

**PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolutions**

**of**

**Asda Stores Limited (the "Company")**

**Company No. 00464777**

Passed on 6 August 2009

The following resolutions were duly passed as ordinary resolutions and a special resolution on 6 August 2009 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

1. **THAT** the directors generally and unconditionally be authorised for the purposes of section 80 of the Companies Act 1985 ("the 1985 Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an additional aggregate nominal amount of £9,925,122 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

**SPECIAL RESOLUTION**

2. **THAT** subject to the passing of resolution 1 above, pursuant to and in accordance with section 95 of the 1985 Act the directors be and are hereby empowered to allot equity securities (as defined in section 94 of the 1985 Act) pursuant to the authority given by resolution 1 above as if section 89(1) of the 1985 Act did not apply to such allotment

Signed .....

Director of Asda Stores Limited

THURSDAY



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COMPANIES HOUSE