

445790



Form No. 41.

THE COMPANIES ACT, 1929.



A 5s. Companies' Registration Fee Stamp must be impressed here.

DECLARATION of Compliance with the requirements of the Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

JASCO STORES (HOLLINS)

LIMITED.

led by

Slaughter & May (JASH/SD)

18 Austin Friars,

London. E.C.2.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1
15 Hanover Street, W.1; 5-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, James Alexander Stewart Hamilton of 18 Austin

Friars in the City of London

(u) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (") a Solicitor

of the Supreme Court engaged in the formation

of Tesco Stores (Holdings)

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 23 Austin
Friars in the City
of London

the thirtieth day of November 1947.

J. A. S. Hamilton

Before me,

Alfred Dew

This margin is reserved for binding and should not be written across.

Number of
Company }

445790



Form No. 2

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

WESCO STORES (HOLDINGS)

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1923.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Slaughter & May (JASH/SD)

18 Austin Friars, London. E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

TESCO STORES (HOLDINGS)

, Limited,

is £ 100, divided into 400

Shares of 5/- each.

*Signature Stanger Mary

Description Solicitors

dated the 20th day of November 1947.

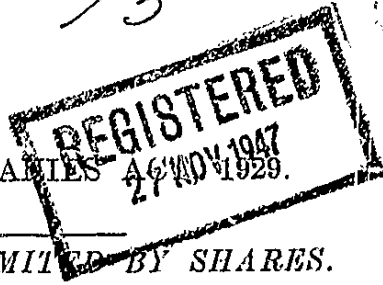
NOTE—This margin is reserved for blading, and must not be written across.

* This Statement should be signed by an Officer of the Company.



445790

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THE COMPANIES

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

TESCO STORES (HOLDINGS) LIMITED

1. The name of the Company is "TESCO STORES (HOLDINGS) LIMITED."
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:—
 - (A) To acquire the whole of the existing Share Capitals of Tesco Stores Limited and J. E. Cohen & Co. Limited consisting of 1,425 fully paid Shares of £1 each and 10,000 fully paid Shares of £1 each respectively and for this purpose to enter into and carry into effect (with or without modification) two Agreements which have already been prepared and are expressed to be made between John Edward Cohen, Sarah Cohen and Thomas Edgar Freaque of the one part and the Company of the other part and the said John Edward Cohen, Sarah Cohen and Arthur Albert Carpenter of the one part and the Company of the other part respectively drafts of which have for the purpose of identification been subscribed by James Alexander Stewart Hamilton a Solicitor of the Supreme Court.
 - (B) To carry on business as wholesale and retail grocers, general shopkeepers, refreshment contractors, restaurant keepers, licensed victuallers, beer, wine, spirit and mineral water merchants and tobacconists and as growers, producers, manufacturers, refiners, and importers of and dealers in, flour of all kinds, fruit, vegetables, sauces, spices, pickles, jams, bacon, butter, margarine, preserves, salt, cheese, sugar, eggs, meat, poultry, fish, oils, starches, gelatines, glucose, confectioneries and foods and provisions of all kinds for human or animal consumption.

REGISTRATION

- (c) To acquire and hold shares, stocks, debentures and debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or in any dominion, colony or dependency or possession thereof, or in any foreign country, and any right or interest therein, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein, and annuities for any period or periods, whether certain or uncertain, or on the life or lives of any person or persons and any right or interest therein, and from time to time to vary any such investments.
- (n) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations, securities or annuities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (B) To invest the funds of the Company in, and to acquire and hold land of freehold, leasehold or any other tenure and any estate or interest therein and any house or other property, and to make advances upon the security of land, house or other property, or any interest therein.
- (P) To purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest, and to sell, exchange, surrender, lease, mortgage, charge, convert, develop, turn to account, take options over, dispose of and deal with any property, real or personal, and rights of any kind which may appear to be necessary or convenient for any business of the Company in any part of the world.
- (G) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of its objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

