

WRITTEN RESOLUTION
OF
ASDA STORES LIMITED

Pursuant to Article 4 of the
Company's Articles of Association

We, the undersigned, being all the members of the above-named Company entitled to vote at General Meetings of the Company, hereby resolve:-


That the existing Articles of Association be altered by the replacement of the existing Article 3A, by the following:-

Share Capital

Authorised Capital

3A The authorised share capital of the Company at the date of the adoption of this Article is £750,000,000 divided into 721,000,000 Ordinary Redeemable shares of £1 each (the "Ordinary Redeemable Shares"), and 29,000,000 Ordinary shares of £1 each.


.....
For and on behalf of Asda Group plc


.....
For and on behalf of Asda (Leeds) Limited

Dated 30 April 1992

COMPANY NUMBER 464777

ASDA STORES LIMITED

At a meeting of shareholders of the Company, held at Asda House, Southbank, Great Wilson Street, Leeds, LS11 5AD on 30 April 1992 at 9.30am the following Special Resolution was passed:-

That the existing 500,000 5% Cumulative Preference shares of £1 each in the capital of the Company be and they are hereby converted into 500,000 Ordinary shares of £1 each, and;

That every four of the existing 114,000,000 shares of 25p each in the capital of the Company be and they are hereby consolidated and converted into one Ordinary share of £1 each, all such Ordinary shares of £1 each ranking pari passu in all respects to the existing Ordinary shares of £1 each in the capital of the Company.



Secretary