

YOUR M&S

NOTICE OF ANNUAL GENERAL MEETING 2006

The ICC, Broad Street, Birmingham B1 2EA

Tuesday 11 July 2006 at 2pm

This document is important and requires your immediate attention

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Marks and Spencer Group plc (the 'Company'), please hand this document (together with the accompanying proxy form) as soon as possible to the stockbroker or other agent through whom you made the sale or transfer for transmission to the purchaser.

Dear Shareholder,

Annual General Meeting (AGM)

I have pleasure in sending you the Notice of this year's AGM which will be held at The ICC (The International Convention Centre), Broad Street, Birmingham B1 2EA on Tuesday 11 July 2006 at 2pm. The AGM is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to their questions. If you cannot attend the meeting, we would still like to understand the themes and issues of concern to you, as shareholders. A reply-paid card is included with this booklet for this purpose or, if you prefer, you may send your comments by email to chairman@marks-and-spencer.com, with the heading AGM 2006.

Your Vote Counts

Your vote is important to us – you can:

- register your proxy vote electronically by logging on to our Registrars' website, www.sharevote.co.uk or by using the service offered by CRESTCo for members of CREST; or
- complete and return the enclosed proxy form; or
- attend and vote at the AGM.

Voting

The accompanying proxy form invites you to vote in one of three ways: 'for', 'against' or 'vote withheld'.

At the meeting itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present who vote all their shares (rather than one vote per person) using Lloyds TSB Registrars' 'VoteNow' system.

The results will be published on our website, together with a resumé of the meeting, and will be released to the London Stock Exchange. In 2005, all resolutions were passed at the meeting on a poll with votes 'for' each resolution ranging from 82% to 99%.

Explanatory Notes**Resolution 2 – To approve the remuneration report**

The remuneration report is summarised on pages 27 to 30 of the Annual review and set out in full on page 40 to 48 of the Annual report. It has been prepared in accordance with the Directors' Remuneration Report Regulations 2002.

Resolutions 4 to 8 – To (re-)elect directors

Biographical details of our directors are given on page 19 of the Annual review and on page 19 of the Annual report. The Board concludes that each non-executive director is independent in character and judgement, makes an effective and valuable contribution to the Board and demonstrates commitment to the role.

Paul Myners is retiring from the Board at the conclusion of the 2006 AGM, when Lord Burns will succeed him as Chairman. Lord Burns was elected at the 2005 AGM as a director, albeit his appointment as director and Deputy Chairman was effective from 1 October 2005.

Resolutions 9 and 10 – To re-appoint the auditors and to authorise the Audit Committee to determine their remuneration

On the recommendation of the Audit Committee, the Board proposes that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company. Resolution 10 proposes that the Audit Committee be authorised to determine the level of the auditors' remuneration.

Resolutions 11 and 12 – To renew the powers of the Board to allot shares and to disapply pre-emption rights

The Company's Articles of Association empower directors to allot unissued shares. In accordance with Section 80 of the Companies Act 1985 such allotments must be authorised by the shareholders in general meeting. Resolution 11 seeks renewal of this power to allot shares up to a maximum of £140,266,912 (the Section 80 Amount) and is equal to 33.3% of the Company's issued share capital as at 9 May 2006, being the latest practicable date before the publication of this notice.

The directors are also seeking authority to disapply shareholder pre-emption rights so that shares may be allotted for cash, other than by way of a rights issue. Resolution 12 seeks authority to allot shares for cash other than by way of a rights issue up to a maximum of £21,040,036 (the Section 89 Amount) and is equal to 5%

of the Company's issued share capital as at 9 May 2006, being the latest practicable date before the publication of this notice.

There are no current plans to allot shares except in connection with employee share schemes. The authorities will expire on the date of the AGM in 2007 or 10 October 2007 whichever is sooner.

