

Company No: 3869778

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF
Tesco Worldwide Limited
Passed on the 30th day of August 2005

The following **WRITTEN RESOLUTIONS** (Resolution 1 to have effect as an ordinary resolution and Resolutions 2 and 3 to have effect as a Special Resolution) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to Regulation 53 of Table A of the Companies Act 1985 that applies to the Articles of Association of the Company

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 15th 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 15th 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 15th October 2004.

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Director

