Company No: 3869778

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF
Tesco Worldwide Limited
Passed on the 24th April 2006

The following **WRITTEN RESOLUTIONS** (Resolutions 1 and 2 to have effect as an ordinary 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 £35,447,922 to £36,100,981 by the creation of 653,059 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 27th January 2006.

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 £36,100,981 at any time or times during the period of five years from 27th January 2006.

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Director