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may }

951257

REGISTERED

-1 APR 1969

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

TESCO ESTATES

LIMITED

ited by

Presenter's Reference VB/T.903

Leighton & Co.,

Eldon House,

1 Dorset Street, London, W.1

Form No. 41
(No filing fee payable)

of Eldon House 1 Dorset Street London W.1

Do solemnly and sincerely declare that I am (a) A Solicitor of
the Supreme Court engaged in the formation

of **TESCO ESTATES**

Limited,

And that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 29, Market Street,
London, W. 1.

the 14th day of March
one thousand nine hundred and
sixty-nine

Before me,

7 Air Recd

Note.—This origin is reserved for binding and must not be written.

Number of
Company

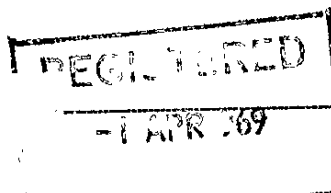
951257

2

CCD104

STATEMENT OF THE NOMINAL CAPITAL

OF



TESCO ESTATES



LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Leighton & Co.

Description Solicitors to Company.

dated the 24th day of March, 19 69.

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the company if appointed by the Articles of Association, or by the Solicitor(s) engaged in formation.

presented by

Document Filer's Reference VB/T.903

Leighton & Co.

Eldon House,

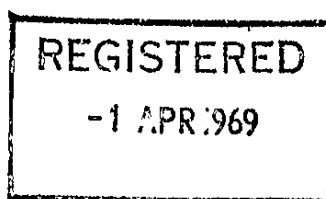
1 Dorset Street, W.1.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 3; 21 North Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

THE COMPANIES ACTS, 1948 TO 1967



COMPANY LIMITED BY SHARES

951257

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Memorandum of Association

— OF —

TESCO ESTATES LIMITED

1. The name of the Company is "TESCO ESTATES LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (A) (i) To carry on business as land, shop, property and estate agents, architects, auctioneers, appraisers, surveyors, quantity surveyors and general agents and to purchase whether as principal or agent or otherwise acquire and to sell, let or otherwise dispose of and deal in real and personal property of every description for any company, person or firm whatsoever and in particular on behalf of Tesco Stores (Holdings) Limited and its Subsidiary Companies.
- (ii) To construct, erect and maintain either by the Company or other parties sewers, roads, streets, buildings, houses, flats, shops and any other works; erections and things of any description whatsoever either upon lands acquired by the Company or upon other lands and generally to alter and improve such lands and other property for any company, person or firm whatsoever and in particular on behalf of Tesco Stores (Holdings) Limited and its Subsidiary Companies.
- (iii) To act as agents or managers in carrying on any business concerns and undertakings and to employ experts to

WAS 1989

investigate and examine into the condition, value and prospects of any business, land or property whatsoever.

(iv) To engage and hire professional clerical manual and other staff and workers and to enter into agreements with such staff and workers with a view to allocating their services to any person, firm or company requiring the same and in particular Tesco Stores (Holdings) Limited and its Subsidiary Companies.

- (B) To carry on any trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of any property suitable for the purposes of the Company.
- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess.
- (F) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (G) To apply for, or join in applying for,

purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (H) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any other person within the United Kingdom or elsewhere, including in such case if thought fit the conferring of a participation in the management or its directorate, carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company.
- (I) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities, including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary, or a subsidiary of any such holding company.
- (J) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (K) To pay out of the funds of the Company all expenses incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (L) Generally to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient or profitable for the purposes of its business, or in connection with any of the Company's property or rights for the time being.
- (M) To lay out any land of the Company for building purposes and to build on, improve, let on building leases, advance money to persons building on, or otherwise develop the same, in such manner as may seem expedient to the Company's interest.
- (N) To receive money on deposit or loan upon such terms as the Company may approve.
- (O) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (R) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (S) To subscribe for either absolutely or conditionally or otherwise acquire and

hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.

- (T) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (U) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (V) To adopt such means of making known the business and products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (W) To support or subscribe to any charitable, benevolent or public object and any institution, society or club funds or trusts which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give or procure the grant of donations, pensions, gratuities, bonuses, benefits or emoluments to any person who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in

business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (X) To obtain any Provisional Order, licence of the Board of Trade or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (Z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (CC) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall be regarded as independent objects, and in no way limited by reference to or inference from the terms of any other paragraph or the name of the Company.

7.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Marcin Reinholdgrave</i> <i>67 India Way</i> <i>N.14.</i> <i>Secretary</i>	<i>one</i>
<i>Lillian Lottie Leah.</i> <i>41 The Drive,</i> <i>Harold Wood,</i> <i>Essex</i> <i>Clerk</i>	<i>One.</i>

DATED the 13th day of March 1967

WITNESS to the above signatures:—

V. High
43 Worple Road
Wimbledon,
London S.W.19.
Copy typist.

951257/

THE COMPANIES ACTS, 1948 TO 1967



REGISTERED COMPANY LIMITED BY SHARES

-1 APR. 1969

Articles of Association

— OF —

TESCO ESTATES LIMITED

TABLE A

1. Subject as hereinafter provided the Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company. The Regulations contained in Part II of the last-mentioned Schedule shall not apply to the Company.

