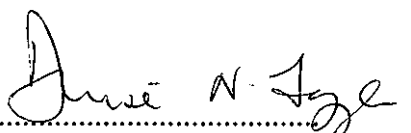


**BOARD RESOLUTION
OF
ASDA GROUP PLC**

At a Meeting of the Board of Directors held at Asda Store Govan, Helen Street, 239 Craghton Road, Govan, GS1 2HR on 21 June 1996 the following Board Resolution was duly passed:-

- i) Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 ("the Regulations"), it was RESOLVED that:-
- a) title to the ordinary shares of 25p each in the capital of the Company ("the Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
 - b) such relevant systems shall include the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations);
 - c) the shares shall not include any shares referred to in Regulation 17: and
 - d) this resolution ("the Resolution") shall become effective immediately.
- ii) It was noted that, upon the Resolution becoming effective in accordance with its terms, and as for as long as it is in force, the Articles of Association of the Company in relation to the Shares will not apply to any uncertificated Shares to the extent that they are inconsistent with:-
- a) the holding of any shares in uncertificated form;
 - b) the transfer of title to any shares by means of a relevant system, such as CREST
 - c) any provisions of the Regulations.
- iii) There was produced at the meeting a notice of passing of the Resolution and it was resolved that this notice be approved and sent to every member of the Company in accordance with the Company's Articles of Association within 60 days of the passing of the Resolution, as required by Regulation 16(4)
- iv) It was resolved that a copy of this Resolution be forwarded to the Registrar of Companies within 15 days of today's date, as required by Section 380 of the Companies Act 1985 (as amended by regulation 40(3))



Company Secretary

