

Company No 04256886

The Companies Act 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS¹
of
MARKS AND SPENCER GROUP PLC
("the Company")

The following ordinary and special resolutions¹ were passed at the Annual General Meeting of the Members of the Company, duly convened and held at Wembley Stadium Wembley, London HA9 0WS on 12 July 2016

ORDINARY RESOLUTION

Resolution 17 - Directors' authority to allot shares

The directors can be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined in section 551 of the Companies Act 2006)

(A) up to a nominal amount of £135,313,863,
(B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £270,627,726 (such amount to be reduced by any allotments made 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 as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter. The authorities conferred on the directors to allot securities under paragraphs (A) and (B) will expire on the date of the AGM of the Company to be held in 2017 or on 1 October 2017 whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired

¹ Resolutions relating to special business only



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SPECIAL RESOLUTIONS

Resolution 18 – Disapplication of pre-emption rights

That the directors be empowered to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution (set out in this Notice of Meeting) and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited

(A) to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 17, by way of a rights issue only)

- (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, as the directors otherwise consider necessary, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter

(B) In the case of the authority granted under paragraph (A) of Resolution 17 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £20,297,079, and shall expire at the conclusion of the AGM to be held in 2017 or on 1 October 2017 whichever is sooner (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended

Resolution 19 – Company's authority to purchase own shares

That the Company be generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 25p each ('Ordinary Shares'), such power to be limited

(A) to a maximum number of up to £164m Ordinary Shares,

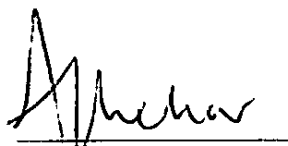
(B) by the condition that the minimum price which may be paid for an Ordinary Share is 25p and the maximum price which may be paid for an Ordinary Share is the highest of

- (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased, and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses, such power to apply until the end of the AGM to be held in 2017 or until 1 October 2017, whichever is sooner, but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended

Resolution 20 – Calling of general meetings on 14 days' notice

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days notice

A handwritten signature in black ink, appearing to read 'A Mellor', written over a horizontal line.

Amanda Mellor
Company Secretary