

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MARKS AND SPENCER GROUP PLC

At the Annual General Meeting of the above named company duly convened and held at the Royal Festival Hall, Southbank Centre, London SE1 8XX on 10 July 2012 the following resolution was passed as an ordinary resolution:

**Resolution 19**

"THAT the authority conferred on the directors by Article 8 of the Company's Articles of Association be renewed for the period ending on the conclusion of the Annual General Meeting in 2013 or on 30 September 2013, whichever is sooner, in respect of relevant securities up to an aggregate nominal amount (as defined in section 551 of the Companies Act 2006);

- (A) up to a nominal amount of £133,890,820;
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £267,781,640 (including within such limit any relevant securities issued under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary."

The following were passed as special resolutions:

**Resolution 20**

"THAT the authority conferred on the directors by Article 8 of the Company's Articles of Association be renewed for the period ending on the conclusion of the Annual General Meeting in 2013 or on 30 September 2013, whichever is sooner, in respect of equity securities issued wholly for cash (a) in connection with a rights issue, and (b) otherwise than in connection with a rights issue up to an aggregate nominal amount (defined in section 561 of the Companies Act 2006) of £20,083,623"

**Resolution 21**

"THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 701 of the Companies Act 2006) on the London Stock Exchange of its ordinary shares of 25p each provided that:

- (a) the Company does not purchase under this authority more than 160 million ordinary shares;
- (b) the Company does not pay less than 25p for each ordinary share (being the nominal value of an ordinary share);

- (c) the Company does not pay for each ordinary share more than 105% of the average of the middle market price of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which the purchase is made;
- (d) this authority shall expire on the date of the Annual General Meeting in 2013 or 30 September 2013, whichever is sooner; and
- (e) the Company may agree before the authority terminates under (d) above to purchase ordinary shares where the purchase will or may be executed after the authority terminates (either wholly or in part). The Company may complete such a purchase even though the authority has terminated."

**Resolution 22**

"THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice."



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Amanda Mellor

Company Secretary