

No 214436



The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

Special Resolution

of

MARKS AND SPENCER p.l.c.

Passed 11th July 2001

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at The Royal Festival Hall on The South Bank, Belvedere Road, London SE1 8XX on 11th July 2001 the following RESOLUTION was duly passed, viz:

SPECIAL RESOLUTION

That the Company be generally and unconditionally authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of its ordinary 25p shares provided that:

- (a) the Company does not purchase under this authority more than 287 million ordinary shares;
- (b) the Company does not pay less than 25p for each share;
- (c) the Company does not pay more for each share than 105 per cent of the average of the middle market price of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned;
- (d) this authority shall continue in force until the conclusion of the Annual General Meeting in 2002 or on 10 October 2002, whichever shall be the earlier; and
- (e) the Company may agree before the authority terminates under (d) above to purchase ordinary shares where the purchase will or may be executed after the authority terminates (either wholly or in part). The Company may complete such a purchase even though the authority has terminated.

A handwritten signature in black ink, appearing to read "Luc Vandavelde", is positioned above the printed name and title.

LUC VANDEVELDE
Chairman

No 214436

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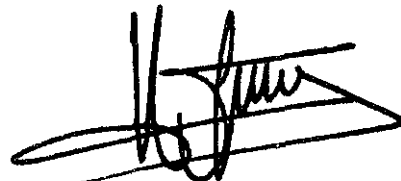
Passed 11th July 2001

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at The Royal Festival Hall on The South Bank, Belvedere Road, London SE1 8XX on 11th July 2001 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 2002 or on 10 October 2002, whichever shall be the earlier, and for such period:

- (a) "the Section 80 Amount" shall be £83,250,000;
- (b) "the Section 89 Amount" shall be £35,845,156

A handwritten signature in black ink, appearing to read 'Luc Vandeveldde', written over a horizontal line.

LUC VANDEVELDE
Chairman