

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 315365

The Registrar of Companies for Scotland hereby certifies that

**MARKS AND SPENCER (INITIAL LP) LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 26th January 2007



\*NSC315365E\*







Please complete in typescript,  
or in bold black capitals

CHFP025

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Marks and Spencer (Initial LP) Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

7 Castle Street

Post town Edinburgh

County / Region Midlothian

Postcode EH2 3AP

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address

Agent's Name Slaughter and May

Address One Bunhill Row

Post town London

County / Region

Postcode EC1Y 8YY

Number of continuation sheets attached

1

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you

Slaughter and May  
One Bunhill Row  
London EC1Y 8YY

(Ref AGR/PIRD)

Tel +44 (0)20 7600 1200

DX number

DX exchange

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

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



"SKUTYMJ2"

SCT 26/01/2007 646

COMPANIES HOUSE

COMPANIES HOUSE

Laserform International 4/03

FRIDAY

**Company Secretary** (see notes 1 5)

Company name Marks and Spencer (Initial LP) Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s) Robert John

Surname Ivens

Previous forename(s)

Previous surname(s)

Address ††

77 Langham Road

Post town Teddington

County / Region Middlesex

Postcode TW11 9HG

Country UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature



Date

12.1.07

**Directors** (see notes 1 5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s) Clem

Surname Constantine

Previous forename(s)

Previous surname(s)

Address ††

17 Homerfield Road

Post town Radlett

County / Region Hertfordshire

Postcode WD7 8PX

Country UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

0 5 0 3

1 9 6 2

Nationality British

Business occupation

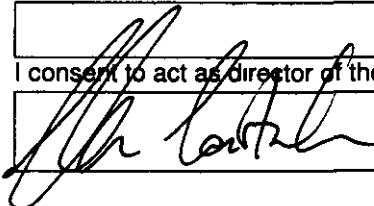
Accountant

Other directorships

See attached Appendix A

I consent to act as director of the company named on page 1

Consent signature



Date

12.1.07

CHFP025

Company name

Marks <sup>and</sup> Spencer (Initial LP) Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1 5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Eileen Mary

Surname

Haughey

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

Maidenhead

County / Region

Postcode SL6 7NA

Country

UK

Day Month Year

Date of birth

2

3

1

1

1

9

6

2

Nationality

Irish

Business occupation

Head of Tax and Corporate Finance

Other directorships

See Appendix C

I consent to act as director of the company named on page 1

Consent signature

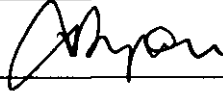
Date

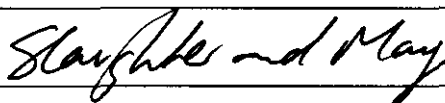
15 / 1 / 07

**Directors**

(see notes 1 5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>							
<b>* Voluntary details</b>											
<b>Forename(s)</b>		Ian									
<b>Surname</b>		Dyson									
<b>Previous forename(s)</b>											
<b>Previous surname(s)</b>											
<b>Address</b> ††		Waterside House									
<input checked="" type="checkbox"/>		35 North Wharf Road									
<b>Post town</b>		London									
<b>County / Region</b>				<b>Postcode</b>	W2 1NW						
<b>Country</b>		UK									
<b>Date of birth</b>		Day	Month	Year	<b>Nationality</b>						
		1	1	0	5	1	9	6	2	British	
<b>Business occupation</b>		Finance Director									
<b>Other directorships</b>		See attached Appendix B									
		I consent to act as director of the company named on page 1									
<b>Consent signature</b>							<b>Date</b>	12 1 07			

<b>This section must be signed by</b>					
<b>Either</b>					
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>		<b>Date</b>	16 Jan 07	
<b>Or the subscribers</b>	<b>Signed</b>		<b>Date</b>		
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		

