

No: 5174129

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

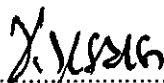
of

MARKS AND SPENCER CHESTER LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on
6th October 2004 the following resolutions were passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £1000 by the creation of 900 additional Ordinary Shares of £1 each.
2. That, pursuant to section 80 of the Companies Act 1985, the directors be authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



Chairman of the meeting

