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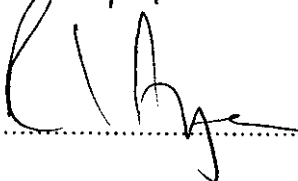
The Companies Act 1985
Company Limited by Shares
Special Resolution
Tesco Pension Trustees Limited
Passed 9th December, 1998

We, the undersigned, being all the Members of the above Company, for the time being having the right to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

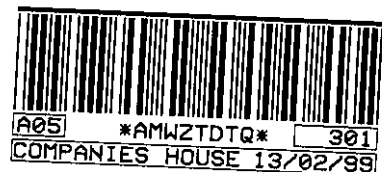
SPECIAL RESOLUTION

"THAT new Articles of Association of the Company be and are hereby adopted."

Dated 9/12/98


.....

For and on behalf of Tesco PLC



ARTICLES OF ASSOCIATION

of

TESCO PENSION TRUSTEES LIMITED

LINKLATERS & PAINES

One Silk Street
London EC2Y 8HQ

Tel: (+44) 171 456 2000

Ref: KNC

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

New Articles Adopted by Special Resolution passed on 9 December 1998

of

Tesco Pension Trustees Limited

PRELIMINARY

- 1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

- 2 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

NUMBER OF DIRECTORS

- 3 The number of Directors shall not be more than ten. At least one third of the Directors will be selected by Tesco PLC from members of any of the Tesco PLC Pensions Schemes ("Member-nominated Directors"). The remaining Directors will be selected by Tesco PLC ("Employer-nominated Directors").

Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

- 4 Regulations 65-69 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 5.1 Subject to Article 3 above, a member or members holding a majority in nominal amount of the issued Ordinary Shares in the Company shall have the power to appoint any person as a Director either as an additional director or to fill a vacancy.
- 5.2 A Member-nominated Director shall retire from office on the earliest of the following:
 - 5.2.1 the date on which he or she leaves the employment of all of the employers participating in the Tesco PLC Pensions Schemes for any reason other than retirement;
 - 5.2.2 the date on which he or she ceases to be a member of all Tesco PLC Pensions Schemes;
 - 5.2.3 the third anniversary of the date of his or her appointment.

- 5.3 Regulations 73 to 80 shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 6 The office of a Director shall be vacated as follows:
 - 6.1 in any of the events specified in Regulation 81;
 - 6.2 if he or she shall in writing offer to resign and the Directors shall resolve to accept such offer;
 - 6.3 if the Director ceases to be eligible as a trustee of an occupational pension scheme under section 29 of the Pensions Act 1995; or
 - 6.4 if a member or members holding a majority in nominal amount of the issued Ordinary Shares in the Company so requests, provided that all other Directors approve the removal in writing.

PROCEEDINGS OF DIRECTORS

- 7.1 On any matter in which a Director is in any way interested he or she may nevertheless vote and be taken into account for the purposes of a quorum.
- 7.2 All or any of the Directors may participate in a meeting of the Directors or of a committee of Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is not such group, where the chairman of the meeting then is.
- 7.3 Regulations 93 and 94 shall not apply.

INDEMNITY

- 8.1 Subject to the provisions of and so far as may be consistent with the Statutes, every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
- 8.2 Without prejudice to paragraph 8.1 of this Article the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of any Relevant Company (as defined in paragraph 8.3 of this Article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.
- 8.3 For the purpose of paragraph 8.2 of this Article **Relevant Company** shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body.