

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTION

OF

TESCO PROPERTY (NOMINEES) (No.2) LIMITED ("the Company")

We, being at the date hereof the sole member of the Company and as such being the only member who would be entitled to attend and vote at a General Meeting of the Company, hereby resolve to pass the following special resolution of the Company as a written resolution pursuant to section 381A of the Companies Act 1985, namely:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by:

- 1 inserting the following as a new article 4.2.5:

"All general meetings shall take place in England or Wales.";

- 2 inserting the following as a new article 9.1.4:

"All meetings of the board of directors from time to time of the Company shall be held in England or Wales."; and

- 3 replacing article 12.1 with the wording stated below:

"The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share provided that the Directors shall have no discretion to refuse to register a transfer of shares where the proposed transferee is a mortgagee or chargee (or a trustee for a mortgagee or chargee) of the shares in question or a purchaser, transferee or other recipient of such shares from such mortgagee or chargee (or a trustee for such mortgagee or chargee)".



Nadine Sankar

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Tesco Property (Nominees) Limited

Dated 29 March 2004