

Tesco Personal Finance plc
(the "Company")
(Company No. SC173199)

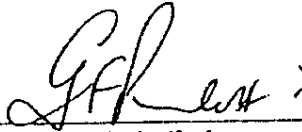
The following resolution, having effect as an Ordinary Resolution was approved on the 30 June 2015 by the undersigned members of the Company.

ORDINARY RESOLUTION

It was noted that PricewaterhouseCoopers (PwC) had resigned as auditors of Tesco Personal Finance Group Limited (of which the Company is a subsidiary) with effect from 30 June 2015. The Board noted the PwC letter of resignation and statement of circumstance that was tabled. It was noted that Deloitte LLP had been appointed as Auditors of Tesco Personal Finance Group Limited with effect from 30 June 2015.

It was RESOLVED to accept the resignation of PwC as auditors of the Company with effect from 30 June 2015 and that the appointment of Deloitte LLP as Auditors of the Company, to act from 30 June 2015 until the conclusion of the next general meeting of the Company at which audited accounts are laid before the members, be approved.

It was further RESOLVED that the Directors of the Company be authorised to fix the Auditors remuneration.



For and on behalf of
Tesco Personal Finance Group Limited

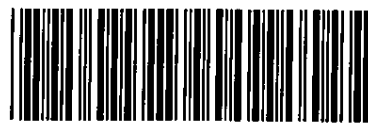
Date: 30 June 2015



For and on behalf of
Tesco Holdings Limited

Date: 2 July 2015

FRIDAY



S4BCH9RV

SCT

10/07/2015

#56

COMPANIES HOUSE