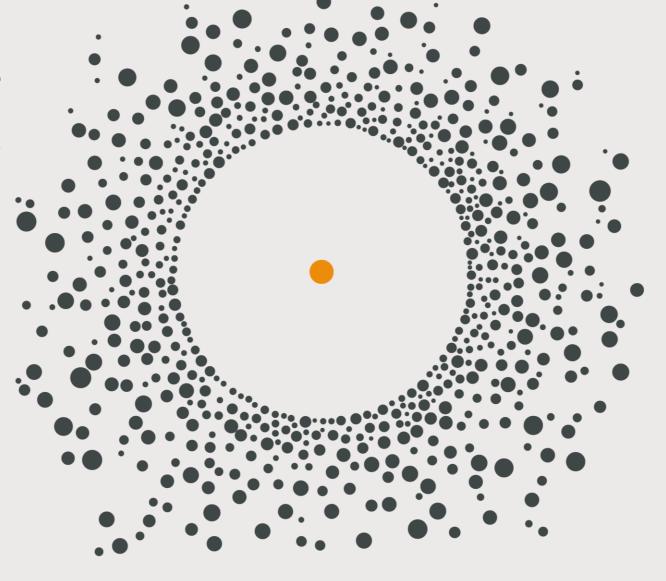
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|--------|------|--|-----------|-------------|-------------|-----------|--------------|------------|----------------|-------------|------------|---------------|----------------|----------|------|
|        |      |  |           |             |             |           |              |            | Q              |             |            |               |                |          |      |
| S 2019 | 2003 | 2004   | 2005      | 2006        | 2007        | 2008      | 2009         | 2010       | 2011           | 2012        | 2013       | 2014          | 2015           | 2016     | 2017 |
|        |      | What is M&S doing to incentivise healthy eating and disincentivise the purchase of foods high in calories and sugar?   |           |             |             |           |              |            |                |             |            |               |                |          |      |
|        |      | I'm a regular Ocado customer and see the partnership with M&S as a great step forward. Will the Board bring forward a plan with Ocado that will make us promote your commitment to the environment and ethical standards: avoiding plastic, increasing vegetarian and vegan options and reduce food miles? |           |             |             |           |              |            |                |             |            |               |                |          |      |
|        |      | How can sizing and availability of basic merchandise be improved? Being able to buy online is not the answer.  |           |             |             |           |              |            |                |             |            |               |                |          |      |
|        |      | What is being done to address the ongoing poor performance of ladies wear in particular and who is being held to account for that poor performance?  |           |             |             |           |              |            |                |             |            |               |                |          |      |
|        |      | As Julian F  |           |             |             |           |              |            |                |             |            |               | y with         | <b>~</b> |      |
|        |      | When the j   |           |             |             |           | tional, will | M&S deliv  | eries be m     | ade using   | plastic ca | rrier bags, o | or is there    | <b>~</b> |      |
|        |      | Why is the la  | dies depa | rtment of 2 | Zara at Ker | sington l | High Street  | positively | buzzing c      | ompared t   | o M&S wh   | no are very   | quiet?         | ~        |      |





# **icsa**

The Institute of Chartered Secretaries & Administrators







### **Notice of Annual General Meeting**

Notice is hereby given that the 2019 Annual General Meeting of The Institute of Chartered Secretaries and Administrators (The Institute) will be held at 18.00hrs (local time) on Tuesday, 1 October 2019 at the Regatta Room D of the Pullman Hotel, Corner of Waterloo Quadrant and Princes Street, Auckland, New Zealand to transact the following business:

- To receive and consider the report of the Council on the business of the Institute for the year ended 30 June 2019 as set out in Appendix A to this notice.
- 2. To receive comprehensive financial statements of the Institute for the year ended 30 June 2019 as set out in Appendix B to this notice.
- That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 44.1(b and c), 46.1 and 46.5 be amended to give effect to minor changes to the composition of the Council, as set out in Part 1 of Appendix C to this notice.
- 4. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 47.1(d), 48.2, 48.4 and 48.5 be amended; byelaw 48.3 be deleted and new byelaws 46.6, 48.5 and 48.6 be added to give effect to changes to the period of office for members of the Council as well as byelaw 49.3 be amended to address appointment of alternate members to Council, as set out in Part 2 of Appendix C to this notice.
- 5. That, subject to such amendments as Her Majesty in Council may require, the





### Dear Member

The 2019 Annual General Meeting of The Institute of Chartered Secretaries and Administrators will take place at 6:00pm (local time) on Tuesday, 1 October 2019 at the Regatta Room D of the Pullman Hotel, Corner of Waterloo Quadrant and Princes Street, Auckland, New Zealand.

The Notice of Meeting and supporting documents can be found on the Institute's website at: <a href="mailto:icsaglobal.org/proposed-term-limits">icsaglobal.org/proposed-term-limits</a>

As an Affiliated member you are entitled to attend the AGM. However, you may only vote on items of business that directly affect your rights or obligations. There are no resolutions at this meeting that have any impact on your rights or obligations.

