

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 11 September 1996

the following ORDINARY RESOLUTION was duly passed, viz:-

That:

- a) 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);
- b) for the purposes of the limitation of the authority referred to in paragraph (a) of the said article, the maximum nominal amount mentioned therein shall be £228,986,783; and
- c) 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

Anne Fox

Position

COMPANY SECRETARY

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