

COMPANY NO. 07137577

TESCO HIGH BEECH LIMITED
(the *Company*)

Private Company Limited by Shares

WEDNESDAY



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 a special resolution.

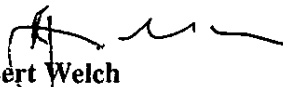
SPECIAL RESOLUTION

THAT the share capital of the Company be reduced in accordance with the Companies Act 2006 from £1,000 divided into ordinary shares of £1.00 each to £1 divided into 1 ordinary share of £1.00 by cancelling 999 of the ordinary shares.

AGREEMENT

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

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution hereby irrevocably agree to the Resolution and confirm that we have received a copy of the Solvency Statement at or before the time we received the copy of the Resolution as required by 642(2) of the Companies Act 2006.


Robert Welch
on behalf of **TESCO PLC**
as duly authorised signatory

Date: 20 February 2017

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 Heid.
- **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 Heid (Julia.Heid@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 the Resolution, you may not revoke your agreement

4 Unless within 15 days of the date of circulation of this 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