

WRITTEN RESOLUTION

OF

TESCO PROPERTY PARTNER (No.2) LIMITED

Tesco Plc, being at this time the sole shareholder of Tesco Property Partner (No.2) Limited resolve the following as a written resolution which will take effect as a special resolution:

SPECIAL RESOLUTION

1 THAT:

- 1.1 the authorised capital of the Company be increased by £1,514,060 beyond the registered share capital of £1,000 by the creation of 1,514,060 ordinary shares of £1 each having the rights as set out in the articles of association of the Company;
- 1.2 that notwithstanding and in derogation of any provision to the contrary contained in the articles of association of the Company, the directors from time to time of the Company be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot 1,514,060 ordinary shares of £1 each, provided that this authority shall expire on 30 September 2004 save that it shall extend to the allotment at any time of any of the above shares pursuant to an offer or agreement which is made prior to 30 September 2009;
- 1.3 that the directors from time to time of the Company be empowered pursuant to section 95 of the Act to allot the above shares in the capital of the Company pursuant to the authority conferred by resolution 2 above as if sections 89(1) and 90(1) and (6) of the Act did not apply to such allotment.



For and on behalf of Tesco Plc

16 September 2004



A52 0426
COMPANIES HOUSE 15/04/05
COMPANIES HOUSE 0499
09/04/05