



Company number: 5294246

THE COMPANIES ACTS 1985 TO 1989

WRITTEN MEMBER'S ELECTIVE RESOLUTION

of

BUTTONCABLE LIMITED

(the "Company")

In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1995 (as amended) as incorporated by reference in Article 1 of the articles of association of the Company, we, the undersigned, being the sole member of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

- 1 That the Company elect and hereby elects, in accordance with section 366A of the Companies Act 1985, to dispense with the holding of annual general meetings.
- 2 That the Company elect and hereby elects, in accordance with section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meetings.
- 3 That the Company elect and hereby elects, in accordance with section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

Signed for and on behalf of Tesco plc

Dated 7 March 2005