- (H) To establish or promote or concur or participate in the establishment or promotion of any company or companies for the purpose of carrying on all or any of the businesses which this Company is authorised to carry on, or for the purpose of acquiring all or any of the property, assets, rights and liabilities of this Company, or for any other purpose whatsoever which may seem, directly or indirectly, calculated to benefit this Company, and to form, constitute and promote British or foreign companies, syndicates, associations and undertakings of all kinds, and to secure by underwriting or otherwise the subscription of any part of the capital of any such company, syndicate, association or undertaking and to pay any commission, brokerage or other remuneration in connection therewith.
- (I) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession, co-operation or otherwise with any company or person carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company, and to lend money to, guarantee the contracts of or otherwise assist any such company or person, and to subscribe for, take or otherwise acquire and hold shares or stocks in or securities of, and to subsidise or otherwise assist any such company or person, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stocks or securities.
- (J) To make, draw, accept, endorse, negotiate, execute and issue, discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable instruments.
- (K) To build, construct, carry out, equip, maintain, improve, alter, enlarge, pull down, remove, replace, manage, develop, work, control and superintend any shops, factories, warehouses, farms, nurseries, offices, hotels, mills and works and any wharves, roads, ways, and railways, and any machinery, engines and plant and all other works and conveniences which may seem, directly or indirectly, conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid by taking part in any such operations.

- (L) To obtain or acquire by application, purchase, license or otherwise, and to exercise and use and grant licences to others to exercise and use, patent rights, *brevets d'invention*, concessions or protections in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (M) To receive from any person or persons, whether a shareholder or shareholders, Director or Directors, Manager or Managers, employee or employees of the Company or otherwise, or from any company, money or securities on deposit at interest, or for safe custody or otherwise.
- (N) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (O) To remunerate the Directors, Manager or Managers, officials and servants of the Company and others, out of or in proportion to the returns or profits of the Company, or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (P) To pay all expenses of and preliminary, or in anywise relating to the formation, establishment and registration of the Company, or any negotiation, act, deed or thing in connection therewith, and to issue shares as fully or in part paid up and to pay out of the funds of the Company all brokerage and charges incidental thereto.
- (Q) To purchase or otherwise acquire, take over, undertake and carry on, wholly or in part for cash, shares, debentures or otherwise howsoever, and as a going concern or otherwise, all or any part of the business, property, goodwill, assets and liabilities of any person or company.
- (R) To borrow and raise money, and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and

all or any of the real and personal property (present and future) and any uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stocks perpetual or otherwise, or other securities of any description.

- (s) To lend money to and guarantee or undertake the performance of the obligations of, and the payment of dividends and interest on and the repayment or payment of capital paid up on or other moneys payable in respect of any stocks, shares, securities and obligations of any company, firm or person in any case in which such loan, undertaking or guarantee may be considered likely directly or indirectly to further the objects of this Company or the interests of its Members, and generally to transact all kinds of guarantee business.
- (r) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stocks or other obligations or securities of any other company.
- (u) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares of the Company) as may be thought proper, and to hold, sell or vary such investments.
- (v) To distribute among the Members of the Company in specie any property of the Company.
- (w) To take such necessary or proper steps as may be deemed advisable in Parliament, or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of, directly or indirectly, carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and, if thought advisable, to oppose

any such steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.

- (x) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (y) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or any company, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (z) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depositary of any shares or securities of, and as agents or brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, improvement or development and management of property for, any company or person, and to undertake and perform sub-contracts.
- (AA) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (BB) To grant pensions or gratuities to any employees or ex-employees of the Company or any of its associated or subsidiary companies, or the relatives, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons, or otherwise advance the interests of the Company or of its Members. For the purposes of this paragraph the word "employees" shall be deemed to include Directors and other officers as well as servants.
- (CC) To act as Secretaries, Managers, Registrars or Transfer Agents for any other company.
- (DD) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(EE) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company, but may be carried out in as full and ample a manner as shall be construed in as wide a sense, as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 400 shares of 5s. each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>J. S. Hamilton</i> 18 Austin Friars London E.C. 2 Solicitor	<i>One</i>
<i>Sydney Disborough</i> 18 Austin Friars London E.C. 2 Solicitors' Clerk	<i>one</i>
<i>Barn Stuart Fisher</i> 18 Austin Friars London E.C. 2 Solicitors Clerk	<i>one</i>

Dated the 20th day of November, 1947.

