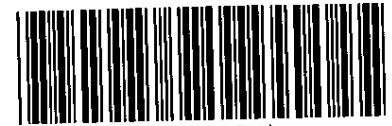


Company No. 07656305

THE COMPANIES ACT 2006



LD1 *L8C7905U* #3
19/08/2019
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TESCO TREASURY SERVICES LIMITED

(the "Company")

15 August 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect in the case of resolutions numbers 1 and 2 as special resolutions and in the case of resolution number 3 as an ordinary resolution (the "**Resolutions**").

SPECIAL RESOLUTION

1. **THAT** the entire issued share capital of £1.00 Ordinary shares in the Company be reduced from £1.00 each to £0.000000009999 each;
2. **THAT** the amount standing to the credit of the Company's share premium account be cancelled.

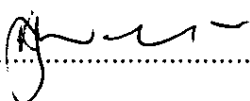
ORDINARY RESOLUTION

3. **THAT**, subject to and conditional upon the capital reduction in resolution 1 becoming effective, a final dividend of £7,803.83 be declared payable to Tesco PLC ("the **Majority Shareholder**"), to be satisfied fully in specie by the assignment by the Company of part of an intercompany receivable, in the amount of £7,803.83, owing to the Company by the Tesco Corporate Treasury Services.

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions:-

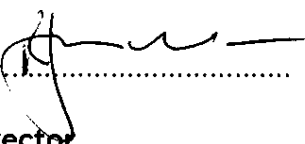

.....

Secretary

15/08/19
.....

Date

For and on behalf Tesco PLC


.....

Director

15/08/19
.....

Date

For and on behalf Tesco Holdings Limited