

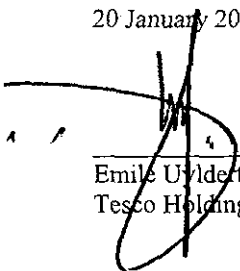
TESCO OVERSEAS ULC
Company Number: 3684273
(the Company)


We, the undersigned, being all the members of the Company who are at the date hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing (such resolution to have effect as a Special Resolution) pursuant to section 381A, Companies Act 1985 (as amended):

In accordance to Section 5.1.5 of the Company's Articles of Association and the fact that Section 135 of the Companies Act 1985 does not apply to the company.

IT IS RESOLVED THAT all payments out of the Company's share premium account between 10th December 1998 to date totalling amount 110 transactions in aggregate £2,739,120,298 be and are hereby ratified and confirmed by the Company.

20 January 2005


Emile Uijldert, Director
Tesco Holdings B.V.

Got filed true copy

Director
28/4/06