Resolution 13 – To authorise the Company to purchase its own shares

With the authority of shareholders in general meeting, the Company is empowered by its Articles to purchase its own shares subject to the provisions of the Companies Act 1985. The directors believe it is prudent to seek general authority from shareholders to be able to act if circumstances arose in which they considered such purchases to be desirable. This power will only be exercised if and when, in the light of market conditions prevailing at that time, the directors believe that such purchases would increase earnings per share and would be for the benefit of shareholders generally. This resolution specifies the maximum number which may be acquired (approximately 10% of the Company's issued share capital) and minimum and maximum prices at which they may be bought. As at 9 May 2006, the latest practicable date before the publication of this notice, there were options outstanding over approximately 58 million ordinary shares, representing 3.4% of the Company's issued ordinary share capital. If the authority given by Resolution 13 were to be fully used, these would then represent 3.8% of the Company's ordinary share capital in issue at that date.

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, which came into force on 1 December 2003, the Company is allowed to hold its own shares in treasury following a buy-back as an alternative to cancelling them. Shares held in treasury may be subsequently sold for cash, but all rights attaching to them, including voting rights and the right to receive dividends, are suspended while they are held in treasury. It is the Company's present intention to cancel any shares it buys back rather than hold them in treasury.

Resolutions 14 to 19 – To authorise the Company to make Donations to EU Political Organisations and incur EU Political Expenditure

The Political Parties, Elections and Referendums Act 2000 (the 'Act') which came into effect in 2001, prohibits companies from making any Donations to EU Political Organisations or incurring any Political Expenditure unless authorised by members in advance. The Company does not make Donations to political parties. However, the legislation gives a wide definition of what constitutes Political Donations and Expenditure and, sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this. Accordingly, along with many other companies, we are seeking shareholder approval on a precautionary basis to allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. The Act requires that separate resolutions be put for each relevant subsidiary – the six resolutions proposed relate to the principal employing companies in the Group. The authority sought for these resolutions will be capped at £100,000 in aggregate for each company for each year, will last for four years, and will be within the terms prescribed in Part XA of the Companies Act 1985 (as amended by the Political Parties, Elections, and Referendums Act 2000).

This authority expires in 2010 as permitted by the Act. The policy of not making Donations to any EU Political Organisation will continue. However, should the Board wish to change this policy during the term of this authority, the Company will seek renewed shareholder approval prior to making any such Donation.

Resolutions 20 and 21 – To reduce the Company's authorised share capital and to adopt new Articles of Association

Following the Company's decision to redeem all outstanding B Shares on 5 May 2006, the 3,200,000,000 B Shares which form part of the Company's authorised share capital are now no longer in issue. The Board therefore considers that it is appropriate to remove this element of the Company's authorised share capital. A resolution is being proposed, Resolution 20, which would have the effect of removing reference to the B Shares thereby reducing the Company's authorised share capital by £2,240,000,000.

It has now been four years since the Company's Articles of Association were adopted. Although small amendments have been made to the Articles since then, the Board considers that this is an appropriate time to review them against best practice and to take account of recent legislative and regulatory changes. In order to make the Articles of Association clearer and more accessible to shareholders, the new Articles, which it is proposed be adopted pursuant to Resolution 21, have been written in plain English, include a glossary and are available on our website. In preparing the proposed new Articles, our approach has been to remove provisions which are redundant or unlikely to be used within a five year timeframe; to avoid anticipatory changes where no clear guidelines for the future are currently available; to clarify ambiguities within our existing Articles and seek administrative improvements; and to ensure that the Articles meet good governance practices and benchmark with other major listed companies. The principal differences between the current Articles and the proposed new Articles are set out in the Appendix to this notice.

Resolution 22 – To amend the terms of the Performance Share Plan

Over the last year, the Company has delivered significantly improved performance and has generated a substantial increase in profit.

The Remuneration Committee believes that the Company's senior management team, under the dynamic leadership of Stuart Rose, can further improve the performance of the Company and help it achieve its full potential. To do this, it is essential that the members of this team are retained within the business over the coming years. It is, therefore, necessary to ensure that

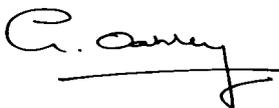
their remuneration packages are sufficiently flexible and attractive to enable the Company to keep the team together. The Remuneration Committee has proposed a number of changes to the remuneration packages of the senior executives to achieve this and these are described for the Company's executive directors in the Remuneration report beginning on page 40 of the Annual report and in the Summary remuneration report beginning on page 27 of the Annual review. Shareholder approval is required to increase the flexibility under the Company's Performance Share Plan 2005 to make substantial awards in exceptional circumstances.

