



COMPANIES HOUSE

This form should be completed in black.

Return delivered for registration of a branch of  
an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

For office  
use only

CN

FC 15640

BN

BR 1709

Corporate name  
(See note 5) (name in parent state)

TESCO CAPITAL LIMITED

Business name  
(if different to corporate name)

Country of Incorporation

JERSEY, CHANNEL ISLANDS

Identity of register  
(if applicable)

THE REGISTER OF LIMITED LIABILITY COMPANIES IN  
JERSEY and registration no. 47581

Legal form  
(See note 3)

PRIVATE

<sup>1</sup> See note 2

## PART A - COMPANY DETAILS<sup>1</sup>

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES



NO



(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

COMPANIES (JERSEY) LAW 1991  
JERSEY, CHANNEL ISLANDS

Accounting  
requirements

Period for which the company is required to prepare accounts by  
parent law. from ANNUALLY to 26 FEBRUARY

Period allowed for the preparation and public disclosure of accounts  
for the above period months

NO DISCLOSURE REQUIREMENT

- (2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

18 GRENVILLE STREET  
ST. HELIER, JERSEY C.I.

Objects of company

ISSUE OF CONVERTIBLE CAPITAL BONDS TO  
RAISE FINANCE

Issued share capital

9 FOUNDERS SHARES OF £1 Currency STERLING

Company Secretary(ies)

(See note 10)

Name

\*Style/Title MR.

Forenames JOHN ANTHONY

Surname BAILEY

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Address

143 TOLMERS ROAD

Post town CLIFFLEY

County/Region HERTS.

Postcode EN6 4JW

Country ENGLAND

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Address

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

( You may photocopy this page if required)

## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title SIR  
Forenames IAN CHARTER  
Surname MACLAURIN  
\*Honours etc. \_\_\_\_\_  
Previous Forenames \_\_\_\_\_  
Previous surname \_\_\_\_\_  
LONG DENE  
OLD LANE  
Post town KNEBWORTH  
County/Region HERTS  
Postcode \_\_\_\_\_ Country ENGLAND  
Date of Birth 3.0.33.7 Nationality BRITISH  
Business Occupation DIRECTOR  
Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

THE DIRECTORS OF THE COMPANY HAVE ALL THE  
POWERS OF THE COMPANY. A QUORUM AT  
A DIRECTORS MEETING IS TWO

These powers :-

- # ☒ May be exercised alone  
# OR  
# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

\* Style/Title MR  
Forenames VICTOR WOOLF  
Surname BENJAMIN  
\* Honours etc. \_\_\_\_\_  
Previous Forenames \_\_\_\_\_  
Previous surname \_\_\_\_\_  
THE END HOUSE  
SANDY LANE, COLEMAN'S HATCH  
Post town HARTFIELD  
County/Region EAST SUSSEX  
Postcode TN7 4ER Country ENGLAND  
Date of Birth 02/03/35 Nationality BRITISH  
Business Occupation DIRECTOR  
Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

THE DIRECTORS OF THE COMPANY HAVE ALL  
THE POWERS OF THE COMPANY. A QUORUM AT  
A DIRECTORS MEETING IS TWO.

These powers :-

- # ☒ May be exercised alone  
OR  
# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

## Directors

(Page 1 of 2)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\* Style/Title MR.

Forenames ALFRED DAVID

Surname MALPAS

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

HOLBORN FARMHOUSE

THERFIELD

Post town NR ROYSTON

County/Region HERTS.

Postcode SG8 9HR

Country ENGLAND

Date of Birth

30 11 39

Nationality BRITISH

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

THE DIRECTORS OF THE COMPANY HAVE ALL THE  
POWERS OF THE COMPANY. A QUORUM AT A  
DIRECTORS MEETING IS TWO.

These powers :-

#



May be exercised alone

#

OR  
☐

Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title MR.

Forenames DAVID EDWARD

Surname REID

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

GREENSIDE

CHERRY GREEN

Post town NR DUNMOW, BROXTED

County/Region ESSEX

Postcode \_\_\_\_\_ Country ENGLAND

Date of Birth 01.01.47 Nationality BRITISH

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

THE DIRECTORS HAVE ALL THE POWERS OF THE  
COMPANY. A QUORUM AT A DIRECTORS  
MEETING IS TWO.