Witness to the above Signatures--

Wynifred A. Woodhouse
 18 Austin Friars
 London E.C. 2
 Secretary



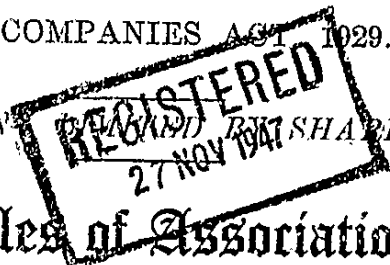
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THE COMPANIES ACT 1929.

COMPANY (LIMITED BY SHARES).



Articles of Association

— OF —

TESCO STORES (HOLDINGS) LIMITED

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall apply to the Company so far only as the same are incorporated or contained in these Articles and subject as aforesaid these Articles to the exclusion of all other regulations shall apply to the Company.

INTERPRETATION.

2. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS.	MEANINGS.
The Statutes ...	The Companies Act, 1929, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.
The Act ...	The Companies Act, 1929.
These Articles...	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Month ...	Calendar Month.
Year ...	Year from the 1st January to the 31st December inclusive.
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.

Words importing the singular number only shall include the plural number and *vice versa*, and

Words importing the masculine gender shall include the feminine gender, and

Words importing persons shall include corporations, and the expressions "Debenture" and "Debenture Holder" shall include Debenture Stock and Debenture Stock Holder and the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of Secretary.

3. Subject to the last preceding Article any words or expressions defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these Articles.

4. The Company is registered as a private company, and accordingly:—

- (A) The right to transfer shares is restricted in manner hereinafter provided.
- (B) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single Member.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

BUSINESS.

5. The Company is formed for the purpose of acquiring from the shareholders of Tesco Stores Limited and J. E. Cohen & Co. Limited the whole of the existing issued share capitals of those companies consisting of 1,425 fully paid shares of £1 each and 10,000 fully paid shares of £1 each respectively and the Board shall forthwith enter into the two Agreements mentioned in clause 3 (A) of the Memorandum of Association and carry the same into effect with full power nevertheless to agree to any modification thereof either before or after their execution. No objection

shall be taken to the said Agreements or to any matter arising thereout on the ground that any of the Vendors are Directors of the Company.

6. Subject as aforesaid any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

7. The Office shall be at such place in England as the Board shall from time to time appoint.

8. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares except in the course of transactions mentioned in the proviso to Section 45 (1) of the Act.

CAPITAL.

9. The original capital of the Company is £100 divided into 400 shares of 5s. each.

10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

11. Subject to the provisions of Section 46 of the Act, any preference shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of such shares shall by Special Resolution determine.

MODIFICATION OF RIGHTS.

12. If at any time the share capital is divided into different classes of shares the special rights attached to any class of shares may, subject to the provisions of Section 61 of the Act, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders, be varied, abrogated or affected. To every such separate General Meeting all the provisions of these Articles relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding

or representing by proxy one-third of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum.

13. The special rights or privileges conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

SHARES.

14. Subject to the provisions of these Articles the shares of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration, and upon such terms and conditions as the Board may determine but so that no shares be issued at a discount except in accordance with Section 47 of the Act.

15. The Board shall as regards any offer or allotment of shares comply with the provisions of Sections 39, 40 and 42 of the Act, if and so far as such provisions may be applicable thereto.

16. The Company shall duly comply with any provisions of the Statutes as to the minimum subscription on which the Company may proceed to an allotment of its shares.

17. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 43 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be).

18. Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

19. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Board on behalf of the Company) may, subject to the conditions and restric-

tions mentioned in Section 54 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

20. Except as ordered by a Court of competent jurisdiction or as by Statute required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

21. Every person whose name is entered as a Member in the register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of such sum not exceeding 2s. 6d. for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the Seal, shall bear the autographic signatures of at least one Director and the Secretary or such other person as the Board may appoint for the purpose and shall specify the shares to which it relates and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

22. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence and indemnity and payment of the out of pocket expenses of the Company of investigating such evidence as the Board thinks fit.

