

JOHN LEWIS PARTNERSHIP PENSIONS TRUST LIMITED

SPECIAL RESOLUTION

Passed 10 September 1993

At the Annual General Meeting of John Lewis Partnership Pensions Trust Limited held on 10 September 1993, the following resolution was duly passed as a Special Resolution:

That the provisions of the Memorandum of Association of the Company be altered by inserting immediately after clause 3 (A) the following new clause 3 (B):

"As a separate and independent object and whether or not for the purposes of any other business of the Company to make gifts to and to subsidise and assist the John Lewis Partnership Trust for Pensions"

and by redesignating existing clause 3 (B) as clause 3 (C), and consequently redesignating all other clauses.

CHAIRMAN OF THE MEETING

J. I. Young

10/9/93.



THE COMPANIES ACT, 1929

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

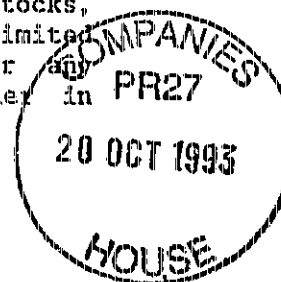
JOHN LEWIS PARTNERSHIP PENSIONS TRUST

LIMITED

(Amended pursuant to Special Resolution
passed 10 September 1993)

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1. The name of the Company is "JOHN LEWIS PARTNERSHIP PENSIONS TRUST LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To undertake the office of trustee, executor, administrator, treasurer, registrar, secretary, liquidator, receiver, manager, committee or attorney and generally to undertake, perform and discharge any trust or agency business and any office of trust or confidence.
 - (B) As a separate and independent object and whether or not for the purposes of any other business of the Company to make gifts to and to subsidise and assist the John Lewis Partnership Trust for Pensions.
 - (C) To carry on business as an investment trust company in all its branches and in particular (but without prejudice to the generality of the foregoing) to purchase or otherwise acquire, hold and deal in any shares, debentures, stocks, bonds, script or other securities not involving unlimited liability issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.



- (D) To subscribe and pay for on such terms and conditions as may be thought fit any such shares, debentures, stocks, bonds, script or other securities.
- (E) To underwrite any such shares or securities as aforesaid; to lend money with or without security and on such terms as may be thought fit; and to borrow money (whether for reinvestment or not) without security, or giving such security of any kind as may be agreed, including debentures and debenture stock, whether redeemable or perpetual.
- (F) To negotiate advances to, and to offer for public subscription, or otherwise place or assist in placing the shares, stock, debentures, bonds, script, or other securities of, or to promote and establish or assist in promoting and establishing any company, association, body, or authority, whether public or private, and to subscribe for, purchase or deal in its shares, stock, debentures, bonds, script, or other securities.
- (G) To carry on any other business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.
- (H) To enter into contracts, agreements and arrangements with any other company, whether in the United Kingdom or abroad, for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (I) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (J) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (K) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or person, or with any employees of the Company, including in such case if thought fit the conferring of a participation in its management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (M) To guarantee payment or performance of any debts, contracts or obligations, or become security, for any person, firm or company for any purpose whatsoever and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (N) To promote any company for the purpose or acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (O) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (P) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (Q) To receive money on deposit upon such terms as the Company may approve.
- (R) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (S) To lend money to such persons and on such terms as may seem expedient, and in particular to persons having dealings with the Company, and to guarantee the performance of contracts by any such persons, but not to carry on the business of a registered money-lender.
- (T) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To sell or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

- (W) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or the employees of its predecessors in business, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person who may have served the Company or its predecessors in business, or to the wives, children or other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or by its predecessors in business, and to subsidise or assist any association of employers or employees, or any trade association.
- (X) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To establish, grant and take up agencies in any part of the world, and to act as agents for companies carrying on all classes or kinds of insurance business, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit, provided that the Company shall not be entitled to carry on any assurance business within the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, the Road Traffic Acts, 1930 and 1934, and the Air Navigation Act, 1936, or any Act extending, amending or re-enacting the same, or to re-insure any risks falling within any such class of assurance as aforesaid.

- (Z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (CC) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five shillings.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. WATKINS,
The Mill House,
Cookham, Berks.

Director of John Lewis Partnership Limited

SEBASTIAN EARL,
D11, Sloane Avenue Mansions,
London, S.W.3.

Director of John Lewis Partnership Limited

D. B. MILLER Director of John Lewis Partnership Limited
The Orchard,
Cookham, Berks.

H. E. BAKER,
The Crest,
Raggleswood,
Chislehurst, Kent.

Director of Suburban and
Provincial Stores Limited

G. W. WHITTAKER, Director of Suburban and
17, Vineyard Hill, Provincial Stores Limited
Wimbledon Park, S.W.

F. D. CAMPBELL ALLEN, Director of John Lewis Partnership Limited
Westcott,
South Hill, Harrow.

T. W. ROBINSON, Director of John Lewis Partnership Limited
Charity Farm House,
Longstock,
Near Stockbridge. Hants.

Dated 21st day of January, 1942.

Witness to all the above Signatures:-

JOHN HUNTER,	Chartered Accountant.
35, Cavendish Square,	Secretary of John Lewis Partnership Limited
London, W.1.	and Suburban and Provincial Stores Limited.