

COMPANY NO. 00276770

LAWS STORES LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTION

The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution as follows:

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced in accordance with the Companies Act 2006 in the following manner:

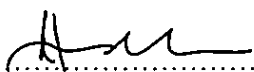
- (i) its 5.25% Cumulative Preference Shares of £1 each in the capital of the Company from £5,900 to zero by cancelling 5,900 5.25% Cumulative Preference Shares in existence;
- (ii) the 3.5% Cumulative Preference Shares of £1 each in the capital of the Company be reduced from £6,000 to zero by cancelling all 6,000 3.5% Cumulative Preference Shares in existence; and
- (iii) the Ordinary Shares of £1 each in the capital of the Company be reduced from £58,247 to £1 by cancelling 58,246 Ordinary Shares in existence,

(the *Capital Reduction*).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution hereby irrevocably agree to the Resolution and confirm that we have received a copy of the Solvency Statement at or before the time we received the copy of the Resolution as required by 642(2) of the Companies Act 2006.


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Robert Welch
on behalf of **TESCO HOLDINGS LIMITED**
as director

Date: 30 March 2017



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31/03/2017

#144

COMPANIES HOUSE

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **by hand:** delivering the signed copy to Julia Herd;
- **by post:** returning the signed copy by post to Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to Julia Herd (Julia.Herd@uk.tesco.com).

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement. Unless, within 15 days of the date of circulation of these Resolution sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.