

08 - 10 - 97

TESCO MANAGEMENT LIMITED

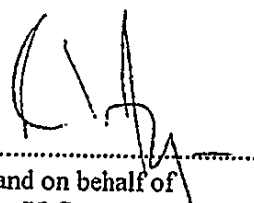
WRITTEN RESOLUTION

WE, the undersigned Members of the above named Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ('the Act').

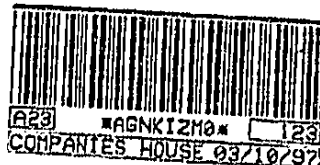
ELECTIVE RESOLUTIONS

That the Company hereby elects:

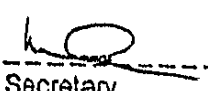
- a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Act;
- b) to dispense with the holding of Annual General Meetings in accordance with Section 366(a) of the Act;


.....
For and on behalf of
Tesco PLC

Dated this 24th Day of September 1997



I certify this to be
a true copy



Secretary