

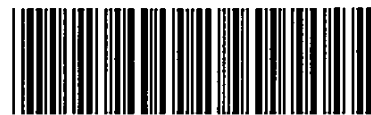
Company number 41420

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

TESCO INTERNATIONAL INTERNET RETAILING LIMITED (COMPANY)

MONDAY



A16Y3HA2

A20

16/04/2012

#16

COMPANIES HOUSE

7 December 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (**Special Resolution**)

SPECIAL RESOLUTION

1. THAT the issued share capital of the Company be reduced from £789,213 to £738,378 by cancelling and extinguishing 50,835 of the issued Ordinary shares of £1 each in the Company, each of which is fully paid up

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 7 December 2011, hereby irrevocably agrees to the Special Resolution:

Signed by Lucy Neville-Rolfe
For and on behalf of Tesco PLC
Date

7 December 2011

NOTES

1. You can choose to agree the Special Resolution or choose not to. 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 Corporate Secretariat, Tesco House, Delamare Road, Cheshunt, Herts, EN8 9SL.
- **Post** returning the signed copy by post to Corporate Secretariat, Tesco House, Delamare Road, Cheshunt, Herts, EN8 9SL

If you do not agree to all of the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 31 December 2011, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4 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

5. 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