

No. 481406

JOHN LEWIS PARTNERSHIP TRUST LIMITED

SPECIAL RESOLUTION

Passed on 22 June 1995

At the Annual General Meeting of the Company held on Thursday the twenty second day of June 1995 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered as follows:

Article 1

Delete the words "The Act" means the Companies Act, 1948" and substitute therefor "The Act" means the Companies Act, 1985"

Article 2

Delete the words "The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948" and substitute therefor

"The Company is not a public company within the meaning of Section 1(2) of the Companies Act 1985".

Article 4

Delete the third sentence thereof and substitute therefor:

"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, who shall have first executed a Deed of Appointment as Trustee thereof."

Article 7

Substitute "Section 368" for "Section 132".

Article 8

Substitute "Section 378(2)" for "Section 141(2)".

Article 11

Delete in its entirety



..2/

A handwritten signature, possibly "JL", is written in the bottom right corner of the page.

Article 31

Delete the words

"Except in cases where the provisions of this Article may be void under Section 205 of the Act, every Director, officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business, or in the discharge of his duties , and no Director"

and substitute therefor:

"The Company may purchase and maintain for every Director, Officer or Auditor insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company. The Company may also indemnify any such Director, Officer or Auditor against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted. No Director"

Article 33

Delete clause (b) thereof and substitute therefor:

"(b) Is found to be suffering from mental disorder such as to impair permanently the discharge of his duties as a Director."

Delete in clause (d) the words "Section 188 of the Act" and substitute therefor "The Company Directors Disqualification Act 1986".

Article 38

Delete the word "telegram" and substitute therefor the words "properly authenticated facsimile or electronic transmission".

Article 40

Delete all the words after "John Spedan Lewis".

Article 42

Delete the words "Article 40 or".

Article 44

Delete in its entirety and substitute therefor:

"The office of Chairman shall be vacated ipso facto if the Chairman ceases to be a Director or attains the age of 65 years, or immediately on the confirming of a Resolution upon the Constitution."

...3/



Article 49

Delete in its entirety.

Article 51

Delete "Sections 160, 161 and 162 of the Act" and substitute therefor
"Chapter V of Part X of the Act"

and by renumbering Article 12 as Article 11, and consequently
renumbering all succeeding Articles, and altering where the situation
requires cross reference to other Articles.

A handwritten signature in dark ink, appearing to read 'S. Karpman', written in a cursive style.

23/6/95

Chairman