**Appendix A**  
**Directorships of Clem Constantine**

<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Edge Grove School Trust Limited	01/08/2005	N/A
Marks & Spencer Simply Foods Limited	01/03/2006	N/A
Amethyst Leasing (Properties) Limited	31/03/2006	N/A
Amethyst Leasing (Holdings) Limited	31/03/2006	N/A
Busyexport Limited	22/11/2006	N/A
Marks and Spencer Chester Limited	22/11/2006	N/A
Top Shop / Top Man Properties Limited	09/12/2002	01/12/2005
Redcastle (214 Oxford Street) Limited	15/05/2000	01/12/2005
Evans Retail Properties Limited	09/12/2002	01/12/2005
High Street Property Investments Limited	13/01/1997	01/12/2005
Arcadia Group Holdings Limited	04/12/1996	01/12/2005
Arcadia Quest Trustee Limited	23/08/2002	01/12/2005
Redcastle Investments Limited	12/02/1999	01/12/2005
Burton / Dorothy Perkins Properties Limited	09/12/2002	01/12/2005
Redcastle Limited	12/02/1999	01/12/2005
Redcastle Properties Limited	20/03/2000	01/12/2005

**Appendix B**  
**Directorships of Ian Dyson**

<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Marks and Spencer Finance p l c	27/06/2005	N/A
Marks and Spencer International Holdings	27/06/2005	N/A
St Michael Finance p l c	27/06/2005	N/A
Amethyst Leasing (Properties) Limited	27/06/2005	N/A
Marks and Spencer p l c	27/06/2005	N/A
Marks and Spencer Group p l c	27/06/2005	N/A
Marks and Spencer 2005 (Brooklands Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Edinburgh Satellite Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Culverhouse Cross Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Pudsey Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Newcastle Upon Tyne Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Hedge End Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Cambridge Satellite Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Cambridge Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Kensington Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Warrington Gemini Store) Limited	02/09/2005	N/A



<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Marks and Spencer 2005 (Kingston on Thames Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Kingston on Thames Satellite Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Oxford Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Bath Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Chester Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Chester Satellite Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Glasgow Sauchiehall Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Cardiff Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Fife Road Kingston Store) Limited	02/09/2005	N/A
Marks and Spencer 2005 (Norwich Store) Limited	02/09/2005	N/A
Marks and Spencer (Property Ventures) Limited	02/09/2005	N/A
Marks and Spencer (Property Investments) Limited	02/09/2005	N/A
Simply Food (Property Investments)	02/09/2005	N/A
Marks and Spencer 2005 (Parman House Kingston Store) Limited	02/09/2005	N/A
M&S Card Services Limited	20/12/2005	N/A

<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Simply Food (Property Ventures) Limited	27/09/2006	N/A
Marks and Spencer Property Holdings Limited	17/11/2006	N/A
Marks and Spencer Investments Limited	17/11/2006	N/A
Ladbroke Group Finance (Jersey) Limited	28/02/1997	N/A
Rank Pension Plan Trustee Limited	01/03/2000	30/09/2002
Betting Shop Services (Edgware) Limited	11/07/2000	02/03/2005
Rank (DMS) Limited	09/02/2000	24/06/2005
Blue Square Limited	27/01/2003	24/06/2005
Cefnwr Limited	25/11/2004	24/06/2005
Rank Nemo (DF) Limited	23/11/2004	24/06/2005
Hard Rock Café (Edinburgh) Limited	11/07/2000	24/06/2005
Mecca Bingo Limited	21/12/2001	24/06/2005
Rank (2204) Limited	22/11/2004	24/06/2005
Rank (U K ) Holdings Limited	01/11/1999	24/06/2005
Rank Corporate Investments Limited	30/11/2001	24/06/2005
Rank Group Finance plc	20/10/1999	24/06/2005
Rank Group Gaming Division Limited	31/08/2000	24/06/2005
Rank Group Investments Limited	03/12/2001	24/06/2005
Rank Holdings Division Limited	11/07/2000	24/06/2005
Rank Interactive Development Limited	27/01/2003	24/06/2005
Deluxe Leasing Limited	08/10/1999	24/06/2005

<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Rank Leisure Holdings Limited	20/10/1999	24/06/2005
Rank Overseas Finance Limited	08/10/1999	24/06/2005
Rank Overseas Holdings (2004) Limited	22/11/2004	24/06/2005
Rank Overseas Holdings Limited	01/11/1999	24/06/2005

