

No: 5174129

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

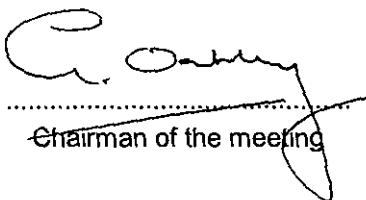
of

MARKS AND SPENCER CHESTER LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 2005 the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

1. That, in the previous Extraordinary General Meeting held on the 12th January 2005, the resolution passed pursuant to section 80 of the Companies Act 1985 intended to give the directors general and unconditional authority to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £7,499,000 and not £1,000 as declared and that the directors have not acted in breach of their duty in allotting shares up to this threshold to Marks and Spencer Property Holdings Limited.


.....
Chairman of the meeting

