

Ordinary Resolution

Company Number

1396513

ASDA GROUP PLC

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

Pudsey Civic Hall, Dawsons Corner, Pudsey, Leeds, LS28 5TA
on 17 September 1997

the following ORDINARY RESOLUTION was duly passed, viz:-

That subject to, and in accordance with, article 18 of the company's articles of association, the directors be authorised to allot relevant securities (as defined in section 80 of the Companies Act 1985; for the purpose of the limitation of the authority referred to in paragraph (a) of the said article, the maximum nominal amount mentioned therein shall be £251,188,423; and the date on which such authority shall expire (save as mentioned in the said article) shall be the date of the next annual general meeting of the company after the passing of this resolution.



Signed

Position Assistant Secretary

NOTE To be filed within 15 days of the passing of the ordinary resolution