

Company No. 715672

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COMAR LIMITED

(the "Company")

On 10 February 2022 the following resolutions were duly passed as written resolutions of the Company having effect in the case of Resolutions 1 and 2 as special resolutions and in the case of Resolution 3 as an ordinary resolution (together the "Resolutions") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the sole member of the Company who, at the date of the Resolutions was the only member entitled to vote on the Resolutions:-


SPECIAL RESOLUTION

1. THAT the 300,002 ordinary shares be reduced in nominal value from £1.00 each to £0.00000333331111125926 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 the previous resolution becoming effective, a dividend in specie of £30,410,788.2 be declared payable to Tesco PLC.

Signed



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Director

10 February 2022

Date