Currently, the annual maximum value of shares over which awards can be granted to an individual under the Performance Share Plan in normal circumstances is 200% of base salary. This limit increases to 300% of base salary in the case of recruitment in exceptional circumstances. The proposed change to the Performance Share Plan is to increase the annual maximum value of shares over which awards can be granted to an individual in exceptional circumstances, including for retention or recruitment purposes, to 400% of base salary. The existing annual limit of up to 200% of base salary will continue to apply in normal circumstances. If this change is approved by shareholders then the Remuneration Committee intends to exceed the 200% base salary limit in 2006/07 for around six individuals. The level of awards in future years will be determined by the Remuneration Committee in the light of the circumstances at the time.

Recommendation

Your directors believe that the proposals described in this booklet are in the best interests of the Company and its shareholders as a whole and recommend you to give them your support by voting in favour of the resolutions, as they intend to in respect of their own beneficial shareholdings, with the exception of Resolution 22.

Yours sincerely



Graham Oakley, Group Secretary
8 June 2006

NOTICE OF MEETING

Marks and Spencer Group plc

Notice is hereby given that the fifth Annual General Meeting of Marks and Spencer Group plc will be held at The ICC (The International Convention Centre), Broad Street, Birmingham B1 2EA on Tuesday 11 July 2006 at 2pm for the following purposes:

Ordinary Business

- 1 To receive the report of the directors and the financial statements for the 52 weeks ended 1 April 2006, together with the report of the auditors.
- 2 To approve the remuneration report.
- 3 To declare a final dividend on the ordinary shares.

To elect the following directors who were appointed by the Board since the last Annual General Meeting:

- 4 Jeremy Darroch
- 5 David Michels
- 6 Louise Patten
- 7 Steven Sharp

To re-elect the following director who is retiring by rotation:

- 8 Stuart Rose
- 9 To resolve as an ordinary resolution:
That PricewaterhouseCoopers LLP be, and are hereby, re-appointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 10 To resolve as an ordinary resolution:
That the Audit Committee determine the remuneration of the auditors on behalf of the Board.

Special Business

Directors' authority to allot shares

- 11 To resolve as an ordinary resolution:
That the authority conferred on the directors by Article 14(B)(i) of the Company's existing Articles of Association be renewed for the period ending on the conclusion of the Annual General Meeting in 2007 or on 10 October 2007, whichever is sooner, in respect of relevant securities up to an aggregate nominal amount (the Section 80 Amount) of £140,266,912.

Disapplication of pre-emption rights

- 12 To resolve as a special resolution:
That the authority conferred on the directors by Article 14(B)(ii) of the Company's existing Articles of Association be renewed for the period ending on the conclusion of the Annual General Meeting in 2007 or on 10 October 2007, 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 (the Section 89 Amount) of £21,040,036.

Company's authority to purchase its own shares

- 13 To resolve as a special resolution:
That the Company be generally and unconditionally authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of its ordinary 25p shares provided that: (a) the Company does not purchase under this authority more than 168 million ordinary shares; (b) the Company does not pay less than 25p for each 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 Company agrees to buy the ordinary shares concerned; (d) this authority shall continue in force until the conclusion of the Annual General Meeting in 2007 or 10 October 2007, 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.

Company's authority to make Donations to EU Political Organisations and incur EU Political Expenditure

- To resolve as ordinary resolutions:
- 14 That in accordance with Section 347C of the Companies Act 1985, the Company is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.

- 15** That in accordance with Section 347C of the Companies Act 1985, Marks and Spencer plc is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.
- 16** That in accordance with Section 347C of the Companies Act 1985, Marks & Spencer Outlet Limited is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.
- 17** That in accordance with Section 347C of the Companies Act 1985, Marks and Spencer Shared Services Limited is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.
- 18** That in accordance with Section 347C of the Companies Act 1985, Marks and Spencer Simply Foods Limited is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.
- 19** That in accordance with Section 347C of the Companies Act 1985, Marks and Spencer (Ireland) Limited is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in the manner set out in the notes to this notice up to a maximum aggregate sum of £100,000 per annum.