LIEN.

23. The provisions of clauses 7 to 10 (both inclusive) of Table A shall apply to these Articles.

CALLS ON SHARES.

24. The provisions of clauses 11 to 16 (both inclusive) of Table A but omitting from clause 11 the words "provided that no call shall exceed one-fourth of the nominal amount of the share or

be payable at less than one month from the last call" shall apply to these Articles.

TRANSFER OF SHARES.

25. Subject to such of the restrictions of these Articles as may be applicable, any Member may transfer all or any of his shares by transfer in writing in the usual common form.

26. The instrument of transfer of a share shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

27. The Board may, in its absolute discretion and without assigning any reason therefor, or without specifying any grounds therefor decline to register any transfer of shares (whether fully paid up or not) and no transfer shall be registered which if registered would make the number of members exceed the limit hereinbefore prescribed.

28. The Board may also decline to recognise any instrument of transfer unless :

- (A) Such fee not exceeding 2s. 6d. as the Board may from time to time require is paid to the Company in respect thereof,
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, and
- (C) The instrument of transfer is in respect of only one class of share.

29. If the Board refuses to register a transfer it shall within two months after the date on which the transfer was lodged send to the transferee notice of the refusal.

30. The register of transfers may be closed at such times and for such periods as the Board may from time to time determine, provided always that it shall not be closed for more than 30 days in any year and the Board shall give the notice required by Section 89 of the Act.

31. The Company shall be entitled to charge a fee of 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice, or other instrument.

TRANSMISSION OF SHARES.

32. The provisions of clauses 20 to 22 (both inclusive) of Table A shall apply to these Articles.

FORFEITURE OF SHARES.

33. The provisions of clauses 23 to 29 (both inclusive) of Table A shall apply to these Articles.

STOCK.

34. The provisions of clauses 30 to 33 (both inclusive) of Table A shall apply to these Articles.

INCREASE OF CAPITAL.

35. The Company may from time to time by resolution in General Meeting, increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

36. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of Section 47 of the Act) at a discount to all the ordinary shareholders for the time being, in proportion to the number of ordinary shares held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

37. The new shares shall be subject to the same provisions, with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise, as the shares in the present capital, and unless otherwise provided in accordance with these Articles, the new shares shall be ordinary shares.

ALTERATIONS OF CAPITAL.

38. The Company may in General Meeting by Ordinary Resolution:—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (n) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the proviso contained in Section 50 (1) (d) of the Act) and so that the

resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares.

- (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

And may also by Special Resolution

- (d) Reduce its capital and any capital redemption reserve fund or special reserve fund in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS.

39. A General Meeting shall be held at least once in every year at such time (within a period of not more than fifteen calendar months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, and if no time or place be so prescribed at such time (within the period aforesaid) and place as may be determined by the Board. The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings.

40. The Board may call an Extraordinary Meeting whenever it thinks fit. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or two Members of the Company may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Board.

41. The Board shall, on the requisition of the holders of not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit of the requisition carries the right of voting at general meetings, forthwith proceed to convene an Extraordinary Meeting. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office, and may consist of several documents in like form each signed by one or more of the requisitionists. If the Board does not within twenty-one days from the date of the requisition being so

deposited proceed duly to convene a meeting the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company and every sum so paid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

NOTICE OF GENERAL MEETINGS.

42. Subject to the provisions of Section 117 of the Act relating to meetings convened for the purpose of passing Special Resolutions seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such Members as are under the provisions herein contained entitled to receive notices from the Company. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

43. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting, with the exception of sanctioning dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation or otherwise and the appointment of Auditors and the fixing of the remuneration of the Auditors.

44. No business shall be transacted at any General Meeting (except the declaration and sanction of a dividend) unless a quorum is present when the meeting proceeds to business. Save as otherwise provided by these presents or required by the Statutes three Members present in person shall be a quorum for all purposes. A corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 116 of the Act.

