

**Tesco Worldwide Limited**  
(Company Number 3869778)  
(the 'Company')

We, the undersigned being the Sole Member for the time being of the Company entitled to attend and vote at a General Meeting pass the following resolution as a Written resolutions

---

30<sup>th</sup> August 2005

---

**IT IS RESOLVED AND RATIFIED**

**1. Authorised Capital**

**THAT** the authorised share capital of the Company be increased from £32,000,000 to £35,447,922 by the creation of 3,447,922 additional ordinary shares of £1 each ranking in all respects pari passu with the existing Company's ordinary shares of £1 each with effect from 15<sup>th</sup> October 2004.

**2. Directors' Authority to Allot Shares**

**THAT** the directors are authorised unconditionally, for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company £35,447,922 at any time or times during the period of five years from 15<sup>th</sup> October 2004.


**3. Pre-Emption Rights**

**THAT** the directors shall have the power to allot the shares up to the proposed level of authorised share capital of 35,447,922 ordinary shares of £1 each as if Section 89(1) of the Companies Act 1985 did not apply to the allotment and that such allotments shall be made within five years from 15<sup>th</sup> October 2004.

**4. Ratification of Allotment of Shares**

**IT WAS RESOLVED AND RATIFIED** that 472,764 ordinary £1 shares of the Company be allotted to Tesco plc on 15<sup>th</sup> October 2004 for a consideration of £472,764.00, and that 55,992 ordinary £1 shares of the Company be allotted to Tesco plc on 23<sup>rd</sup> December 2004 for a consideration of £55,992.00, and that 2,919,166 ordinary £1 shares of the Company be allotted to Tesco plc on 14<sup>th</sup> January 2005 for a consideration of £2,919,166.00.



  
.....  
Tesco plc  
Sole Member