This year the Institute will conduct its first hybrid AGM, giving you the opportunity to attend the AGM in person or to participate online, using your smartphone, tablet or compater. If you choose to participate online you will be able to view a live webcast of the meeting and ask questions in real time.

To do this you will need to visit <u>web.lumiagm.com/167594096</u> on your computer, smartphone or tablet. Please ensure your browser is compatible by using the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. You will then be prompted to choose between two options. Please click 'I am an Affiliated Member' and then enter your details on the next page.

When successfully authenticated the information screen will be displayed and you will be able to view the meeting information.

For more information on watching the webcast or asking questions online during the live AGM, please click here icsaglobal.org/proposed-term-limits for instructions.

Yours faithfully,

124 - J.

Cynthia Mora Spencer ACIS

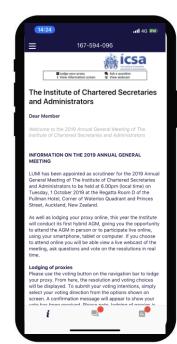
Institute Secretary

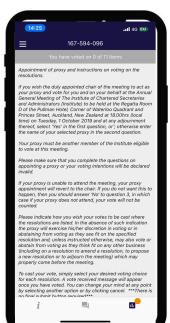
22 August 2019

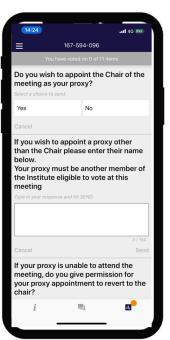
















### ANNUAL GENERAL MEETING GUIDE 2019 Proxy Voting and Attending the AGM electronically

As well as proxy voting online, this year we will be conducting a hybrid AGM, giving you the opportunity to attend the AGM in person or to participate online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions online and submit your votes in advance of the meeting or in real time. To do this you will need to:

Visit https://web.lumiagm.com/167594096 on your computer, smartphone or tablet. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

### Meeting ID: 167-594-096

If you wish cast a proxy vote or participate in the AGM you must have your username and password which will be sent to you via email.



### **ACCESS**

Once you have entered web.lumiagm.com/167594096 into your web browser, you'll be prompted to enter your credentials which will be you:

- a) Username; and
- b) Password.

### **NAVIGATION**

When successfully authenticated, the info screen will be displayed. You can view information and cast your proxy vote.

Members can cast a proxy vote from within the polling section. Whilst the poll is open this can be accessed by pressing the polling icon at the top of the screen. Proxy voting will close 48 hours before the start of the meeting but voting will reopen on the chairman's instruction during the live

**PROXY VOTING** 









### WEBCAST

If you would like to watch the webcast press the broadcast icon at the bottom of the screen.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

The Webcast will only be visible once the AGM has started not during the pre-voting period.

### VOTING

Once the voting has opened, the polling icon will re-appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. For You're received.

To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.

Once the chairman has opened voting, voting can be performed at anytime during the meeting until the chairman closes the voting on the resolutions. At that point your last choice will be submitted.

You will still be able to send messages and view the webcast whilst the poll is open.





### **QUESTIONS**

Any member or appointed proxy attending the meeting or during the Proxy Voting period are eligible to ask questions.

If you would like to ask a question, select the messaging icon

Messages can be submitted at any time during the Q&A session of the AGM. Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the chairman. This is to avoid repetition and to facilitate the smooth running of the Q&A period.

### DOWNLOADS

Links are present on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual general meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).







# The Future **X** LUMI





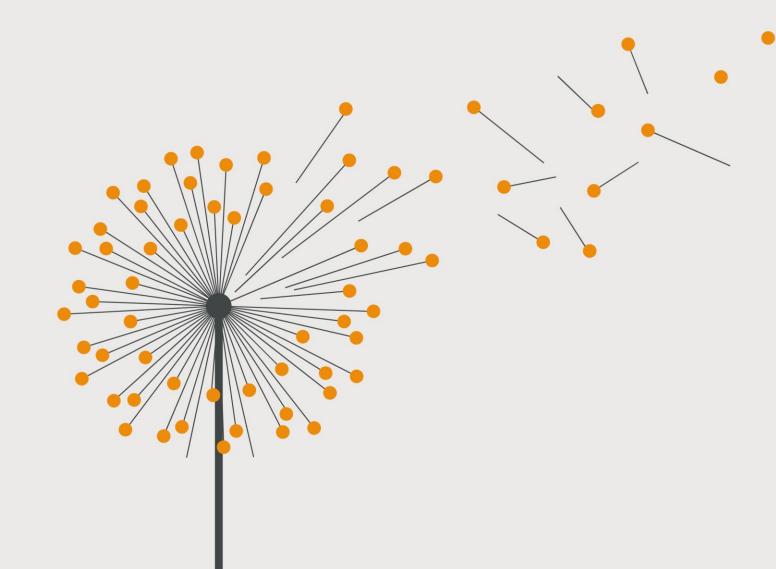








# Q&A





Going hybrid: Practical session for your next AGM

