

THE COMPANIES ACTS 1985 to 2006

WRITTEN RESOLUTIONS

of

TBL (BROMLEY) LIMITED

PRIVATE COMPANY LIMITED BY SHARES

(the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that Resolution 1, 2 and 3 be passed as ordinary resolutions of the Company and Resolution 4 be passed as a special resolution of the Company.

ORDINARY RESOLUTION

- 1 THAT the appointment of such persons as directors of the Company in excess of the number of directors of the Company permitted under the prevailing prior to the adoption by the Company of the new articles of association referred to in Resolution 4 articles of association of the Company, be approved and ratified in all respects.
- 2 THAT, all resolutions and acts carried out by the board of directors of the Company in connection with the furtherance of the business of the Company during the period in which the number of directors of the Company exceeded the maximum number permitted under the existing articles of association of the Company, be approved and ratified in all respects.
- 3 THAT in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares up to an aggregate nominal amount of £999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed but the Company may before expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

- 4 THAT the draft new articles of association, in the form appended to these resolutions, be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association.

We, the undersigned, being the sole member of the Company who at 22 December 2009 would have been entitled to vote on the resolutions, agree to the above resolutions.

*M. Wutham*

For and on behalf of  
Tesco BL Properties Limited

Date: 22 December 2009

TUESDAY



THE COMPANIES ACTS 1985 to 2006

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COMPANY LIMITED BY SHARES

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NEW ARTICLES OF ASSOCIATION

of

TBL (BROMLEY) LIMITED

(Adopted by Special Resolution passed on 22 December 2009)

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**1 Preliminary**

- 1.1 The regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No. 805 as amended before the date of adoption of these Articles and so far as they relate to private companies limited by shares) ("Table A") shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A.
- 1.2 In these Articles:
- (a) references to Regulations are to Regulations in Table A.
  - (b) references to "the Act" means the Companies Act 2006;
  - (c) the expressions "hard copy form", "electronic form", "electronic means" and "address" shall have the meaning given in the Act;
  - (d) "writing" shall mean the representation or reproduction of words, symbols or other information in visible form by any method or combination of methods whether sent or supplied in electronic form or otherwise;
  - (e) the definitions in Table A of "communication" and "electronic communication" shall be deleted and references in Table A to an "electronic communication" shall be replaced by references to a "communication in electronic form";
  - (f) except as otherwise defined in Articles 1.2(b) to 1.2(e), words and expressions defined in Table A (as amended before the date of adoption of these Articles) shall bear the same meaning in these Articles;
  - (g) any other words or expressions in these Articles shall bear the same meaning (unless otherwise defined or the context otherwise requires) as in the Act but excluding any statutory modification not in force at the date of adoption by the Company of these Articles; and
  - (h) references to statutory provisions, enactments or EC Directives shall include references to any amendment, modification, extension, consolidation, replacement or re-enactment of any such provision, enactment or EC Directive from time to time in force and to any

regulation, instrument or order or other subordinate legislation made under such provision, enactment or EC Directive.

## **2 Shares and share capital**

- 2.1 The share capital of the Company shall comprise of ordinary shares of £1 each ("Shares"). Save as herein expressly provided, the Shares shall rank *pari passu* in all respects.
- 2.2 In place of all authorities in existence at the date of adoption of these Articles, the directors are generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount equal to £999 for a period expiring (unless previously renewed, varied or revoked by the Company by ordinary resolution) five years after the date of adoption of these Articles. Before the expiry of such authority the Company may make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after that expiry and the directors may allot shares, or grant rights to subscribe for or convert any security into shares in pursuance of that offer or agreement as if such authority had not expired.
- 2.3 Section 561 to the Act (existing shareholders' right of pre-emption) shall not apply to the allotment by the Company of any equity security.
- 2.4 Any Shares to be allotted to a member shall, before allotment, be designated as the same class as any already held in kind.

## **3 Transfer of Shares**

Notwithstanding anything to the contrary in these Articles, Regulation 24 shall not apply and the directors of the Company shall register any transfer of Shares and may not suspend registration of such Shares where such transfer:

- (a) is to:
- (i) (A) an agent or trustee on its own account and/or for any lender, arranger or any hedging counterparty or any successor in title, permitted assign or permitted transferee any of the above (each a "Financial Institution") to which a security interest has been granted or purported to be created over those Shares (a "Security") or (B) a nominee of such an agent or trustee or (C) a Financial Institution which is a beneficiary of such Security or (D) a nominee of such a Financial Institution; and/or
  - (ii) a person, company or other entity or corporation or body to whom such Shares are transferred at the direction of any person referred to in (i) above pursuant to powers granted under such a Security; and/or
  - (iii) any administrative receiver, administrator, receiver or receiver and manager or similar officer (a "Receiver") pursuant to powers granted under such a Security; and
- (b) is delivered to the Company for registration in order to perfect or protect any such Security of such a Financial Institution; or
- (c) is executed by such an agent or trustee (or its nominee) or such a Financial Institution (or its nominee) or such a Receiver pursuant to a power of sale or other such power under such a Security.

## **4 Liability of members**

The liability of the members is limited to the amount, if any, unpaid on the Shares held by them.

**5 Lien**

Notwithstanding anything to the contrary in these Articles, Regulation 8 shall not apply.

**6 Calls on shares and forfeiture**

An amount due and payable in respect of a share on or prior to allotment or issue or at any fixed date shall be deemed to be a call due and payable on the stipulated date for payment and the person liable to pay such call shall be (in the case of the amount payable on or prior to allotment or issue) the allottee and (in any other case) the holder or, if no person has yet been entered in the register of members as the holder on such fixed date, the allottee or his renounee (if any) on such fixed date. Regulations 12, 13 and 16 shall be modified accordingly.

