

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

WOOLWORTHS GROUP PLC

Passed 24th June 2003

At the Annual General Meeting of the Company duly convened for 24th June 2003 and held on 24th June 2003, the following Resolutions were duly passed as special business. Resolution 8 was passed as an Ordinary Resolution and Resolutions 9 and 10 were passed as Special Resolutions:

ORDINARY RESOLUTION

No. 8. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £24,015,526.50 which represents 13.6 per cent of the total ordinary share capital in issue during the period commencing on the date of the passing of this Resolution and expiring on 23 June 2008 (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

SPECIAL RESOLUTIONS

No. 9. THAT subject to the passing Resolution 8 set out in the Notice of this Meeting:



(a) the Directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 ('the Act'), to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by the said Resolution 8 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever); and
- (ii) (otherwise than pursuant to sub-paragraph (i) above) up to an aggregate nominal amount of £8,799,223.68 which represents 5 per cent of the ordinary share capital in issue;

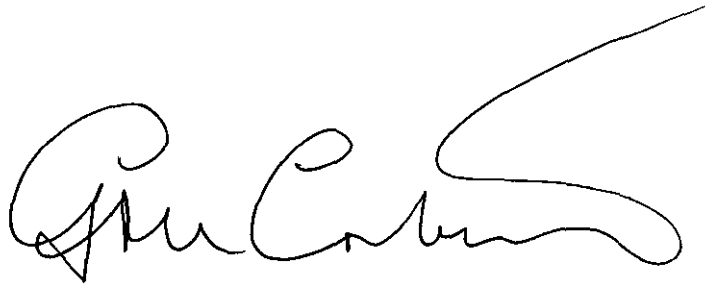
(b) this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2004 or, if earlier, the date falling 15 months after the passing of this Resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements; and

(c) all authorities previously conferred under section 95 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

No.10. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 as amended ('the Act') to make market purchases (as defined in Section 163 of the Act) of ordinary shares of 12.5 pence each in the capital of the Company ('ordinary shares') in such manner and upon such terms as the Directors of the Company may determine, provided that:

- (a) the maximum aggregate nominal value of ordinary shares hereby authorised to be purchased is £17,598,447.35;
- (b) the minimum purchase price (exclusive of expenses) which may be paid for any ordinary share is an amount equal to 12.5 pence;
- (c) the maximum purchase price (exclusive of expenses) which may be paid for any ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for any ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately proceeding the day on which such ordinary share is contracted to be purchased;

- (d) this authority shall take effect on the date of passing of this Resolution and unless previously revoked, renewed or varied, shall expire on 24th September 2004, or at the conclusion of the next Annual General Meeting of the Company held after the passing of this Resolution, whichever is the earlier, but so that this authority shall allow the Company to purchase ordinary shares after such expiry under any agreement made before the expiry of such authority, as if the authority hereby conferred had not expired.

A handwritten signature in black ink, appearing to be 'G. C. ...', written in a cursive style.

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Chairman of the Meeting