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www.marksandspencer.com



Mr D H Wollmuth  
Wollmuth Maher & Deutsch LLP  
500 Fifth Avenue  
New York  
New York 10110

Date 25.2.02

SUPPL



Dear Mr Wollmuth

**STOCK EXCHANGE ANNOUNCEMENT**

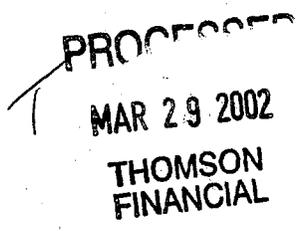
I enclose a copy of an announcement which was released to the Stock Exchange today. I would be grateful if you could ensure this is filed with the Securities and Exchange Commission. I also enclose a duplicate set which should be date stamped by the SEC and retained by your office to confirm filing.

In addition I enclose a copy of the Announcement for your information.

Yours sincerely

*Pat Farrell*

PATRICIA FARRELL  
COMPANY SECRETARIAT  
Room B130  
☎ 020 7268 3377  
☎ Fax: : 020 7268 2440  
✉ [Pat.Farrell@mark-and-spencer.com](mailto:Pat.Farrell@mark-and-spencer.com)



*Pat Farrell 3/22*

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The Office of Corporate Finance  
Securities and Exchange Commission  
Judiciary Plaza  
450 5th Street North West  
Washington DC 20549  
USA



Our ref: File No.  
82.1961  
Your ref:

Date 28 February 2002

Dear Sirs

**12g3-2(b) Exemption : Marks and Spencer p.l.c. : United Kingdom : 18 December 1987**

The enclosed information is being supplied as follow up for our existing exemption.

Yours faithfully

H Graham Oakley  
Company Secretary



**MARKS AND SPENCER P.L.C.**

**Proposed Return of £2 billion**

**Result of Court Meeting and Extraordinary General Meeting**

**28 February 2002**

### **Shareholders approve Scheme of Arrangement**

At a meeting today convened by the High Court, ordinary shareholders overwhelmingly approved the Scheme of Arrangement without modification. The notice of this Court Meeting was set out in the Shareholder Circular dated 29 January 2002.

The Court is expected to approve the Scheme of Arrangement at a hearing on 18 March 2002.

### **Resolution passed at Extraordinary General Meeting**

At an Extraordinary General Meeting of the ordinary shareholders which followed immediately after the conclusion of the Court Meeting, the resolution as set out in the Notice of Extraordinary General Meeting contained in the Shareholder Circular dated 29 January 2002 was passed as a special resolution.

The resolution is for the purpose of giving effect to the Scheme of Arrangement and to amend the Articles of Association in relation to the Scheme of Arrangement, conditionally on the Scheme becoming effective.

Commenting on today's result Luc Vandeveld, Chairman and Chief Executive, said

"I am delighted that so many shareholders, both institutional and private, supported this key element of the restructuring that we announced last year. We are hoping for approval of the Court for the Scheme and the reduction in capital by 20 March 2002 which will allow us meet our commitment to return the £2 billion to shareholders before the end of this financial year.

For further information please contact:

Corporate Press Office:

020 7268 8642

Shareholder helpline:

0800 035 2780 (Freephone)

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