**Appendix C**  
**Directorships of Eileen Mary Haughey**

<b>Company</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Ruby Properties (Thorncliffe) Limited	29/11/2005	N/A
Marks and Spencer (Lisburn) Limited	30/11/2005	N/A
Ruby Properties (Long Eaton) Limited	29/11/2005	N/A
Ruby Properties (Enfield) Limited	29/11/2005	N/A
Marks and Spencer (Sprucefield) Limited	29/11/2005	N/A
Ruby Properties (Swindon) Limited	29/11/2005	N/A
Ruby Properties (Hardwick) Limited	29/11/2005	N/A
Ruby Properties (Cumbernauld) Limited	29/11/2005	N/A
Ruby Properties (Tunbridge) Limited	29/11/2005	N/A
Marks and Spencer Simply Foods Limited	29/11/2005	N/A
Ruby Properties (Exeter) Limited	29/11/2005	N/A
Marks and Spencer (Property Ventures) Limited	07/09/2006	N/A
Marks and Spencer (Property Investments) Limited	07/09/2006	N/A
Marks and Spencer 2005 (Kingston on Thames Store) Limited	07/09/2006	N/A
Simply Food (Property Investments)	28/09/2006	N/A
Simply Food (Property Ventures) Limited	28/09/2006	N/A

**The Companies Act 1985 (as Amended)**  
**A PRIVATE COMPANY LIMITED BY SHARES**

EE MAIL  
INDIRECT  
£50

**MEMORANDUM OF ASSOCIATION**  
  
**of**  
  
**MARKS AND SPENCER (INITIAL LP) LIMITED**

- 1 The company's name is "MARKS AND SPENCER (INITIAL LP) LIMITED"
- 2 The company's registered office is to be situated in Scotland
- 3 The objects for which the company is established are
  - 3 1 To carry on business as a general commercial company and to carry on any trade or business whatsoever
  - 3 2 To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company
  - 3 3 To provide services of all descriptions
  - 3 4 To lend money, and grant or provide credit and financial accommodation to any person and to deposit money with any person
  - 3 5 To invest money of the company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets
  - 3 6 To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions
  - 3 7 To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities
  - 3 8 To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of

FRIDAY



\*SKUUMJ5\*  
SCT 26/01/2007 644  
COMPANIES HOUSE

the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is at the relevant time a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company

- 3 9 To amalgamate or enter into partnership or any profit sharing arrangement with, or to co operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person
- 3 10 To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the company for any or for no consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment
- 3 11 To issue and allot securities of the company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to the company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the company or in or about the formation of the company or the conduct or course of its business
- 3 12 To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator)
- 3 13 To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the company, and to procure the registration or incorporation of the company in or under the laws of any place outside England
- 3 14 To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the company or any company which is at the relevant time the company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition
- 3 15 To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the company or any company which at any time is or was a subsidiary or a

holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the company or whom the board of directors of the company considers have any moral claim on the company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the company or its members or for any national, charitable, benevolent, educational, social, public, political, general or useful object

- 3 16 To cease carrying on or to wind up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory
- 3 17 To distribute any of the property of the company among its creditors and members or any class of either in cash, specie or kind
- 3 18 To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others
- 3 19 To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's undertaking property or assets or otherwise to advance the interests of the company or of its members
- 3 20 To do any other thing which in the opinion of the board of directors of the company is or may be incidental or conducive to the attainment of the above objects or any of them
- 3 21 In this clause "company", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the nature of any trade or business carried on by the company, or by the fact that at any time the company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company

- 4 The liability of the members is limited
- 5 The company's share capital is £5,000, divided into 5,000 shares of £1 each, and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions



We, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and we agreed to take the number of shares shown opposite our name

---

Name and address of subscriber

Number of shares taken

---

Marks and Spencer Group p l c  
 Waterside House  
 35 North Wharf Road  
 London W2 1NN

TWO HUNDRED



Ian Dyson  
 Finance Director  
 For and on behalf of  
 Marks and Spencer Group p l c

Dated 24 January 2007

Before this witness



(Signature)

ANDREW GREEN (Name)

WATERSIDE HOUSE (Address)

35 NORTH WHARF RD, LONDON W2 1NN

Dated 24 January 2007

## **ARTICLES OF ASSOCIATION**

**of**

### **MARKS AND SPENCER (INITIAL LP) LIMITED**

#### **1. Adoption of Table A**

In these articles "**Table A**" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

#### **2. Interpretation**

Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. In these articles, "address" in relation to electronic communications includes any number or address used for the purposes of such communications. References in these articles to writing include references to any method of representing or reproducing words in a legible and non transitory form including by way of electronic communications where specifically provided in a particular article or where permitted by the directors in their absolute discretion. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

