

Company No: 01772585

PUBLIC COMPANY LIMITED BY SHARES

UNANIMOUS CONSENT OF SHAREHOLDERS

OF


MARKS AND SPENCER FINANCIAL SERVICES PLC

(the "Company")

Notice is hereby given that, HSBC UK Bank plc, being the sole member of the Company, passed the following resolution by unanimous consent in writing on 16 December 2019.

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot ordinary shares of £1 each in the Company up to an aggregate nominal amount of £75,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 16 December 2024.

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

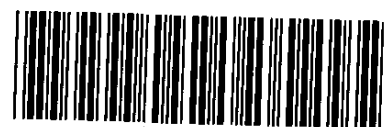

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Company Secretary

Date: 18 December 2019

INTERNAL

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