

THE COMPANIES ACT 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

SELFRIDGES plc

Company number 3505859

**Certified copy of the Resolutions passed as Special Business
at the Annual General Meeting of Selfridges plc held at
the Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB
at 11.00 a.m. on Thursday 15 May 2003**



1 Power to allot equity securities

IT WAS RESOLVED as an Ordinary Resolution

That the directors be authorised generally and unconditionally to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985 (the 'Act')) up to an aggregate nominal amount of £12,868,314. This authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the Company's next Annual General Meeting but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot such securities as if the authority hereby conferred had not expired. The authorities previously conferred to allot relevant securities shall be and are hereby revoked but without prejudice to the allotment of any relevant securities already made pursuant to such authorities.

2 Disapplication of shareholder pre-emption rights over ordinary shares allotted for cash

IT WAS RESOLVED as a Special Resolution

That the directors be granted power pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the general authority to allot relevant securities conferred by resolution 9 in the Notice of Meeting as if Section 89(1) of the Act did not apply to such allotment and provided that this power shall be limited to

- a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities are offered to the ordinary shareholders in the proportions (as nearly as may be) in which they hold ordinary shares but subject to such exclusions or other arrangements as the directors may consider necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws or requirements of any regulatory body or any stock exchange or otherwise in any territory; and
- b) the allotment of equity securities pursuant to the terms of any employee share schemes approved by the Company in General Meeting; and
- c) the allotment (otherwise than pursuant to sub-paragraph (a) or (b) above) of equity securities up to an aggregate nominal value of £1,930,247, and this power shall, unless previously renewed, expire at the conclusion of the Company's next Annual General Meeting or 15 months after the passing of this resolution whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot such equity securities as if the power hereby conferred had not expired.

3 Power to the Company to Purchase its Own Shares

IT WAS RESOLVED as a Special Resolution

That authority is generally and unconditionally given, pursuant to Section 166 of the Act, for the Company to make market purchases (as defined in Section 163(3) of the Act) of any of its own ordinary shares in such manner and on such terms as the directors may from time to time determine provided that:

- a) the authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the Company's next Annual General Meeting but the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be concluded wholly or partly after such expiry; and
- b) the maximum number of shares authorised to be acquired is 15,441,977 shares; and
- c) for each share the minimum price which may be paid is 25 pence payable by the Company and the maximum price an amount equal to 105 per cent of the average of the middle market prices for an ordinary share as derived from The Stock Exchange Daily Official List for each of the five business days immediately preceding the day on which the share is purchased.

4 Selfridges plc 2003 Executive Long Term Incentive Plan

IT WAS RESOLVED as an Ordinary Resolution

That the Selfridges plc 2003 Executive Long Term Incentive Plan (the 'ELTIP 2003'), the main provisions of which are summarised in the Explanatory Notes and the Rules of which are now produced to the meeting and, for the purposes of identification, signed by the Chairman, be and is hereby approved and adopted by the Company and the Directors be and are hereby authorised to carry the ELTIP 2003 into effect with such amendments as may be necessary or desirable.

Certified as a true copy

A handwritten signature in black ink, appearing to read 'Mark Young', with a stylized flourish at the end.

Mark Young, Secretary

19 May 2003