

88(2)

## Return of allotments of shares

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

(REVISED 1988)

This form replaces forms  
PUC2, PUC3 and 88(2)Please do not write  
in this marginTo the Registrar of Companies (address overleaf)  
(see note 1)

Company number

214436

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

\*insert full name of company

## 1. Name of company

\* MARKS &amp; SPENCER PLC

## 2. This section must be completed for all allotments

† distinguish between ordinary  
preference, etc

Description of shares †	ORDINARY		
A Number allotted	3,664,377		
B Nominal value of each	£ 0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	£	£

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 16 JANUARY 19 98] §, or

(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.	100%		
E Consideration for which the shares were allotted	ISSUED IN LIEU OF A CASH DIVIDEND AT THE RATE OF ONE (1) NEW SHARE FOR EVERY FIVE POUNDS EIGHT POINT TWELVE PENCE (5.812) OF CASH DIVIDEND.		

## 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):LLOYDS BANK REGISTRARS  
54 PERSHORE ROAD SOUTH  
BIRMINGHAM  
B30 3EP  
TEL: 0121 433 8179

For Official Use

Post room



## 4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
SEE ENCLOSED LIST	3,664,377		
<b>Total</b>	3,664,377		

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 [Signature] Designation CO SEC Date 16 JANUARY 1998

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 House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

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

1199

Direct Line: 0121 433 8179  
Fax: 0121 433 8008

Your Ref:  
Our Ref: 1199/Scrip Div/CR

19 January, 1998

Dear Sir

**Marks & Spencer Plc**  
**Final Scrip Dividend**

Please find enclosed Form 88(2) and supporting microfiche listing for the final scrip dividend issued by the above named company.

Please be advised there is one addition to the listing. This is as follows:-

Number of shares shown on microfiche listing	3,664,373
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Douglas James Murray Deceased	4
Exors Barclays Bank Trust Co Ltd, C/O Barclays Bank Trust Co Ltd, P O Box, 15 Osborne Court, Gadbrook Park, Rudheath Cheshire CW9 7UR	

<b>Actual number of new shares allotted</b>	<b>3,664,377</b>
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Please acknowledge receipt by completing the copy of this letter.

Should there be any query, kindly contact me on the above telephone number.

Yours faithfully

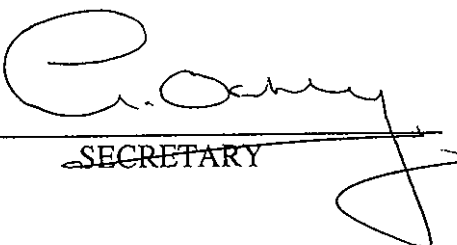
Catherine Roberts  
Registration Services

MINUTES OF A MEETING OF THE SHARES AND DEALING COMMITTEE  
OF THE BOARD OF MARKS AND SPENCER p.l.c. HELD AT THE  
REGISTERED OFFICE OF THE COMPANY  
ON TUESDAY 6TH JANUARY 1998 AT 10.30 A.M.

Present:

Mr J K Oates  
Mr R W C Colvill  
Mr G J Oakley

The Committee resolved that 3,664,377 Shares of 25p each in Marks and Spencer p.l.c. be issued and allotted credited as fully paid to those shareholders whose names were on the Register of Members at the close of business on 14th November 1997 who had elected to receive such shares in lieu of the Interim Dividend for the year ending 31st March 1998, pursuant to approval of the Scrip Dividend Election at the Annual General Meeting held on 17th July 1997.

  
\_\_\_\_\_  
SECRETARY

M/F

FORM ML8/1

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**BULK LIST OF ALLOTMENT OF SHARES**

**A BULK LIST OF ALLOTMENTS FOR THIS COMPANY HAS BEEN  
LODGED BUT DOES NOT APPEAR ON THIS MICROFICHE.**

**IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE  
SEARCH CONTROL COUNTER.**

**COMPANY NUMBER** 214436