



Company Number: 4966637

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**SOLE MEMBER'S WRITTEN RESOLUTION**

**OF**

**TESCO PROPERTY (NOMINEES) (No.1) 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 Jahan

Tesco Property (Nominees) Limited

Dated 29 March 2004