

COMPANY NO. 05139610

LINEBUSH III HOLDINGS LIMITED
(the *Company*)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as an ordinary resolution.

ORDINARY RESOLUTION

THAT, in accordance with section 550 of the Companies Act 2006, the directors of the Company be granted the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares for such time as the Company shall have only one class of share. This authority revokes and replaces all authorities previously granted to the directors.

AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the Resolution hereby irrevocably agree to the Resolution.



Mark Everitt
on behalf of **ONE STOP STORES LIMITED**
as a director

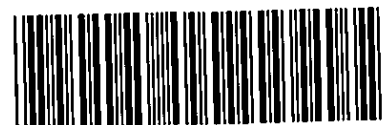
Date: 31 March 2017



Mark Everitt
on behalf of **MILLS GROUP LIMITED**
as a director

Date: 31 March 2017

FRIDAY



LD2 *L63D4I16* #82
31/03/2017
COMPANIES HOUSE

NOTES:

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **by hand:** delivering the signed copy to Julia Herd;
- **by post:** returning the signed copy by post to Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to Julia Herd (Julia.Herd@uk.tesco.com).

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to these Resolution, you may not revoke your agreement.

4. Unless, within 28 days of the date of circulation of the Resolution sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.

5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.