Articles of Association

- 20** To resolve as an ordinary resolution:
That the authorised share capital of the Company be reduced by £2,240,000,000 following the redemption of the remaining B Shares on 5 May 2006.
- 21** To resolve as a special resolution:
That the new Articles of Association of the Company, a copy of which was presented to the meeting and signed for the purposes of identification by the Chairman, be approved and adopted as the Articles of Association of the Company, to the exclusion and in substitution for the existing Articles of Association of the Company, with effect from the conclusion of this meeting.

Performance Share Plan

- 22** To resolve as an ordinary resolution:
That the proposed amendment, as described in the explanatory notes to this notice, to the maximum value of shares over which awards can be granted to an individual under the rules of the Marks and Spencer Group Performance Share Plan 2005 (the 'Plan'), an amended copy of which was presented to the meeting and signed for the purposes of identification by the Chairman, be approved.

By order of the Board

Graham Oakley, Group Secretary
London
8 June 2006

Registered office
Waterside House
35 North Wharf Road
London W2 1NW
Registered in England and Wales No. 4256886

Notes:

- 1 Biographies of the directors seeking (re-)election and appointment are given on page 19 of the Annual report or on page 19 of the Annual review, including membership of the principal committees. The unexpired terms of their service contracts are as follows: Stuart Rose and Steven Sharp – 12 months; and Jeremy Darroch, David Michels and Louise Patten – three months.
- 2 Every member entitled to attend and vote at the AGM may appoint a proxy to attend and to vote instead of that member. A proxy need not be a member of the Company.
- 3 The time by which a person must be entered on the Company's register of members in order to attend or vote at the meeting is 2pm on Sunday 9 July 2006.
- 4 The following documents are available for inspection at an agreed time (please ring +44 (0)20 8718 9984) during normal business hours on Monday to Friday, except public holidays, at the Company's registered office at Waterside House, 35 North Wharf Road, London W2 1NW. They will also be available for inspection at The ICC from 1pm on 11 July 2006 until the conclusion of the AGM:
 - (i) the register of directors' interests in the shares of the Company;
 - (ii) copies of the directors' service contracts or letters of appointment;
 - (iii) the existing and proposed Articles of Association; and
 - (iv) the directors' Deeds of Indemnity.
- 5 For the purposes of Resolutions 14, 15, 16, 17, 18 and 19:
 - (a) 'Donations,' 'EU Political Organisations' and 'EU Political Expenditure' have the meanings ascribed to them in part XA of the Companies Act 1985 (as amended by the Political Parties, Elections and Referendums Act 2000.)
 - (b) The approved terms shall be as follows:
 - (i) to make Donations to EU Political Organisations and to incur EU Political Expenditure up to the specified sum;
 - (ii) such authority shall begin at the date of passing this resolution and end on the date of the Company's AGM in 2010 or on 11 July 2010, whichever is sooner; and
 - (iii) this authority expires in 2010 as permitted by the legislation. The policy of not making Donations to any EU Political Organisation will continue. However, should the Board wish to change this policy during the term of this authority, the Company will seek renewed shareholder approval prior to making any such Donation.
- 6 A copy of the amended rules of the Marks and Spencer Performance Share Plan 2005 will be available for inspection at the offices of New Bridge Street Consultants LLP during normal business hours on Monday to Friday, except public holidays, from the date of this notice up to and including the date of the AGM. They will also be available for inspection at the ICC from 1pm on 11 July until the conclusion of the AGM.
- 7 Please see the letter from the Group Secretary dated 8 June 2006 for further explanatory notes.

APPENDIX

Articles of Association – summary of principal differences

The principal differences between the current and the proposed new Articles of Association of the Company ('Articles') are explained in the table below. A copy of the proposed new Articles will be available for inspection at the 2006 AGM, on the Company's website and at the Registered Office. The majority of changes are not material, so although the wording and numbering of the Articles will change, the meaning and effect of most of the provisions will not.

