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ASDA GROUP PLC

Notice is hereby given that an Extraordinary General Meeting of Asda Group plc  
(the "Company")  
will be held at ASDA House, Leeds  
On Monday 11 October, 1999 at 8.45 am to consider and, if thought fit,  
pass the following Resolution, which will be proposed as a  
Special Resolution of the Company

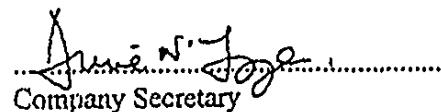
SPECIAL RESOLUTION

That:

1. The Company be re-registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985; and
2. The Memorandum of Association of the Company be altered by:
  - Deleting clause 1 and inserting in substitution therefor:-  
"1. The name of the Company is Asda Group Limited", and
  - Deleting clause 2 and renumbering clauses 3, 4, 5 and 6 as clauses 2, 3, 4 and 5 accordingly; and
3. The regulations contained in the printed document submitted to the meeting and for the purpose of the identification initialled by the Chairman be adopted as the Articles of Association of the Company in substitution for all existing Articles of Association of the Company.

Dated 11 October, 1999

By order of the board

  
Company Secretary

Registered office:  
Asda House, Southbank,  
Great Wilson Street  
LEEDS, LS11 5AD

A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the Company.

