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CHFP029

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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5298861

Name of company

* insert full name
of company

* Buttoncase Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 03 April 2006 the nominal capital of the company has been
increased by £ 25,000,000.00 beyond the registered capital of £ 1,001.00

A copy of the resolution authorising the increase is attached. †

† the copy must be
printed or in some
other form approved
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows : (PLEASE SEE ATTACHED
WRITTEN RESOLUTION).

Please tick here if
continued overleaf

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation † Director

Date 28/04/2006

Presenter's name address and
reference (if any) :

Kerrene Nicholas, Tesco House,
Delamare Road, Cheshunt,
Hertfordshire, EN8 9SL
01992 644840

For official Use
General Section

Post room



A36	*A1ACCFHM*	466
COMPANIES HOUSE		17/05/2006
A18		749
COMPANIES HOUSE		02/05/2006

BUTTONCASE LIMITED

Written Resolution of the sole Member of the Company
passed pursuant to the Company's Articles of Association

Written Resolutions

IT IS HEREBY RESOLVED:

THAT the Articles of Association of the Company be and they are hereby amended by adopting the attached Articles of Association in place of the existing Articles of Association of the Company.

THAT the authorised share capital of the Company be increased from £1001 to £25,001,001 by the creation of 25,000,000 cumulative redeemable preference shares of £1 each.

THAT the change of the accounting reference date of the Company to 28 February be approved.

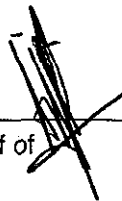
THAT the appointment of PricewaterhouseCoopers as auditors of the Company be approved or, to the extent already approved, that such appointment be confirmed.

THAT:

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot cumulative redeemable preference shares up to the aggregate nominal amount of £25,000,000;
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant shares after the expiry of such period; and
- (c) words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution.

THAT the execution of a fixed and floating charge debenture by the Company, in favour of HSBC Bank PLC as Security Agent, as security for a limited recourse guarantee given by the Company in respect of Tesco PLC's obligations under Rule 2.2 of the Rules of the Tesco PLC Secured Unfunded Retirement Benefits Scheme be approved.

For and on behalf of
Tesco PLC



3 April 2006

Date

CERTIFIED TRUE COPY

..... Secretary

..... Director