New Article Number	Current Article Number	
–	4A(B)	B Shares
4	4	B shares were issued to existing shareholders in March 2002 when £2bn was returned to shareholders. On 5 May 2006, the remaining 3% of the B Shares were redeemed. Provisions relating to the class rights of these shares have therefore been deleted. Resolution 20 is being proposed separately, which will have the effect of removing the B Shares from the Company's authorised share capital.
19, 21	24, 37	Enforcing lien by sale and Calls The current articles are being amended to require shareholders to pay any sums due on shares to the Company after it has given 14 clear days' notice. It will also allow the Company to enforce its lien over such shares if the money has not been paid by at least 14 clear days following the serving of the notice.
24	27	Interest due on Non-Payment The current article is being amended to allow an annual interest rate not exceeding 15% to be charged, where a call is made on a share and the money due remains unpaid, from the day it is due until the day it is actually paid.
27	30	Payment of Calls in Advance The current article is being amended to allow an annual interest rate not exceeding 15% to be paid on money a shareholder pays in advance, for the period from payment until the date the money would otherwise be due.
29	32	Form of Notice The current article is being amended to require the Company to give 14 clear days' notice of its intention to forfeit shares in respect of which a demand on a call or an instalment of a call remains unpaid.
31	–	Notice after Forfeiture This new article provides that after a share has been forfeited, the Company will notify the person whose share has been forfeited. However, the share will still be forfeited even if such notice is not given.
33	35	Arrears to be Paid Notwithstanding Forfeiture The current article is being amended to allow an annual interest rate not exceeding 15% to be charged on amounts due to the Company by shareholders in respect of any unpaid amount until it is paid.
35	40	Transfer This article will expressly allow the Company's shares to be held and transferred without share certificate or transfer forms in CREST. They will also enable the Company to take advantage of the existing facilities of CREST, together with those facilities which may become available in the future. Shareholders will still be able to choose whether their shares are evidenced by share certificates or held in electronic form in CREST and, accordingly, the new Articles take account of shares being held in either form.
38(C)	43	Other rights to decline Registration The current article is being amended to allow the directors to recognise a renunciation by a person of his right to a share in favour of some other person and this will be treated as a transfer.
42	49	Entry of Transmission in Register The current article is being amended to provide that in the case of certificated shares, the directors must note any transmission of shares by operation of law (for example, on the death or bankruptcy of a shareholder) in the register of shareholders within two months of receiving evidence of the transmission.

New Article Number	Current Article Number	
51	–	<p>Separate General Meetings</p> <p>This new article provides that where a separate general meeting is called, otherwise than for changing or abrogating the rights of the shares of that class, the provisions relating to general meetings will apply.</p>
54	67	<p>Postponement of General Meetings</p> <p>The current article is being amended to provide that where the directors consider it impracticable or undesirable to hold a general meeting on the date or at the time and place stated in the notice, they can move or postpone the meeting. If the directors do this, an announcement, if practicable, will be made in two national newspapers, and the directors will take reasonable steps to ensure any shareholder trying to attend at the original time and place is informed.</p>
62	68	<p>Notice of Adjournment</p> <p>The current article is being amended to provide that where a meeting is adjourned indefinitely or for more than three months, notice of the adjourned meeting must be given in the same way as was required for the original meeting.</p>
70	78	<p>Appointment of Multiple Proxies</p> <p>The current article is being amended to include the right of a shareholder to appoint more than one proxy to attend a general meeting.</p>
74	–	<p>No Right to Vote where Sums Overdue on Shares</p> <p>This new article provides that unless the directors decide otherwise, a shareholder cannot attend or vote at any general meeting of the Company or exercise any other right conferred by membership in relation to general meetings and polls if he has not paid all amounts relating to his shares which are due at the time of the meeting.</p>
78	–	<p>Maximum Validity of Proxy</p> <p>This new article provides that a proxy form will cease to be valid 12 months from the date of its receipt, unless it is used at an adjourned meeting or on a poll after a meeting where it was valid for the original meeting.</p>
81	85	<p>Number of Directors</p> <p>The current article is being amended to allow the Company to have a minimum of two directors, in line with current legislation.</p>
84	–	<p>Power of Company to Elect Directors</p> <p>This new article provides that the Company can, by passing an ordinary resolution, elect any willing person to be a director.</p>
86	95	<p>Number of Directors to retire by rotation</p> <p>The current article is being amended so that if at any time there are fewer than three directors, then all directors shall retire at each Annual General Meeting.</p>
87(C)	97	<p>Identity of Directors to Retire</p> <p>This article now includes the requirement for non-executive directors who have been in office for more than nine years to seek annual re-election.</p>
95, 96	89	<p>Directors' Fees & Additional Remuneration</p> <p>In 1995 the article relating to directors' fees was removed as it had remained unchanged since 1926 at £250 per annum each and disclosure of individual directors' pay had been introduced in annual reports under the Code of Corporate Governance. However, it is latest best practice to set an overall limit for directors' fees, excluding any additional fees for holding an executive position; acting as Chairman or Deputy Chairman; chairing or serving on a Board committee or performing other services which the Board considers extends beyond the ordinary duties of a director.</p> <p>This new article provides for an aggregate limit for fees which may be paid to the directors of £750,000 per annum. Although it is not intended to utilise the full amount at present, it does provide flexibility for the future.</p>