These powers :-

# ☒ May be exercised alone

# OR  
☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Directors

(See no 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title MR.

Forenames ROWLEY STUART

Surname AGER

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

8 THORPEFIELD CLOSE

Post town ST. ALBANS

County/Region HERTS

Postcode \_\_\_\_\_

Country ENGLAND

Date of Birth

01/07/45

Nationality BRITISH

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED LIST.

The extent of the authority to represent the company is :- (give details)

THE DIRECTORS OF THE COMPANY HAVE ALL  
THE POWERS OF THE COMPANY. A QUORUM  
AT A DIRECTORS MEETING IS TWO.

These powers :-

#



May be exercised alone

#

OR



Must be exercised with :-

(Give name(s) of co-authorised person(s))

### Constitution of company

(See notes 6 to 9)

#Mark box(es)  
as applicable

(See note 9)

- # ☐ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\*is/are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company  
AND  
☐ A certified translation  
\*is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☒ The Constitutional documents (~~\*and certified translations~~)  
AND/OR  
☒ The latest accounts (~~\*and certified translations~~)  
of the company were previously delivered on the registration of the branch of the company at :-  
Cardiff ☒ Edinburgh ☐ Belfast ☐  
Registration no. **FC 15640**

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☐ The Constitutional documents (\*and certified translation)  
AND/OR  
☐ Particulars of the current directors and secretary(s)  
were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.



## PART B - BRANCH DETAILS

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\*Style/Title MOURANT & CO. SECRETARIES LIMITED

Forenames —

Surname —

Address 18 GRENVILLE STREET

Post town ST. HELIER

County/Region JERSEY, C.I. Postcode JCH 8PX

Is # ☐ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

FILING UK AND JERSEY RETURNS

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC015640

Branch No. BR001709

The Registrar of Companies for England and Wales hereby certifies that

**TESCO CAPITAL LIMITED**

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 12th October 1993

*H. G. Peel*

For The Registrar Of Companies



**C O M P A N I E S H O U S E**

SIR IAN CHARTER MACLAURIN - DIRECTORSHIPS

<u>Company Name</u>	<u>Company Number</u>
Tesco PLC	445790
Adsega Ltd.	642321
Bugden (Supermarkets) Ltd.	978329
Cadena Cafes Ltd.	41420
3 Guys Ltd.	399656
J. E. Cohen & Co. Ltd.	8623366
Harrow Stores (Watford) Ltd.	424791
Tesco Fuel Ltd.	2765213
Tesco Holdings Ltd.	243011
Tesco Stores Ltd.	519500
Tesco Property Holdings Ltd.	2353133
Tesco (Yorkshire) Ltd.	1218933
Hillards Pension Trustees Ltd.	1675632
J. W. Hillard Ltd.	957423
Tesco (Overseas) Ltd.	1611684
Tesco Estates Ltd.	951257
Tesco France (Holdings) Ltd.	2770004
Bishops Bridge Investments Ltd.	1114547
J. Colyer (Furnishers) Ltd.	1485089
Tesco Management Ltd.	636964
Tesco Pension Trustees Ltd.	1118945
Tesco Savings Ltd.	1503646
Tesco (London) Ltd.	334737
Tesco Dispensing Ltd.	1070877
Guinness PLC	23307
National Westminster Bank plc	929027
Gleneagles Hotels plc	SC97000

VICTOR WOOLF BENJAMIN - DIRECTORSHIPS

<u>Company Name</u>	<u>Company Number</u>
Tesco PLC	445790
Tesco Stores Ltd.	519500
Spen Hill Properties plc	2412674
Tesco Pension Trustees Ltd.	1118945
Lex Service plc	229121
Guildford Mills (Europe) Ltd.	
Grandcart Ltd.	
Blackheath Concert Halls	
Shopping Centres Ltd.	2230056

ALFRED DAVID MALPAS - DIRECTORSHIPS

<u>Company Name</u>	<u>Company Number</u>
Tesco PLC	445790
Tesco Stores Ltd.	519500
Tesco Property Holdings Ltd.	2353133
Spen Hill Properties plc	2412674
Welsh Development Agency	
Kleinwort High Income Trust plc	
Perkins Foods plc	1898193

