

No. 464 777

THE COMPANIES ACT 1985 (AS AMENDED)

Company Limited by Shares

Written Resolution  
of  
ASDA STORES LIMITED



Pursuant to section 381A Companies Act 1985 (as amended), we the undersigned, representing all of the members of the Company entitled to attend and vote at general meetings of the Company HEREBY RESOLVE:

That Article 16 of the Company's Articles of Association be amended for the purposes of the giving of the guarantees under the agreements referred to in (a) to (d) below by the deletion of the final sentence of such Article :-

- (a) an agreement to be dated 14th October, 1991 (the "SBC Facility Agreement") between (1) Asda, (2) Asda Stores Limited and McLagan Investments Limited (the "Original Guarantors"), (3) Asda Storage Limited, Allied Home Centres Limited, Allied Maples Group Limited, Allied Maples Properties Limited, Colonel Cass Carpets Limited, Corinth Services Limited, Gazeley Holdings Limited, Gazeley Investments Limited, Gazeley Properties Limited and McLagan Investments (Jersey) Limited (the "Additional Guarantors", the Original Guarantors and the Additional Guarantors being together referred to as the "Guarantors") and (4) Swiss Bank Corporation ("SBC"), pursuant to which SBC will agree to make available to Asda and (subject to the provisions of the SBC Facility Agreement) Allied Maples Group Limited, Gazeley Holdings Limited and Gazeley Properties Limited (the "Additional Borrowers") a £75,000,000 revolving credit facility by way of amendment and restatement of the facilities provided to Asda pursuant to the revolving credit agreement dated 12th October, 1989, as amended (the "SBC Facility") and the Guarantors will agree to guarantee the obligations of Asda and the Additional Borrowers thereunder;
- (b) a revolving credit facility agreement to be dated 14th October, 1991 (the "NatWest Facility Agreement") between (1) Asda, (2) the Original Guarantors and the Additional Guarantors and (3) National Westminster Bank PLC

SLAUGHTER AND MAY  
35, BASINGHALL STREET,  
LONDON EC2V 5DB

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("NatWest"), pursuant to which NatWest will agree to make available to Asda and (subject to the provisions of the NatWest Facility Agreement) the Additional Borrowers a £125,000,000 revolving credit facility (the "NatWest Facility") and the Guarantors will agree to guarantee the obligations of Asda and the Additional Borrowers thereunder;

(c) an agreement to be dated 14th October, 1991 between (1) Asda, (2) the Original Guarantors, (3) the Additional Guarantors, (4) SBC as Arranger, (5) the Banks named therein and (6) SBC as Agent (the "TTL Supplemental Agreement"), supplemental to a Transferable Term Loan Facility Agreement dated 12th October, 1989, as amended, (the "TTL Agreement") between (1) Asda, (2) the Original Guarantors, (3) SBC as Arranger, (4) the Banks therein named and (5) SBC as Agent, whereby the parties to the TTL Supplemental Agreement will agree to amend the TTL Agreement in certain respects and the Additional Guarantors will agree to guarantee the obligations of Asda and the Additional Borrowers under the TTL Agreement (as amended); and

(d) an agreement to be dated 14th October, 1991 between (1) Asda, (2) the Original Guarantors, (3) the Additional Guarantors, (4) the Banks named therein and (5) NatWest as Facility Agent (the "MOF Supplemental Agreement"), supplemental to a Revolving Short-Term Advances and Multi-Currency Advances Agreement dated 12th October, 1989 (the "MOF Agreement") between (1) Asda, (2) the Original Guarantors, (3) the Banks named therein and (4) NatWest as Facility Agent, whereby the parties to the MOF Supplemental Agreement will agree to amend the MOF Agreement in certain respects and the Additional Guarantors will agree to guarantee the obligations of Asda and the Additional Borrowers under the MOF Agreement (as amended).

Member  
FOR AND ON BEHALF OF  
ASDA GROUP PLC

Member  
FOR AND ON BEHALF OF  
ASDA (LEADS) LIMITED

Dated 14<sup>th</sup> October, 1991

NK0297.91D