

No 214436



The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

Special Resolution

of

MARKS AND SPENCER p.l.c.

Passed 16th July 1998

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at The Grosvenor House Hotel, Park Lane, London W1 on 16th July 1998 the following RESOLUTION was duly passed, viz:

SPECIAL RESOLUTION

THAT the authority conferred on the directors by Article 11(B) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 1999 or on 15 October 1999, whichever shall be the earlier, and for such period:

- (a) "the Section 80 Amount" shall be £83,750,000;
- (b) "the Section 89 Amount" shall be £35,781,631.

A handwritten signature in black ink, which appears to read "Richard Greenbury".

SIR RICHARD GREENBURY
Chairman