

3193655

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF TESCO DISTRIBUTION HOLDINGS LIMITED

Passed 25th September 2007

At an Annual General Meeting of the Company duly convened and held at Tesco House, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL on Tuesday 25th September 2007

Elective Resolutions

1. 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 Companies Act 1985 (the "Companies Act") as amended by The Companies Act 1989
 - (b) To dispense with the holding of Annual General Meetings in accordance with Section 366(A) of the Companies Act as amended
 - (c) To dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Companies Act as amended
 - (d) THAT with effect from the time of the passing of this Resolution the Directors are unconditionally authorised, pursuant to Section 80(1) of the Companies Act 1985, to allot all or any of the unissued shares in the authorised share capital of the Company at the date of this resolution at any time or times during the period of five years from the date hereof.



CHAIRMAN

TUESDAY



A12 *AVL8ZTND* 09/10/2007 540
COMPANIES HOUSE