

JOHN LEWIS PARTNERSHIP TRUST LIMITED

SPECIAL RESOLUTION

Passed 22 January 1998

At an Extraordinary General Meeting of John Lewis Partnership Trust Limited held on 22 January 1998, the following Resolution was passed as a Special Resolution:

That the Articles of Association of the Company be altered by

(a) substituting in Article 1 the following Definition:

The "Settlement" means the Deed of Settlement dated 26th April 1950 and referred to in the Company's Memorandum of Association, and the expressions "the 1929 Settlement", "the Constitution", "Associated Company" and "the Council" have the respective meanings given to them by the Settlement.

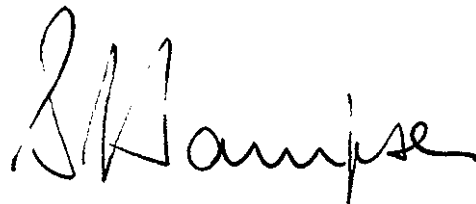
(b) substituting for the existing Article 4 the following Article:

The "A" shares shall be held by the Chairman for the time being. Upon the holder of the "A" shares ceasing to hold the office of Chairman, the Deputy Chairman, or failing him the other Directors shall have power to, and shall forthwith, transfer the "A" shares to the succeeding Chairman, and until such transfer can be effected the Deputy Chairman shall have power to call for a transfer and to vote in respect of the "A" shares. The "B" shares shall be held by the trustees for the time being of a Declaration of Trust made on the 21st day of June 1950 each of whom shall have first executed a Deed of Appointment as Trustee thereof and the Secretary is hereby authorised to register a transfer of the said "B" shares to the said Trustees and to seal the share certificates in their names. No transfer of shares made otherwise than in accordance with the provision of this Article shall be registered.



(c) substituting for the existing Article 25 the following Article:

The number of Directors shall not be more than five nor less than two and the names of the first Directors shall be John Spedan Lewis and Sarah Beatrice Mary Lewis. The Chairman and Deputy Chairman appointed in accordance with the provisions of these articles shall on taking office be and are hereby appointed Directors of the Company. The Council shall be entitled at any time, annually and from time to time if vacancies occur, by notice in writing signed on its behalf by the Clerk to the Council appoint up to three Directors and by like notice to remove any Directors so appointed by it. Notice of such appointment or removal of any Director by the Council shall be left at or sent to the registered office of the Company.

A handwritten signature in cursive script, appearing to read 'J. Hampse', written in dark ink.

CHAIRMAN