

JOHN LEWIS plc

SPECIAL RESOLUTION

Passed on 13 October 1999

At an Extraordinary General Meeting of this Company on Wednesday the 13th day of October 1999 at 9.15am the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended

(i) by inserting as Article 43A the following Article:

Article 43A - Power to Sell Shares

43A The Company shall be entitled to sell, in such manner and at such price as the Directors think fit, the shares or stock of a Member or any share or stock to which a person is entitled by transmission on death or bankruptcy if and provided that:-

- (i) for any period of 12 years ending after the date of the resolution incorporating this Article no cheque, warrant or order sent by the Company in the manner authorised by these Articles in respect of the share in question has been cashed and no communication has been received by the Company from the Member or the person entitled by transmission and during such period at least three dividends whether interim or final on or in respect of the share(s) in question have become payable and no such dividend sent during that period has been claimed; and
- (ii) on or after expiration of the said period of 12 years the Company has given notice of its intention to sell such share(s) by advertisement in both a national newspaper and a newspaper circulating in the area in which the last address of the Member or the address at which service of notices may be effected is located, and by letter sent to the Member at such address, but so that such advertisements need not refer to the names of the holder(s) of the share(s) or identify the share(s) in question; and
- (iii) during the further period of three months after the publication of such advertisements and the sending of such letter, and prior to the exercise of the powers of sale conferred by this Article, the Company has not received any communication from the Member or person entitled by transmission; and

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- (iv) if the shares are listed or dealt in on the London Stock Exchange, the Company has given Notice in writing to such Stock Exchange of its intention to sell such shares or stock.

To give effect to any such sale the Directors may appoint any person to execute as transferor an instrument of transfer of such share(s) or stock and such instrument of transfer shall be as effective as if it had been executed by the holder of or person entitled by the transmission to such share(s) or stock, and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The Directors shall be entitled to register such transfer notwithstanding that no certificate representing the said shares shall have been produced. The sale proceeds will belong to the Company. The Company must record the name of the former shareholder, or the person who was automatically entitled to the shares by law, as a creditor for this money in its accounts. The money will not be held on trust. The Company can use the money in its business or invest it in any way the Directors may decide (but not in shares of the Company or one of its subsidiaries). If subsequently the former shareholder or such person requires payment the Company must pay the money (after deducting the costs of selling the shares) to that person but without any interest, and the Company will not have to pay any other money earned from the sale proceeds to the former shareholder or such person.

- (ii) by inserting as Article 43B the following Article:

Article 43B - Unclaimed Dividends

Where any dividend has been sent by cheque warrant or order to the holder of the share to which it relates in the manner authorised by these Articles and such cheque warrant or order has not been presented for payment and the said dividend has remained unclaimed for a period of 12 years ending after the date of the resolution making this Article, the said dividend will be *forfeited and returned to the Company*.

- (iii) by inserting as Article 159 the following Article:

Article 159 - Destruction of Documents

159. The Company can destroy documents

159.1 The Company can destroy:

- (a) all cancelled share certificates after one year from the date they were cancelled;
- (b) any dividend payment instructions, including any instruction to vary or cancel these, and notifications of a change of name or address, after two years from the date these were recorded by the Company; and
- (c) any forms for a transfer of shares that have been registered, and any other documents which were the basis for making an entry in the Register, after six years from the date of registration.

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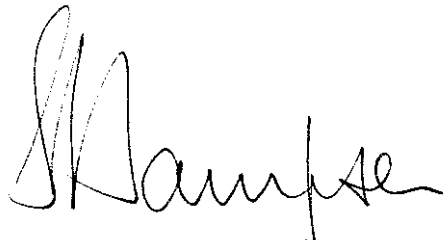
159.2 If the Company destroys a cancelled share certificate after the one year period, it is conclusively treated by the Company as being a valid certificate which was properly cancelled.

159.3 If the Company destroys a transfer form after the six year period, the form is conclusively treated by the Company as having been properly registered, valid and effective.

159.4 Every other document which the Company has destroyed under this Article will be conclusively treated by the Company as having been a valid and effective document in accordance with the details of that document which were recorded in the Company's book of records.

159.5 However:

- (i) the provisions of Article 159 will only apply to documents which are destroyed in good faith, and will not apply if the Company has received express notice that the documents may be relevant to a claim;
- (ii) Article 159 should not be read as making the Company liable for destroying a document earlier than the time referred to in Article 159.1; and
- (iii) this Article applies equally whether a document is destroyed or disposed of in some other way.


13/10/99