**7 General meetings**

If there are not within Great Britain sufficient directors to call a general meeting, a general meeting may be called by any member or members holding in aggregate not less than one-tenth of such of the paid-up capital of the Company as then carries the right of voting at general meetings of the Company or by any director. The last sentence of Regulation 37 shall not apply.

**8 Proceedings at general meetings**

8.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. Save as herein otherwise provided, the quorum at any general meeting shall be two or more members present in person or by proxy provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum. Regulation 40 shall be modified accordingly.

8.2 If a quorum is not present within half an hour from the time appointed for a meeting, or if during any meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and/or to such other time and place as the director(s) present may determine except that, if the meeting was called by or convened upon the requisition of members, it shall not be so adjourned but shall be dissolved. Regulation 41 shall not apply.

8.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Regulation 46 shall not apply.

8.4 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

8.5 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors; or
- (c) a qualifying person (as defined in section 318 of the Act) present and entitled to vote on the resolution.

8.6 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

A demand that is withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. Regulation 48 shall not apply.

- 8.7 Polls must be taken immediately and in such manner as the chairman of the meeting directs. Regulation 49 shall not apply.
- 8.8 The Chairman of any general meeting shall not be entitled to a second or casting vote.
- 8.9 The instrument appointing a proxy to vote at a general meeting of the Company or at a separate meeting of the holders of any class of shares in the Company accompanied by any authority under which it is executed or a copy of such authority certified either by a firm of solicitors or in some other way approved by the directors may:
- (a) be deposited at the office or at such other place within Great Britain as is specified in, or by way of note to, the notice convening the meeting or in, or by way of note to, any instrument of proxy sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or (if it is adjourned) the adjourned meeting; or
  - (b) in the case of a poll taken at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the secretary before the time for holding the poll; or
  - (c) in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the secretary not less than one hour before the time for holding the poll;

and an instrument of proxy which is not deposited or delivered as aforesaid in a manner so permitted shall be invalid. Regulation 62 shall not apply.

## **9 Directors**

- 9.1 The minimum number of directors shall be two or such other even number as the Company may from time to time by ordinary resolution determine of which one half must be a person or persons appointed as 'A' Director(s) pursuant to Article 9.2 ("A' Director(s)") and one half must be a person or persons appointed as 'B' Director(s) pursuant to Article 9.3 ("B' Director(s)"). The Company may from time to time by ordinary resolution determine the maximum number of directors. Regulation 64 shall not apply.
- 9.2 The holders of a majority in nominal value of the issued Shares shall be entitled at any time and from time to time to appoint any one or more persons as 'A' Directors and to remove any such 'A' Director from office and to appoint any other person in place of any such 'A' Director so removed or dying or otherwise vacating office.
- 9.3 The holders of a majority in nominal value of the issued Shares shall be entitled at any time and from time to time to appoint any one or more persons as 'B' Directors and to remove any such 'B' Director from office and to appoint any other person in place of any such 'B' Director so removed or dying or otherwise vacating office.
- 9.4 Every appointment or removal of a director shall be in writing and served on the Company and signed by or on behalf of the person or persons entitled to make the same. In the case of a corporation, such document may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly appointed representative.
- 9.5 Save as provided by this Article and subject to the provisions of the Act, no director of the Company shall be appointed or removed from office, and the Company in General Meeting shall have no power of appointing or removing directors, but each of the directors appointed by or under this Article and every other director hereafter shall hold office until he is either removed in manner

provided by this Article or dies or otherwise vacates office under the provisions contained in Article 13.

## **10 Alternate directors**

- 10.1 Any 'A' Director or 'B' Director, as the case may be, may at any time by writing under his hand and served on the Company at its registered office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like manner at any time terminate such appointment. The same person may be appointed as the alternate director of more than one director. Regulations 65 and 67 shall not apply.
- 10.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member. Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at any such meeting as aforesaid at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a director. An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. However, an alternate director who is not a director may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of directors or committees of directors or otherwise in connection with the discharge of his duties as an alternate director as the directors (or any director authorised in that behalf by the directors) may approve. Regulation 66 shall not apply.
- 10.3 A director may at any time terminate the appointment of the alternate director appointed by him in the manner set out in Article 10.1 and the alternate director shall cease to be an alternate director with effect from the time such notice is served or delivered as referred to in Article 10.1 or, if later, the date specified in the notice of revocation. An alternate director shall in any event cease to be the alternate director for any appointor if such appointor ceases to be a director. Regulation 67 shall not apply.
- 10.4 The provisions of these Articles relating to whether or not a director may vote or be counted in the quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply mutatis mutandis to every such alternate director. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

## **11 Delegation of directors' powers**

The directors may delegate any of their powers or discretions to any committee consisting of two or more directors and may from time to time impose regulations to govern the proceedings of any such committee. Subject to any conditions imposed by the directors in relation to any such delegation and to any such regulations, the proceedings of any such committee consisting of two or more directors shall be governed by the provisions of these Articles regulating the appointment and proceedings of directors (including without limitation Article 21.3 and 21.5 and Regulations 92 and 94 (as modified by these Articles)) so far as they are capable of applying. The last sentence of Regulation 72 shall not apply.

## **12 Retirement of Directors**

The directors of the Company shall not be subject to retirement by rotation, and Regulations 76 to 78 (inclusive) shall not apply.

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

Regulation 118 shall not apply.

24.2 This Article 24.2 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

24.3 In this Article 24.3:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Company or an associated company.