2. Regulations 24, 53, 54, 58, 75, 79, 84, 87, 88, 89, 90, 91, 92, 93, 94, 95 of Part I of Table "A" shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company and accordingly:-

- (A) the right to transfer shares is restricted in manner hereinafter prescribed;
- (B) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single Member;

- (C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

4. The whole of the shares of the Company for the time being unissued shall be under the control of the Directors, who may, subject to the provisions of the Act, allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as the Directors may determine.

TRANSFERS

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether or not it is a fully paid share.

GENERAL MEETINGS

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person (and for this purpose the representative of a corporation which is a member of the Company shall be deemed to be a member) shall be a quorum at any General Meeting.

ADJOURNMENT OF MEETINGS

7. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

POLLS

8. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy entitled to vote.

Unless a poll be so demanded a declaration

by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

RESOLUTIONS IN WRITING

9. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

MINIMUM NUMBER OF DIRECTORS

10. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

NO SHARE QUALIFICATION FOR DIRECTORS

11. No share qualification shall be required by a Director.

REMUNERATION FOR SPECIAL SERVICES BY DIRECTORS

12. If any Director being willing and having been called upon to do so shall render or perform extra or special services of any kind, including services on any Committee established by the Directors, or shall travel or reside beyond his usual place of residence for any business or purpose of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses, and also such remuneration as the Directors think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive.

ALTERNATE DIRECTORS

13. Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate, and may at any time remove any alternate Director

appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of Meetings of the Directors and to attend and vote as a Director at any such Meeting at which the Director appointing him is not present, and at such Meeting to exercise all the powers, rights, duties and authorities of the Director appointing him. An alternate Director may be removed from office by a resolution of the Directors, and shall, ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

15. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any

contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

(3) Any Director may himself or by his firm act in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

(4) A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

16. Without prejudice to Article 15 (2) and (3) hereof the Directors shall be entitled to enter into an agreement with any Director or Directors for his or their employment in a whole-time or part-time capacity by the Company for such period (subject to Section 184 of the Act) and upon such terms as to remuneration and otherwise as the Directors shall from time to time determine. It shall be no objection to any agreement entered into in pursuance of this Article that any such agreement is entered into with all or any of the Directors.

DIRECTORS' PENSIONS

17. (1) The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

(2) The Directors shall be entitled to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or Officers of the Company

or of any such other company as aforesaid and holding or who held any salaried employment or office in or performing or who performed executive functions in the business of the Company or such other company, and the widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

DISQUALIFICATION OF DIRECTORS

18. The office of Director shall be vacated if the Director -

- (A) ceases to be a Director by virtue of Section 182 or 183 of the Act; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) becomes of unsound mind; or
- (E) resigns his office by notice in writing to the Company; or
- (F) shall for more than six months have been absent without permission of the Directors from meetings of the directors held during that period; or
- (G) shall be required to resign his office by notice in writing lodged at the Registered Office of the Company signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company.

NO RETIREMENT BY ROTATION

19. Subject as aforesaid, no Director, whilst he so holds that office, shall be required to retire by rotation.

CASUAL VACANCIES AND ADDITIONAL DIRECTORS

20. The Directors shall have power at any time, and from time to time, to appoint any person, either to fill a casual vacancy or as an addition to the existing Directors.

EXECUTIVE DIRECTORS

21. The Board of Directors from time to time,

and at any time, may appoint any other persons to be Executive Directors of the Company and may define and limit and restrict their powers, authorities and discretions, and may fix and determine their remuneration and duties, and, subject to any contract between him and the Company, may remove any Executive Director so appointed. No share qualification shall be required for an Executive Director. Any Executive Director shall not be a Director of the Company nor a member of the Board of Directors or of any Committee thereof, and shall not be entitled to be present at any meeting of the Board of Directors or of any such Committee, except at the request of the Board of Directors or of such Committee, and if present at such request he shall not be entitled to vote thereat.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mona Rosina Lovegrave
67 Filder Way.

n.14.

Secretary

Lillian Lottie Leah
41 The Drive
Hansard Wood
Essex.

Clerk.

DATED the 13th day of March 1967

WITNESS to the above signatures:—

V. Wright
43 Worples Road
Wimbledon
London S.W.19.
Copy typist.



CERTIFICATE OF INCORPORATION

No. **951257**

I hereby certify that

TESCO ESTATES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

1st APRIL, 1969.

A handwritten signature in ink, appearing to read 'J. Knight', written over a faint circular stamp.

Assistant Registrar of Companies