

(No. 746956)

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

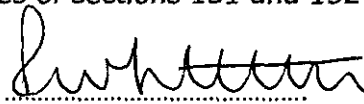
SAFEWAY STORES LIMITED
(the "Company")

The following written resolution was passed by the Company on 19 May 2004, which would otherwise be required to be passed as a special resolution.

WRITTEN RESOLUTION

THAT:

- (a) the giving of financial assistance by the Company to Wm Morrison Supermarkets PLC ("**Morrisons**") for the purpose of reducing or discharging liabilities that Morrisons has incurred (within the meaning of section 152(3) of the said Act) and the terms and arrangements contemplated by the accession agreement to be executed by, among others, the Company and delivered to ABN AMRO Bank N.V., London Branch as Facility Agent for certain banks and institutions (the "**Accession Agreement**") and the intra-group funding agreement to be executed by, among others, Morrisons and the Company (the "**Intra-Group Funding Agreement**") are hereby approved; and
- (b) the execution by the Company of the Accession Agreement and the Intra-Group Funding Agreement and the subsequent exercise of rights thereunder be approved notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.


Chairman

Dated: 19 May 2004

Presented by: Ashurst
Broadwalk House
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London EC2A 2HA
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Ref: PDG\EMB\WMM01.00008

