

Company No. 01611684

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TESCO (OVERSEAS) LTD (the Company)

Circulation Date: 19 February 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below are passed as special resolutions (the **Resolutions**).

Special resolutions

1 **"THAT** pursuant to section 641(1)(a) of the Companies Act 2006, the amount of £351,890,179 standing to the credit of the share premium of the Company as at the date of these Resolutions be cancelled and extinguished;

2 **"THAT** pursuant to Section 641(1)(a) of the Companies Act 2006, the Company's issued share capital be reduced by cancelling and extinguishing 8,947,672 of the issued Ordinary shares of £1 each;

3 **"THAT** the sum of £360,837,851 arising on the reduction pursuant to Resolutions 1 and 2 above be credited to the profit and loss reserves of the Company;

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions.

Signed for and on behalf of
TESCO PLC

.....
Date: 19 February 2019

TUESDAY



LD1 *L7ZMB29N* 19/02/2019 #40
COMPANIES HOUSE

NOTES:

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the officers of the Company".
- 1 If you do not agree with the Resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 The Resolutions will lapse if not passed by the date 28 days from the circulation date. However, pursuant to section 642 of the Companies Act 2006, in order to be effective the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital. Therefore if you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 4 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.