

Company number 5721654

THE COMPANIES ACTS 1985 TO 1989

WRITTEN MEMBERS' RESOLUTION

of

TESCO AQUA (GP) LIMITED

(the "Company")



Pursuant to section 381A of the Companies Act 1985, we the undersigned acting on behalf of the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company relating to the following matter, **HEREBY RESOLVE THAT** the following resolutions be passed, **THAT**:

- 1 the authorised share capital of the Company be increased from £1000 to £3000 divided into 3000 ordinary shares of £1 each;
- 2 the directors of the Company be authorised to allot 1000 shares of £1 each at a premium of £119.50 per ordinary share; and
- 3 the articles of association of the Company be amended by the addition of the following new Article 26:

"MEETINGS

26 (a) In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

(b) A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

(c) A meeting at which one or more of the directors attend by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting

resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present."


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for and on behalf of
Tesco Property Holdings (No.2) Limited

5 OCTOBER 2006
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Date