

COMPANY NUMBER: 02278807

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES  
ACT 2006 (the "ACT") MADE ON 21 FEBRUARY 2018**

**OF**

**MARKS AND SPENCER RETAIL FINANCIAL SERVICES HOLDINGS LIMITED**

**(the "Company")**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Act.

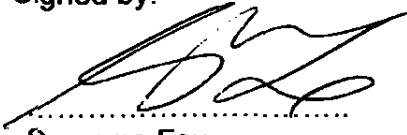
As set out in the written resolutions circulated to eligible members on 21 February 2018, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act.

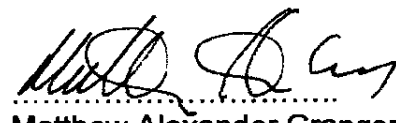
The directors signed the solvency statement under section 643 of the Act (the "**Solvency Statement**") on 21 February 2018 and the resolution approving the reduction of capital (the "**Resolution**") was passed as a written resolution on 21 February 2018.

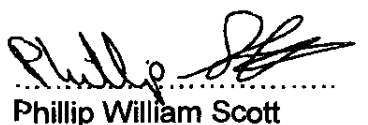
We confirm:

- (i) THAT the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- (ii) THAT a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him.

Signed by:

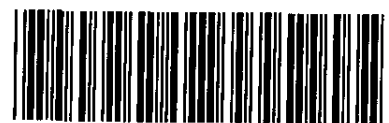
  
Suzanne Fox  
Date: 21 February 2018

  
Matthew Alexander Granger Handley  
Date: 21 February 2018

  
Phillip William Scott  
Date: 21 February 2018

RESTRICTED

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COMPANIES HOUSE

*This Statement of Compliance may be signed by the Directors of the Company in any number of counterparts, all of which when taken together will constitute one Statement of Compliance.*

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