

214036

MARKS AND SPENCER GROUP PLC (the "Company")

Written Resolution made pursuant to authority vested in the Group Secretary by Power of Attorney dated 13 October 2005 granted by the Board of Directors of the Company in accordance with Article 119 of the Company's Articles of Association

14 November 2005

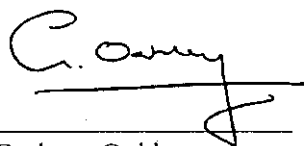
511 ALLOTMENT OF SHARES

It was noted that the Company had received the amount of **£342,372.15** in cash for the purposes of subscribing for ordinary shares of 25p each in the Company pursuant to the valid exercise of options under an Executive Share Option Scheme.

IT WAS RESOLVED THAT 106,815 Ordinary Shares of 25p each in the Company be allotted and issued as fully paid shares to Pershing Securities Limited under the terms of an **Executive Share Option Scheme** and that they be allocated to the individuals in the numbers shown against their name on the attached schedules as follows:

Number of Shares	Option Price (£)	Consideration
1,718	£2.56	£4,398.08
28,554	£3.50	£99,939.00
14,831	£3.53	£52,353.43
56,918	£2.97	£169,046.46
4,794	£3.47	£16,635.18
106,815		£342,372.15

It was further resolved that the necessary returns be filed with the Registrar of Companies and that the appropriate registers of the Company be updated.



Graham Oakley
Group Secretary



10.511

KILLIK & Co Stockbrokers

Employee Share Option Schemes Exercise Schedule - Marks and Spencer

Exercise Schedule
Trade Date: 14/11/2005
Settlement Date: 17/11/2005

Name	Employment Status	Options Exercised	Options Sold	Grant Date	Approved / Unapproved	Tax Treatment	Option Price (pence)	Sale Price (pence)	Total Sale Consideration	Gross Exercise Consideration	Cost of Exercise	Amount Taxable	Tax Rate %	Amount Subject to NI	Employers NI to pay over	Tax Due	NI Due
Mr James Watkins	Good Leaver	3190	3190	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	445.62	£14,215.28	£14,215.28	£9,471.30	£4,740.98	22	£4,740.98			
Mr James Watkins	Good Leaver	3189	3189	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	445.62	£14,215.28	£14,215.28	£9,471.30	£4,740.98	22	£4,740.98			
Mr Andrew Neale	Employed	14277	14277	25/06/2002	Unapproved	PAYE & NI to be paid	358.00	444.00	£65,389.88	£65,389.88	£49,969.50	£15,420.38	40	£15,420.38	£1,201.47	£2,085.69	£147.47
Mr Andrew Neale	Employed	14277	14277	25/06/2002	Unapproved	PAYE & NI to be paid	358.00	444.00	£65,389.88	£65,389.88	£49,969.50	£15,420.38	40	£15,420.38	£3,423.59	£10,736.30	£321.07
Mr Gary Waldron	Good Leaver	9586	9586	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	444.25	£42,585.81	£42,585.81	£28,470.42	£14,115.39	22	£14,115.39			
Mr Gary Waldron	Good Leaver	9586	9586	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	444.25	£42,585.81	£42,585.81	£28,470.42	£14,115.39	22	£14,115.39	£3,601.51	£6,210.76	£334.37
Mr Deborah Morgan	Good Leaver	6845	6845	26/11/2002	Approved	PAYE & NI to be paid	353.00	443.50	£30,357.57	£30,357.57	£24,162.85	£6,194.73	22	£6,194.73			
Mr Deborah Morgan	Good Leaver	6845	6845	26/11/2002	Approved	PAYE & NI to be paid	353.00	443.50	£30,357.57	£30,357.57	£24,162.85	£6,194.73	22	£6,194.73			
Ms Deborah Morgan	Good Leaver	3993	3993	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	443.50	£17,708.95	£17,708.95	£14,894.55	£2,814.40	22	£2,814.40			
Ms Deborah Morgan	Good Leaver	3993	3993	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	443.50	£17,708.95	£17,708.95	£14,894.55	£2,814.40	22	£2,814.40			
Ms Deborah Morgan	Good Leaver	5015	5015	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	443.50	£17,708.95	£17,708.95	£14,894.55	£2,814.40	22	£2,814.40			
Ms Deborah Morgan	Good Leaver	5015	5015	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	443.50	£17,708.95	£17,708.95	£14,894.55	£2,814.40	22	£2,814.40			
Mr Julian Baker	Good Leaver	7295	1484	17/06/2003	Approved	PAYE & NI Relieved	297.00	443.25	£8,577.83	£8,577.83	£21,866.15	£0.00	22	£0.00			
Mr Julian Baker	Good Leaver	7021	7021	17/06/2003	Unapproved	PAYE & NI to be paid	297.00	443.25	£31,120.58	£31,120.58	£20,852.37	£10,268.22	22	£10,268.22			
Mr Julian Baker	Good Leaver	2397	2397	20/07/2004	Unapproved	PAYE & NI to be paid	347.00	443.25	£10,624.70	£10,624.70	£8,317.59	£2,307.12	22	£2,307.12			
Mr Julian Baker	Good Leaver	2397	2397	20/07/2004	Unapproved	PAYE & NI to be paid	347.00	443.25	£10,624.70	£10,624.70	£8,317.59	£2,307.12	22	£2,307.12			
Mr Julian Baker	Good Leaver	2397	2397	20/07/2004	Unapproved	PAYE & NI to be paid	347.00	443.25	£10,624.70	£10,624.70	£8,317.59	£2,307.12	22	£2,307.12			
Mrs Sally Suchanikul	Employed	1718	1718	28/06/2001	Approved	PAYE & NI Relieved	256.00	443.31	£7,616.07	£7,616.07	£4,398.08	£0.00	40	£0.00			

Employment Status:
GOOD LEAVER
EMPLOYED

Name of Account to be Credited:	Sort Code	Amount
Marks & Spencer plc Share Options	40-91-06	£342,372.15
Marks & Spencer plc Share Options	40-91-06	£32,132.87

Please allot: 106,915 shares to Pershing Securities Limited, CREST participant ID 601, Depot KKCLT