

EXECUTION VERSION

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**) or in the United Kingdom (the **UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**) where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

APPLICABLE FINAL TERMS

17 November 2020

MARKS AND SPENCER plc

Legal Entity identifier (LEI): 213800CN1R13UCIZWB95

**Issue of £300,000,000 3.750 per cent. Notes due 19 May 2026
under the £3,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 6 November 2020 which constitutes a base prospectus (the **Offering Circular**) for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Offering Circular, in order to obtain all the relevant information. The Offering Circular is available for viewing at, and copies may be obtained from, Waterside House, 35 North Wharf Road, London W2 1NW. In addition, the Offering Circular has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer.

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| 1. | Issuer: | Marks and Spencer plc |
| 2. | (a) Series Number: | 132 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | GBP (£) |
| 4. | Aggregate Nominal Amount: | |

	(a)	Series:	£300,000,000
	(b)	Tranche:	£300,000,000
5.		Issue Price:	100.000 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	£100,000 and each integral multiple of the Calculation Amount in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000.
	(b)	Calculation Amount for Notes in definitive form (and in relation to calculation of interest in global form see Conditions):	£1,000
7.	(a)	Issue Date:	19 November 2020
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	19 May 2026
9.		Interest Basis:	3.750 per cent. Fixed Rate (see paragraph 14 below)
10.		Redemption Basis:	Subject to any purchase and cancellation or early redemption the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.		Change of Interest Basis:	Not Applicable
12.		Put/Call Options:	Change of Control Investor Put Issuer Call Issuer Par Call (see paragraphs 18, 19 and 21 below)
13.		Date Board approval for issuance of Notes obtained:	5 November 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Note Provisions	Applicable
	(a)	Rate(s) of Interest:	3.750 per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	19 May in each year from and including 19 May 2021 up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	£37.50 per Calculation Amount (except in relation to the short first coupon payable on the first Interest Payment Date on 19 May 2021)
	(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	£18.60 per Calculation Amount, payable on the Interest Payment Date falling on 19 May 2021 (short first coupon)
	(e)	Day Count Fraction:	Actual/Actual (ICMA)
	(f)	Determination Date(s):	19 May in each year
	(g)	Step Up Rating Change and/or Step Down Rating Change:	Not Applicable
	(h)	Step Up Margin:	Not Applicable
15.		Floating Rate Note Provisions	Not Applicable
16.		Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Notice periods for Condition 7.2: Minimum period: 30 days
Maximum period: 60 days
18. Issuer Call: Applicable
- (a) Optional Redemption Date(s): Any day prior to 19 February 2026
- (b) Optional Redemption Amount and method, if any, of calculation of such amount(s): Make Whole Redemption Amount
- (A) Reference Bond: 0.125 per cent. United Kingdom Treasury Bonds due January 2026
- (B) Redemption Margin: 0.500 per cent. per annum
- (C) Quotation Time: 11.00 a.m. (London time)
- (D) Reference Date: The second Business Day prior to the date fixed for redemption
- (c) If redeemable in part:
- (i) Minimum Redemption Amount: £100,000
- (ii) Maximum Redemption Amount: £300,000,000
- (d) Notice periods: Minimum period: 15 days
Maximum period: 30 days
19. Issuer Par Call: Applicable
- (a) Issuer Par Call Date: Any day from (and including) 19 February 2026 to (but excluding) the Maturity Date
- (b) If redeemable in part:
- (i) Minimum Redemption Amount: £100,000
- (ii) Maximum Redemption Amount: £300,000,000
- (c) Notice periods: Minimum period: 15 days
Maximum period: 30 days
20. General Investor Put: Not Applicable
21. Change of Control Investor Put: Applicable
- (a) Optional Redemption Amount: £1,000 per Calculation Amount
- (b) Notice periods: Minimum period: 30 days
Maximum period: 60 days
22. Final Redemption Amount: £1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
25. Additional Financial Centre(s): Not Applicable

26. Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of the Issuer:

By
Duly authorised



Daniel Brook
Group Treasurer

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listing on the Official List of the FCA) with effect from 19 November 2020.
- (ii) Date from which admission is effective: 19 November 2020
- (iii) Estimate of total expenses related to admission to trading: £4,500

2. RATINGS

- Ratings: The Notes to be issued have been rated:
BB+ by S&P Global Ratings Europe Limited (**S&P**) and Ba1 by Moody's Investors Service Limited (**Moody's**).
- Brief explanations of the meaning of the ratings:
- S&P
Obligations rated BB are less vulnerable to non-payment than other speculative issues. However, they face major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitments on the obligation; the modifier + indicates that the obligation ranks in the higher end of its generic rating category. (Source: https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)
- Moody's
Obligations rated Ba are judged to be speculative and are subject to substantial credit risk; the modifier 1 indicates that the obligation ranks in the higher end of its generic rating category. (Source: <https://www.moody's.com/ratings-process/ratings-definitions/002002>)

3. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: See "Use of Proceeds" in the Offering Circular
- (ii) Estimated net proceeds: £300,000,000

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. YIELD

Indication of yield: 3.753 per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS2258453369 |
| (ii) | Common Code: | 225845336 |
| (iii) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vii) | Deemed delivery of clearing system notices for the purposes of Condition 14: | Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg. |

7. DISTRIBUTION

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| (i) | If syndicated, names of Managers: | <p><u>Joint Lead Managers:</u>
 BNP Paribas
 MUFG Securities EMEA plc
 NatWest Markets Plc
 SMBC Nikko Capital Markets Limited</p> <p><u>Co-Manager:</u>
 Bank of China Limited, London Branch</p> |
| (ii) | Stabilisation Manager(s) (if any): | NatWest Markets Plc |
| (iii) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (iv) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |