THE COMPANIES ACT 2006

WRITTEN MEMBER'S RESOLUTION

OF

SPEN HILL MANAGEMENT LIMITED

(the "Company")

Pursuant to Chapter 2, part 13 of the Companies Act 2006, we the undersigned acting on behalf of the sole members of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company relating to the following matter, **HEREBY RESOLVE THAT** the following resolution be passed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

THAT the directors shall have the power in accordance with section 550 of the Companies Act 2006, to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, such authority to replace all previous authorities conferred on the directors.

Authorised Signatory
for and on behalf of
Tesco PLC

Date

13/11/15

Paul Moore
Director
for and on behalf of
Spen Hill Properties (Holdings) plc

Date

13/11/15 .

TO THE MEMBER:
Please read the following explanatory notes:
NOTES
1. The written resolution will lapse if it is not passed by 10 December 2015, which is the end of the period of 28 days beginning with the Circulation Date.
2 The written resolution is passed on the date and at the time when you have signified your agreement to it.
3. Your agreement as the sole eligible member is signified when the Company receives from you an authenticated form of this document.
4 This document is authenticated when it is signed and dated by you in the spaces provided
5. You may return the authenticated form of this document by any of the following means:

a. by posting it or delivering it by hand to the directors, at New Tesco House, Delamare Road, Cheshunt, Herts EN8 9SL, or

b. by e-mailing a scanned copy of it to: sara.thomson@uk tesco com

6. Your agreement, once signified, may not be revoked.

7 If this document is being authenticated by a person acting on behalf of the shareholder, then that person

must ensure that he is duly authorised to do so.