

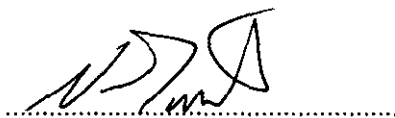
**THE COMPANIES ACTS 1985 TO 1989**  
**WRITTEN MEMBERS' RESOLUTION**  
**of**  
**TESCO PROPERTY (NOMINEES) (NO.3) LIMITED**  
**(the "Company")**

In accordance with section 381A of the Companies Act 1985, we, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company hereby resolve that the following special resolution shall have effect as if it had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

**THAT** article 12.1 of the articles of association the Company be replaced with the wording stated below:

'The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share provided that the directors shall have no discretion to refuse to register a transfer of shares where the proposed transferee is a mortgagee or chargee (or a trustee for a mortgagee or chargee) of the shares in question or a purchaser, transferee or other recipient of such shares from such mortgagee or chargee (or a trustee for such mortgagee or chargee).'



For and on behalf of

**Tesco Property (Sparta Nominees) Limited**

Dated 10 March 2005

