

THE COMPANIES ACTS 1985 TO 1989

WRITTEN MEMBERS' RESOLUTIONS

of

TESCO STORES LIMITED

(the "Company")



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COMPANIES HOUSE

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17/01/2006

In accordance with article 11 of the Company's articles of association and Regulation 53 of Table A, we, the undersigned, being the holders of the entire issued share capital of the Company who at the date of this document are entitled to attend and vote at a general meeting of the Company, hereby unanimously resolve that the following resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

- 1) **THAT**, effective as of 8 July 2004, the issue and allotment on 8 July 2004 of 320,000,000 fully paid ordinary shares of £1 each in the capital of the Company to Tesco Holdings Limited be unconditionally ratified as an issue and allotment of fully paid ordinary shares of £1 each in the capital of the Company and that, so far as legally permissible, the directors be relieved from any liability (if any)
- 2) **THAT**, subject to the passing of resolution 3 below, article 3.1 of the Company's articles of association be deleted and replaced with a new article 3.1 in the following form:

"The authorised share capital of the Company is £3,843,250,000 divided into 1,320,006,000 Ordinary Shares of £1.00 each, 259,994,000 A Preference Shares of £1.00 each and 2,263,250,000 B Preference Shares of £1.00 each."
- 3) **THAT** the authorised share capital of the Company be increased from £3,523,250,000 to £3,843,250,000 by the creation of an additional 320,000,000 "B" preference shares of £1 each having the rights and subject to the restrictions set out in the Company's articles of association;
- 4) **THAT**, effective as of 8 July 2004, the declaration and payment of any dividends by the Company on the ordinary shares in the capital of the Company of £1 each since 8 July 2004 to the date of this resolution be unconditionally ratified and that, so far as legally permissible, the directors be relieved from any liability (if any) in relation to the same; and

- 5) **THAT**, subject to the passing of resolution 3 above, the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £2,259,244,000 (being an amount equal to the authorised but unissued share capital of the Company following the passing of resolution 3) such authority to expire on the date five years from the date of this resolution, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.



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Tesco Holdings Limited

Dated

19th December 2005