

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
TESCO WORLDWIDE LIMITED

PASSED 26TH FEBRUARY 2003

We, the undersigned, being all the Members of the above Company, for the time being having a right to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

1. "THAT the Company's authorised share capital be and is hereby increased beyond the registered capital of £6,000,000.00 to £32,000,000.00 by the creation of a further 26,000,000.00 of £1.00 each ranking pari passu in all respects with the Company's existing ordinary shares."
2. "THAT the directors are unconditionally authorised to allot relevant securities up to the Company's unallotted authorised share capital as at the end of the meeting at which this resolution is passed. The authority given by this resolution expires five years after the date of this resolution. Interpretation provisions applying to Section 80 of the Companies Act 1985 apply equally to this resolution."

SPECIAL RESOLUTIONS

3. "THAT to the extent that the directors are authorised to allot equity securities they may do so as if section 89(1) of the Companies Act 1985 did not apply to the allotment. Interpretation provisions applying to Section 95 of the Companies Act 1985 apply equally to this resolution.

Dated 26th February 2003

Signed



For and on behalf of Tesco Plc

