

**JOHN LEWIS PROPERTIES plc****SPECIAL RESOLUTION****Passed 23 November 2000**

At an Extraordinary General Meeting of John Lewis Properties plc held on 23 November 2000, the following Resolution was duly passed as a Special Resolution.

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be altered

(i) by substituting for the existing Article 146 the following Article:

The Common Seal shall only be used by the authority of the directors or of a committee of directors authorised by them. Any instrument to which the seal is affixed shall be signed by a director or the Company Secretary or his deputy howsoever designated. Where the Act so permits, any instrument authorised by the directors or a committee of directors authorised by them and signed by the Company Secretary or his deputy howsoever designated or signed by one or more persons acting under the authority of a specific resolution of the Board and expressed to be executed by the Company shall have the same effect as if executed under seal.

(ii) by inserting as Article 161 the following Article

**Article 161 - Destruction of Documents**

161. The Company can destroy:

- (a) all cancelled share certificates and stock certificates after one year from the date they were cancelled;
- (b) any dividend or interest payment instructions, including any instruction to vary or cancel these, and notifications of a change of name or address, after two years from the date these were recorded by the Company; and
- (c) any forms for a transfer of shares or stock that have been registered, and any other documents which were the basis for making an entry in the Register, after six years from the date of registration.

161.2 If the Company destroys a cancelled share certificate or stock certificate after the one year period, it is conclusively treated by the Company as being a valid certificate which was properly cancelled.

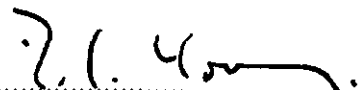


161.3 If the Company destroys a transfer form after the six year period, the form is conclusively treated by the Company as having been properly registered, valid and effective.

161.4 Every other document which the Company has destroyed under this Article will be conclusively treated by the Company as having been a valid and effective document in accordance with the details of that document which were recorded in the Company's book of records.

161.5 However:

- (i) the provisions of Articles 161 will only apply to documents which are destroyed in good faith, and will not apply if the Company has received express notice that the documents may be relevant to a claim;
- (ii) Article 161 should not be read as making the Company liable for destroying a document earlier than the time referred to in Article 161.1; and
- (iii) this Article applies equally whether a document is destroyed or disposed of in some other way.

  
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CHAIRMAN OF THE MEETING