

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

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 15 September 1998

the following SPECIAL RESOLUTION was duly passed, viz:-

That the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985, to allot equity securities (within the meaning of section 94 of the said Act) for cash, pursuant to the authority conferred by the previous resolution, as if sub-section (1) of section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited to: (a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal value of £38,055,881, and shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Signed June N. J. J. J.

Position COMPANY SECRETARY

