

Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

To the Registrar of Companies (**address overleaf**)

(see note 1)

Company number

214436

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

1. Name of company 1 of 3

| |
|----------------------|
| *MARKS & SPENCER plc |
| |

2. This section must be completed for all allotments

| Description of shares † | Ordinary | Ordinary | Ordinary |
|---|----------|----------|----------|
| A Number allotted | 266,433 | 7,900 | 85,667 |
| B Nominal value of each | £0.25 | £0.25 | £0.25 |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | 182p | 229p | 257p |

† distinguish between ordinary preference, etc

§ complete (a) or (b) as appropriate

| |
|---|
| Date(s) on which the shares were allotted |
| (a) [on 11 February 1998] |
| (b) [from 19 to 19] |
| The names and addresses of the allottees and the number of shares allotted to each should be given overleaf |

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

| | | | |
|---|--|--|--|
| D Extent to which each share is to be treated as paid up. Please use percentage. | | | |
| E Consideration for which the shares were allotted | | | |

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name, address, telephone number and reference (if any):
EMP BEN/EB/Ext 3220

For Official Use



4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|---------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| | | | |
| Total | | | |

Please do not write in the margin.
Please complete legibly, preferably in black type, or bold block lettering

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed  Designation CO SEC Date 5.3.98

Companies registered in England and Wales or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

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*Insert full name of company

1. Name of company 2 of 3

| |
|----------------------|
| *MARKS & SPENCER plc |
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2. This section must be completed for all allotments

| Description of shares † | Ordinary | Ordinary | Ordinary |
|---|----------|----------|----------|
| A Number allotted | 5,980 | 1,963 | 597 |
| B Nominal value of each | £0.25 | £0.25 | £0.25 |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | 319p | 322p | 330p |

† distinguish between ordinary preference, etc

| |
|--|
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|------------------|--|

4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|---------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| | | | |
| Total | | | |

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1. Name of company 3 of 3

| |
|----------------------|
| *MARKS & SPENCER plc |
| |

† distinguish between ordinary preference, etc

2. This section must be completed for all allotments

| Description of shares † | Ordinary | | |
|---|----------|--|--|
| A Number allotted | 1,689 | | |
| B Nominal value of each | £0.25 | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | 389p | | |

§ complete (a) or (b) as appropriate

| |
|--|
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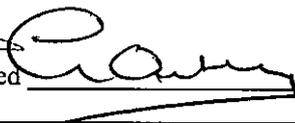
4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|--|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| MARKS AND SPENCER QUEST TRUSTEES LIMITED MICHAEL HOUSE 47 BAKER STREET LONDON W1A 1DN (EXERCISE OF OPTIONS - 13 FEBRUARY 1998) | 370,229 | | |
| Total | 370,229 | | |

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