# ROWLEY STUART AGER - DIRECTORSHIPS

<u>Company Name</u>	<u>Company Number</u>
Tesco PLC	445790
Adsega Ltd.	642321
Bugden (Supermarkets) Ltd.	978329
Cadena Cafes Ltd.	41420
3 Guys Ltd.	399656
J.E.Cohen & Co. Ltd.	8623366
Harrow Stores (Watford) Ltd.	424791
Dairyglen Travel Ltd.	448081
Riverway Finance Co. Ltd.	586218
Tesco Fuel Ltd.	2765213
Tesco Holdings Ltd.	243011
Tesco Stores Ltd.	519500
Tesco Property Holdings Ltd.	2353133
Tesco (Yorkshire) Ltd.	1218933
Hillards Pension Trustees Ltd.	1675632
S.Bottomley & Bros. Ltd.	31903
J.W.Hillard Ltd.	957423
Moody & Midgley Ltd.	150835
Charles Phillips & Co. Ltd.	161659
Spen Hill Properties plc	2412674
Glaston Spen Hill Ltd.	2462858
Spen Hill Investments Ltd.	2460426
Tesco (Overseas) Ltd.	1611684
Tesco Estates Ltd.	951257
Tesco France (Holdings) Ltd.	2770004
Billjive Ltd.	377197
Bishops Bridge Investments Ltd.	1114547
Brace Pinhorne Construction Co. Ltd.	644116
J.Colyer (Furnishers) Ltd.	1485089
Daylin Stores Ltd.	837173
Dubpark Ltd.	1439079
Ely Trading Estate Ltd.	746821
Glennie Motors Ltd.	612201
Bride Developments Ltd.	2438072
Bride Developments (Borehamwood) Ltd.	2690775
Bride Developments (Twickenham) Ltd.	2603951
Bride Investments (Borehamwood) Ltd.	2690742
Bride Investments (Twickenham) Ltd.	2603952
Tesco Management Ltd.	636964
Tesco Pension Trustees Ltd.	1118945
Tesco Savings Ltd.	1503646
Tesco Self Service Ltd.	37532
Tesco (Wholesale) Ltd.	272420
Tesco (London) Ltd.	334737
Angel Warehouse Co. Ltd.	392742
Anthony Jackson's Foodfare Ltd.	412428
Discount Supermarkets Ltd.	649566
Bargain Centres (London) Ltd.	288884
Buyright (London) Ltd.	554415
W.S.Chapman & Co. Ltd.	46319
Goodworths Ltd.	225373
London Grocers Ltd.	444715

ROWLEY STUART AGER - DIRECTORSHIPS (Contd.)

Company Name

Company Number

Reynolds (Kent) Ltd.	557257
Titus Ward & Co. Ltd.	54776
Tesco (Cheshunt) Ltd.	334732
Waltham Properties Ltd.	607382
Williamsons Ltd.	48264
Tesco Dispensing Ltd.	1070877
W. H. Richards Ltd.	462398

