

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ALDI STORES LIMITED

("the Company")

5 FEBRUARY 2019 ("the Circulation Date")



A12

A80MVN8Z

06/03/2019

COMPANIES HOUSE

#135

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**").

SPECIAL RESOLUTION


THAT the articles of association of the Company be amended as follows:

1. The definition of Holding Company in Article 1.2 be amended to read as follows:
"Holding Company" means the company or firm (if any, and including any company, corporation, other body corporate or firm wherever and however incorporated or established) which:
 - (a) holds a majority of the voting rights in the Company;
 - (b) is a member of the Company and has the right to appoint or remove a majority of its board of directors; or
 - (c) is a member of the Company and controls alone, pursuant to an agreement with other members, a majority of the voting rights in it.
2. In Article 12.1, the words "Whilst the Company is a subsidiary of the Holding Company" shall be replaced with the words "If there is a Holding Company".
3. In Article 16.1, the words "For so long as the Company is a subsidiary of the Holding Company" shall be replaced with the words "If there is a Holding Company".

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.


.....
Duly authorised for and on behalf of Hofer KG

Date: 27 FEBRUARY 2019

Notes:

1. The Resolution is proposed as a special resolution and requires members holding not less than 75% of the total voting rights of members entitled to vote on the Resolution to vote in favour of it to be passed.
2. The date of circulation of the attached Resolution is 5 FEBRUARY 2019.
3. Unless the Resolution is passed by 4 MARCH 2019 it will lapse. If you agree to the Resolution please ensure your agreement reaches us before or during this date.
4. If you agree with the Resolution, please indicate your agreement to it by signing and dating this document and returning it to the Company by hand or by post.

**ARTICLES OF ASSOCIATION
of
ALDI STORES LIMITED**

Company Number : 2321869

Incorporated : 25 November 1988