#### **3. Rights Attached to Shares**

Subject to the provisions of the Companies Act 1985 (as amended) (the "**Act**") and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

#### **4. Unissued Shares**

Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

## **5. Initial Authority to Issue Relevant Securities**

Subject to any direction to the contrary which may be given by the company in general meeting, pursuant to section 80 of the Act the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined in section 80 of the Act) The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the company or such other amount as may from time to time be authorised by the company in general meeting The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the company but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act

## **6. Exclusion of Rights to Offers on a Pre-emptive Basis**

Section 89(1) of the Act shall not apply to the allotment by the company of any equity security

## **7. Transfer and Transmission of Shares**

7 1 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share Regulation 24 of Table A shall be modified accordingly

7 2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy Regulations 30 and 31 of Table A shall be modified accordingly

## **8. Notice of General Meetings**

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them The last sentence of Regulation 38 of Table A shall not apply

## **9. Proceedings at General Meetings**

For all purposes of these articles apart from when the company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present If, and for so long as, the company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares Regulation 40 of Table A shall be modified accordingly

## **10. Votes of Members**

At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

## **11. Members may Vote When Money Payable by Them**

Regulation 57 of Table A shall not apply

## **12. Receipt of Proxies**

The appointment of a proxy must

- (i) in the case of an appointment which is not contained in an electronic communication, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,
- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- (iii) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid

Regulation 62 of Table A shall not apply

**13. Alternate Directors**

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

**14. Power to Provide for Employees**

The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

**15. Power to Receive Uncalled Moneys**

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

**16. Delegation of Directors' Powers**

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

**17. Appointment and Removal of Directors by Majority Shareholders**

Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed). In this article references to in writing include the use of electronic communications.

**18. Appointment of Directors by Board**

Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

**19. No Age Limit or Share Qualification**

No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

**20. Exclusion of Rotation Requirements and Other Provisions**

Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply

**21. Disqualification and Removal of Directors**

The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly

**22. Directors' Gratuities and Pensions**

The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply

**23. Notice of Board Meetings**

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. Notice shall be given in this manner to all directors including any director who is absent from the United Kingdom at the relevant time. A director may waive notice of any meeting either prospectively or retrospectively. In this article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide. Regulation 88 of Table A shall be modified accordingly

**24. Location of Board Meetings**

Not less than one meeting of the directors shall be held in Scotland in each year

**25. Participation in Board Meetings by Telephone**

All or any of the members of the board may participate in a meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting then is

**26. Resolution in Writing**

A resolution in writing signed by all the directors who are at the relevant time entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the board properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. In this article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide. Regulation 93 of Table A shall not apply.

**27. Directors May Vote When Interested**

A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. A reference in this article to a contract includes any transaction or arrangement (whether or not constituting a contract). Regulations 94 and 95 of Table A shall not apply.

**28. Official Seal**

The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

**29. Notices**

Any notice or other document may be served on or sent or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address, or by leaving it at that address addressed to the member, or, where appropriate, by using electronic communications to an address notified by the member concerned to the company for that purpose, or by publication on a web site in accordance with the Act, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share service, sending or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or sending or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

**30. Time of Service**

Any notice or other document, if sent by the company by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it

shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the company at a registered address otherwise than by post, or sent by electronic communications shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

### 31. Indemnity

Subject to the provisions of the Act, the company may indemnify any director of the company or of any associated company against any liability and may purchase and maintain for any director of the company or of any associated company insurance against any liability. Regulation 118 of Table A shall not apply.

### 32. Expenses

The company may also fund a director's expenditure on defending proceedings and may do anything to enable a director to avoid incurring such expenditure both as provided in the Act. Regulation 83 of Table A shall be modified accordingly.



Ian Dyson  
Finance Director  
For and on behalf of  
Marks and Spencer Group plc  
Waterside House  
35 North Wharf Road  
London W2 1NW

Dated 24 January 2007

Before this witness



(Signature)

ANDREW GREEN

(Name)

WATERSIDE HOUSE,

(Address)

35 NORTH WHARF RD, LONDON W2 1NW

Dated 24 January 2007