New Article Number	Current Article Number	
101	116	<p>Borrowing Powers</p> <p>This article sets a limit on the borrowing powers of the Company, which is calculated based on a multiple of two times the adjusted capital and reserves. The introduction of International Accounting Standards may result in greater volatility in the annual results of listed companies and, in particular, IAS 19 relating to pension scheme assets, which may cause a company to breach the borrowing restrictions set out in its Articles. The current article is to be amended to exclude any effect of applicable accounting standards (including IAS 19) relating to the assets and liabilities of any pension scheme in so far as they would affect the calculation of the capital reserves of the Company.</p>
105	–	<p>Registers</p> <p>This new article provides that the Company can use the powers given by the legislation to keep an overseas, local or other register and that they can make and change any regulations previously made by them relating to any of such registers, as long as the legislation allows.</p>
106	–	<p>Provision for Employees</p> <p>This new article provides that the directors can exercise the powers under the legislation to make provision for the benefit of employees or former employees of the Company or any of its subsidiaries in connection with the cessation or transfer of the whole or part of the business of the Company or that subsidiary.</p>
109	106(A)	<p>Quorum</p> <p>The current article is being amended to allow two directors to form a quorum for the purposes of directors' meetings.</p>
113	113	<p>Delegation to Committee</p> <p>The current article requires that committees of the Board are made up of a majority of directors and that a resolution of a Board committee is only effective if a majority of directors is present throughout the meeting. Given the reduction in the number of Board directors (there are currently 11 in total, including three executive directors), this article is being amended to enable the Board to appoint both directors and non-directors (who in practice will be senior management) to Board committees as it thinks appropriate, without there having to be a majority of directors on each committee. This is intended to give the Board greater flexibility and speed of decision-making, whilst ensuring that committees are comprised of appropriate individuals in view of the function of each committee.</p>
126	131	<p>Unclaimed Dividends</p> <p>The current article is being amended to allow the Company to stop sending dividend payments where three consecutive dividend payments are returned undelivered, remain uncashed or have failed, or if any one dividend payment is returned undelivered, remains uncashed or has failed and reasonable enquiries have failed to establish any new address or account of the registered holder.</p>
141	–	<p>Presumption Where Documents Destroyed</p> <p>This new article provides that the Company can destroy or delete all transfer forms after six years from the date of registration; all dividend and other payment instructions and notifications of a change of address or name, after two years from the date these were recorded; and all cancelled share certificates, after one year from the date they were cancelled.</p> <p>If the Company destroys or deletes a document under this article, it is conclusively treated as having been a valid and effective document in accordance with the Company's records relating to the document. This article only applies to documents which are destroyed or deleted in good faith and where the Company is not on notice of any claim to which the document may be relevant.</p> <p>If the documents relate to CREST shares, the Company must comply with any requirements of the Uncertificated Securities Regulations which limit its ability to destroy these documents.</p>
144, 145 and 146	–	<p>Exclusive Jurisdiction and Arbitration</p> <p>These new articles provide for arbitration of all disputes between shareholders, the Company, the directors and the Company's professional service providers in accordance with the International Chamber of Commerce's 'Rules of Arbitration'. They also determine that the governing law is English law and that the jurisdiction in which claims against the Company may be brought would be that of England & Wales in the event that submission to arbitration is unenforceable or invalid.</p>