DAVID EDWARD REID - DIRECTORSHIPS

<u>Company Name</u>	<u>Company Number</u>
Tesco PLC	445790
Adsega Ltd.	642321
Bugden (Supermarkets) Ltd.	978329
Cadena Cafes Ltd.	41420
3 Guys Ltd.	399656
J.E.Cohen & Co. Ltd.	8623366
Harrow Stores (Watford) Ltd.	424791
Dairyglen Travel Ltd.	448081
Riverway Finance Co. Ltd.	586218
Tesco Fuel Ltd.	2765213
Tesco Holdings Ltd.	243011
Tesco Stores Ltd.	519500
Tesco Property Holdings Ltd.	2353133
Tesco (Yorkshire) Ltd.	1218933
Hillards Pension Trustees Ltd.	1675632
S.Bottomley & Bros. Ltd.	31903
J.W.Hillard Ltd.	957423
Moody & Midgley Ltd.	150835
Charles Phillips & Co. Ltd.	161659
Bathmare Ltd.	2387970
Tesco (Overseas) Ltd.	1611684
Tesco Estates Ltd.	951257
Tesco France (Holdings) Ltd.	2770004
Billjive Ltd.	377197
Bishops Bridge Investments Ltd.	1114547
Brace Pinhorne Construction Co. Ltd.	644116
J.Colyer (Furnishers) Ltd.	1485089
Daylin Stores Ltd.	837173
Dubpark Ltd.	1439079
Ely Trading Estate Ltd.	746821
Glennie Motors Ltd.	612201
Bride Developments Ltd.	2438072
Bride Developments (Borehamwood) Ltd.	2690775
Bride Developments (Twickenham) Ltd.	2603951
Bride Investments (Borehamwood) Ltd.	2690742
Bride Investments (Twickenham) Ltd.	2603952
Tesco Pension Trustees Ltd.	1118945
Tesco Savings Ltd.	1503646
Tesco Self Service Ltd.	37532
Tesco (Wholesale) Ltd.	272420
Tesco (London) Ltd.	334737
Anthony Jackson's Foodfare Ltd.	412428
Discount Supermarkets Ltd.	649566
Bargain Centres (London) Ltd.	288884
Buyright (London) Ltd.	554415
W.S.Chapman & Co. Ltd.	46319
Goodworths Ltd.	225373
London Grocers Ltd.	444715
Reynolds (Kent) Ltd.	557257
Titus Ward & Co. Ltd.	54776



DAVID EDWARD REID - DIRECTORSHIPS (Contd.)

Company Name

Company Number

Tesco (Cheshunt) Ltd.  
Waltham Properties Ltd.  
Williamsons Ltd.  
Tesco Dispensing Ltd.  
W. H. Richards Ltd.

334732  
607382  
48264  
1070877  
462398

Westbury plc  
Shopping Centres Ltd.

1862464  
2230056

- \* Persons authorised to  
: represent the company  
- or accept service of  
process.

Give details of all persons  
who are authorised to represent  
the company as permanent  
representatives of the company  
in respect of the  
business of the branch.  
Give details also of all persons  
resident in Great Britain, who are  
authorised to accept service or  
process on the company's  
behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person  
only authorised to accept service on  
behalf of the company)

Give brief particulars of the extent  
of the powers exercised. (e.g. whether  
they are limited to powers expressly  
conferred by the instrument of  
appointment; or whether they are  
subject to express limitations.)  
Where the powers are exercised,  
jointly give the name(s) of the person(s)  
concerned. You may cross refer to the  
details of person(s) disclosed elsewhere  
on the form.

# Mark box(es) as appropriate)

(You may photocopy this page  
as required)

\*Style/Title \_\_\_\_\_

Forenames JOHN ANTHONY

Surname BAILEY

BUSINESS  
Address TESCO HOUSE

PO BOX 18, DELAMARE ROAD

Post town CHESTNUT, WALTHAM CROSS

County/Region HERTS. Postcode EN8 9SL

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

COMPANY SECRETARIAL

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)

Address TESCO HOUSE, PO BOX 18,  
DELAMARE ROAD, CHESHUNT  
 Post town WALTHAM CROSS  
 County\Region HERTS Postcode EN8 9SL

Branch Details

(See note 12)

Date branch opened 1.2.06 9.0 (DATE OF INCORPORATION)  
 Business carried on at branch COMPANY SECRETARIAL,  
BOARD MEETINGS, MAINTENANCE OF ACCOUNTING  
RECORDS.

SIGNATURE

Signed [Signature] (Director/Secretary/Permanent representative)  
 Date 18.6.93 AUTHORIZED SIGNATORY  
MOURANT & CO. SECRETARIES LIMITED  
 This form contains .....3..... continuation sheets.

To whom should Companies House direct any enquiries about the information on this form?

Name MOURANT & CO. SECRETARIES LIMITED  
 Address PO BOX 87  
18 GRENVILLE STREET  
ST HELIER, JERSEY Postcode JE4 8PX  
 Telephone 0534 609000 Extension 302 (HELEN GRANT)

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
 for branches established in England and Wales for branches established in Scotland

Companies House  
 Crown Way  
 Cardiff  
 CF4 3UZ

Companies House  
 100 - 102 George Street  
 Edinburgh  
 EN2 3DJ