

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF CAPITAL  
OF  
MARKS AND SPENCER LIFE ASSURANCE LIMITED  
(the "Company")

THURSDAY



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\*A9K06AM5\*

11/06/2009

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This Memorandum is made pursuant to section 644(2) of the Companies Act 2006.

The Share Capital of the Company, as reduced by the special resolution dated 4 June 2009, is £10,000,000 divided into 10,000,000 ordinary shares of £1.00 each, which have been issued and are fully paid up.

.....*McQuillan*.....

Pauline Louise McQuillan

Secretary

For and on behalf of Marks and Spencer Life Assurance Limited

Dated: *4 June* 2009