

THE FOLLOWING MATTERS ARE RESERVED TO THE BOARD FOR ITS DECISION:

GROUP STRATEGY

1. Overall Group strategy and corporate vision, setting standards and creating a high-performance culture which maximises value creation and minimises risk.
2. Creation, acquisition or disposal of corporate entities or assets which are material to the Group.
3. Evaluation of the Group's competitive position and opportunities arising from the strategies and strengths of competitors.
4. Development and protection of the brand, its values and business principles.
5. Extension of the Group's activities into new business or geographic areas.

PUBLIC COMPANY

6. Any changes to the Company's listing or its status as a plc
7. Public announcements required by law or by any regulatory authority (including current trading and dividend payments) and matters to be brought to the AGM.
8. Accountability for external relationships with shareholders, the investment community generally, other stakeholders and the media, and subsequent share price performance.
9. Any matters materially affecting the Group's reputation, including:
 - environment, social, governance and health & safety policy;
 - corporate social responsibility policy and budget;
 - payment of political donations.
10. Ensure the Group is doing the right thing, the right way for its key stakeholders – its customers, employees, suppliers, shareholders, local communities and the environment.

FINANCE

11. Annual and interim reports and financial statements to shareholders.
12. Significant changes in accounting policy.
13. Group capital structure and dividend policy.
14. Three year and one year operating plans and key performance indicators including financial and non-financial information and contracted commitment with suppliers.
15. Group capital investment policy and any capital projects and expenditure that fall outside that policy. The monitoring of Group investments.
16. Group treasury and borrowing policies beyond that delegated to the Group Treasurer.

RISK MANAGEMENT, INTERNAL CONTROL AND AUDIT

17. The nature and extent of the significant risks the company is willing to take in achieving its strategic objectives. Safeguarding of Group assets to enhance over time the value of shareholders' investment by identifying, evaluating and managing specific risks.
18. System of internal control and the review of its effectiveness (including financial, operational and compliance controls and risk management).
19. Annual Report of Internal Audit.
20. Appointment, reappointment or removal of the External Auditors.

LEGAL

21. Company's Memorandum and Articles of Association and Seal signatories.
22. Prosecution, defence or settlement of material litigation and legal/regulatory compliance.
23. Grant of guarantees and indemnities, other than those issued in the ordinary course of operational business.

24. Allotment and repurchase of shares and the grant of employee share options within any delegated shareholder authority. Share Dealing Code.

MANAGEMENT AND REMUNERATION

25. Following recommendation from the nomination committee, changes to the Board structure, composition and size, taking account of its succession requirements (including appointments to and removals from the Board and succession planning for senior management).

26. Group management and reporting structures, business processes and structures.

27. Group remuneration policy, including reward policy and framework, employee bonus and share schemes, conditions of employment and pension scheme.

28. Appointments or removals to the Board of Marks and Spencer plc and the following specific Group offices: Group Secretary, Chief Accountant, Chief Internal Auditor, Chief Legal Adviser.

29. Annual review of Board effectiveness including terms of reference of Committees established by the Board.