

Company No. 01772585

PUBLIC COMPANY LIMITED BY SHARES

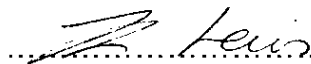
**SPECIAL RESOLUTION
OF
MARKS AND SPENCER FINANCIAL SERVICES PLC**

At a general meeting of Marks and Spencer Financial Services plc (the "Company") held at Kings Meadow, Chester, United Kingdom, CH99 9FB, on Thursday 20 June 2019 at 14:00, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

That the Directors of the Company be authorised, pursuant to section 551 of the Companies Act 2006, to allot ordinary shares of £1 each in the Company up to an aggregate nominal value of £78 million provided that the authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date consent is given.

Signed for and on behalf of Marks and Spencer Financial Services plc by:

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Company Secretary

Date: 3 July 2019