THE VENUE

Location

The ICC (The International Convention Centre), Broad Street, Birmingham B1 2EA. www.theicc.co.uk

Time

Doors will open at 12.15pm with the AGM commencing at 2.00pm. Please try to arrive by 1.45pm to allow time for registration and security clearance.

Admission

Please bring with you the attendance card which is attached to your proxy form. This will help us to register your attendance without delay.

Refreshments

Refreshments will be available before and after the meeting.

Shareholders with special needs

The ICC is easily accessible for wheelchair users. There is an assisted hearing system available throughout the auditorium and handsets will be available from the cloakroom. A sign language interpreter will also be in attendance during the AGM. You are more than welcome to bring someone with you. Marks & Spencer representatives will be on hand if you require assistance during the meeting.

Further queries

If you have a query about the AGM or the contents of this document, please call Marks & Spencer Group Secretariat on +44 (0)20 8718 9888.

Webcast

For shareholders unable to attend this year's AGM, we are providing a webcast on our corporate website. Should you wish to register a question for the meeting, you are invited to complete and return, in advance, the reply paid shareholder topics card, enclosed with this document or to send an email to chairman@marks-and-spencer.com with the heading AGM 2006. The live webcast will be available from 2.00pm on 11 July 2006, please logon to: www.marksandspencer.com/thecompany. An archive version will also be available from the following day.

Marks & Spencer store

For those wishing to visit the newly remodelled Your M&S Birmingham store, a shuttle bus will be available after the AGM.

Rail

Birmingham New Street is at the heart of the national intercity network with regular services running from Edinburgh, Cardiff and two trains running every hour from London Euston taking approximately 1 hour 30 minutes. Shuttle buses running from Birmingham New Street to The ICC will be available for Marks & Spencer shareholders from midday until 1.45pm, and will also take shareholders back to Birmingham New Street after the AGM. Please ensure you follow station signage and exit through the main station concourse by WH Smith and Burger King following **Exit 2** to Station Street. When outside Exit 2, cross the car park to TK Maxx where clearly marked shuttle buses will be waiting. Alternatively, The ICC is a 15 minute walk from Birmingham New Street Station.

For shareholders arriving into *Birmingham Snow Hill Station*, shuttle buses will be running to The ICC from midday until 1.45pm, and will also take shareholders back to Snow Hill Station after the AGM. Please leave the station via the main exit where clearly marked buses will be waiting.

Coach

Digbeth Coach Station is a major hub for National Express coach services. A shuttle bus will be running to The ICC from midday until 1.45pm, and will also take shareholders back to Digbeth Coach Station after the AGM. A clearly marked bus will be situated on Rea Street directly in front of the Coach Station.

Bus

Numerous buses stop outside The ICC on Broad Street. For route information and timetables, please call the Centro Hotline on +44 (0)121 200 2700 or visit www.centro.org.uk.

Car

Birmingham is at the heart of a comprehensive motorway network and can be accessed via the M5, M6, M40 and M42. Free parking for shareholders, on a first come first served basis, is available at The NIA North Lower Car Park which can be entered via King Edwards Road. Please bring your attendance card with you for access. The ICC is only a short walk from the North Lower Car Park. Please note that roadworks will be in progress to resurface the M6 Northbound at Junction 8 (M5 Interchange) and M6 Southbound at Junction 5-6 (near Spaghetti Junction). Please visit www.highways.gov.uk for more information.

LOCATION MAP

