



Companies House

for the record

88(2)

Return of Allotment of Shares

*Please complete in typescript, or
in bold black capitals.*

CHWP000

Company Number

214436

Company name in full

MARKS AND SPENCER P.L.C.

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

*(If shares were allotted on one date
enter that date in the "from" box)*

From

Day Month Year

1 9 0 3 2 0 0 2

To

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

2848387227

Nominal value of each share

25 PENCE

**Amount (if any) paid or due on each
share** *(including any share premium)*

25 PENCE

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100

**Consideration for which
the shares were allotted**

*(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)*

ISSUED PURSUANT TO SCHEME OF ARRANGEMENT OF COMPANY

DATED 29TH JANUARY 2002

**When you have completed and signed the form send it to
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

**DX 235
Edinburgh**

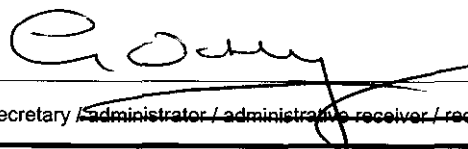


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name MARKS AND SPENCER GROUP P.L.C. <hr/> Address MICHAEL HOUSE, BAKER STREET, LONDON <hr/> <div style="text-align: right;">UK Postcode W 1 U 8 E P</div>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 2848387227 <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode </div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode </div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode </div>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
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Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

28/3/02

A ~~director~~ / secretary / ~~administrator~~ / ~~administrative receiver~~ / receiver manager / receiver.

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

SLAUGHTER AND MAY	
ONE BUNHILL ROW, LONDON EC1Y 8YY	
(AGR/NGG)	Tel 020 7600 1200
DX number 11	DX exchange CDE