

Company No. 01697262

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**STORES GROUP LIMITED** (the "Company")

Circulated 16/11/2009 (the "Circulation date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the members of the Company propose that the following resolution (the "Resolution") is passed as a special resolution of the Company

**SPECIAL RESOLUTION**

**THAT** the articles of association in the form annexed hereto be adopted with immediate effect as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association including the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under Section 28 of the Act

**AGREEMENT**

*Please read the notes on the reverse of this document before signifying your agreement to the Resolutions.*

The undersigned, being the sole member entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the **Resolution**:



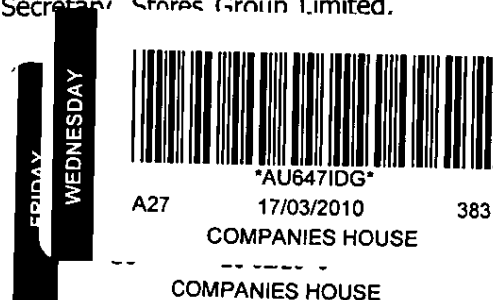
G J McMahon

Duly authorised attorney, for and on behalf of **Wm Morrison Supermarkets plc**

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to The Company Secretary, Stores Group Limited, Hilmor House, Gain Lane, Bradford, BD3 7DL.



**Post:** returning the signed copy by post to The Company Secretary, Stores Group Limited, Hilmore House, Gain Lane, Bradford, BD3 7DL.

**Fax:** faxing the signed copy to 0845 611 6740 marked "For the attention of the Company Secretary".

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to greg.mcmahon@morrisonspc.co.uk Please enter "Written Resolutions F.A.O The Company Secretary" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the date lapsing 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document