

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TESCO OVERSEAS ULC

(the "Company")

9 February 2021

FRIDAY



A9Y6K7A9

A11

12/02/2021

#181

COMPANIES HOUSE

On 9 February 2021 the following resolution was duly passed as a written resolution of the Company having effect in the case of Resolutions 1 and 2 as special resolutions and in the case of Resolution 3 an ordinary resolution (together the "**Resolutions**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the sole member of the Company who, at the date of the Resolutions was the only member entitled to vote on the Resolution:-

SPECIAL RESOLUTIONS

1. THAT:

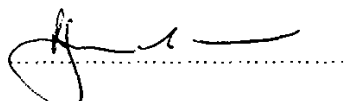
- 1.1 the 516,000,000 A Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.2 172,000,000 B Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.3 220,000,000 C Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.4 4,000,000 D Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.5 4,000,000 E Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.6 1,207,111,189 F Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.7 1,207,111,189 G Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.8 1,207,111,189 H Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.9 1,207,111,189 J Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.10 4,000,000 K Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;

- 1.11 4,000,000 L Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.12 4,000,000 M Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.13 4,000,000 N Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each;
- 1.14 4,000,000 O Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each; and
- 1.15 4,000,000 P Ordinary shares of £0.00000025 each be reduced in nominal value to £0.00000000017336 each.
2. **THAT** the amount standing to the credit of the Company's share premium account be cancelled.

ORDINARY RESOLUTION

3. **THAT**, subject to and conditional upon the capital reduction in resolutions 1 and 2 becoming effective, a dividend in specie of £36,552,555.58 be declared payable to Tesco Holdings B.V.

Signed



Director / Secretary

9 February 2021

Date