

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**Tesco Worldwide Limited**  
**Passed on the 24<sup>th</sup> 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 27<sup>th</sup> 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 27<sup>th</sup> January 2006.

.....  
Director