45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the

requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the Members present shall be a quorum.

46. The Chairman (if any) of the Board or in his absence the Deputy-Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

47. If there be no such Chairman or Deputy-Chairman or if at any meeting neither the Chairman nor the Deputy-Chairman be present within 15 minutes after the time appointed for holding the meeting or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

48. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

49. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or in writing by at least three Members present in person and entitled to vote or by any Member or Members present in person or by proxy and entitled to vote holding not less than one-tenth of the issued share capital of the Company. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

50. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution, unless it be pointed out at the same meeting, and not in

that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

51. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

52. In the case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

53. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

54. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS.

55. Subject to any special terms as to voting upon which any capital may be issued or may from time to time be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a proxy or by a representative duly authorised under Section 116 of the Act not being himself a Member shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for each share of which he is the holder.

56. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.

57. A corporation, being a Member, may vote by any representative duly authorised under the provisions of Section 116 of the Act and such representative shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

58. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such Court, and such committee, *curator bonis* or other person may on a poll vote by proxy.

59. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

61. On a poll, votes may be given either personally or by proxy.

62. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.

63. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as the representative of a corporation pursuant to Section 116 of the Act.

64. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

65. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve.

TESCO STORES (HOLDINGS) LIMITED.

I, _____, of _____,
 being a Member of the above-named Company, hereby
 appoint _____, of _____, or failing him
 _____, of _____ as
 my proxy to vote for me and on my behalf at the
 [Ordinary or Extraordinary, as the case may be] General
 Meeting of the Company to be held on the _____ day of
 19____, and at any adjournment thereof.
 As witness my hand this _____ day of _____, 19____.

66. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or

insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation, or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

67. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two or more than ten in number. *The first Directors shall be appointed in writing by the subscribers of the memorandum of association*

68. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director by notice in writing given to such alternate Director and to the Board, and, on such appointment being made, the alternate Director shall except as regards qualification and remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

69. Any instrument appointing an alternate Director shall be left at the Office and shall, as nearly as circumstances will admit, be in the form or to the effect following:—

TESCO STORES (HOLDINGS) LIMITED.

I, _____, a Director of the above-named Company, in pursuance of the power in that behalf contained in Article 68 of the Articles of Association of the Company, do hereby nominate and appoint _____, of _____ to act as alternate Director in my place during my absence and to exercise and discharge all my duties as a Director of the Company.

As witness my hand this _____ day of _____, 19 _____.

70. The Directors shall be entitled to remuneration for their services at the rate of £100 per annum for each Director (other than the Chairman) and at the rate of £200 per annum for the Chairman. Such remuneration shall be deemed to accrue *de die in diem*. The

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Directors shall be paid such further sums, if any, as additional remuneration for their services as the Company in General Meeting shall from time to time determine and such additional remuneration shall be divided among them as the Board shall by resolution determine. In default of the division among the Directors of such additional remuneration, if any, by resolution of the Board as aforesaid, then and in any such case the same shall be divided amongst the Directors equally except that any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall also be paid their travelling and hotel expenses of attending and returning from Board Meetings or otherwise incurred while engaged on the business of the Company.

71. A Director of this Company may be or become a director or other officer of, or otherwise interested in, any company promoted by this Company or in which this Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by this Company in such manner in all respects as it thinks fit including the exercise in favour of any resolution appointing it or any of its number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

72. Any Director, who by request performs special services, or goes or resides abroad for any purposes of the Company, shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

73. The qualification of a Director shall be the holding alone and not jointly with any other person, of shares or stock of the Company of the nominal amount of £100. A Director may act before obtaining his qualification, but if not already qualified, shall obtain his qualification within two months after his appointment, or in default, his office shall be vacated. If a Director at any time after the expiration of two months from the date of his appointment shall cease to hold his qualification, his office shall be vacated. A person

vacating office under this Article shall be incapable of being re-appointed a Director until he shall have obtained his qualification.

74. Without prejudice to the last preceding Article the office of a Director shall be vacated in the following events, namely :—

- (A) If he resign his office by writing under his hand left at the Office.
- (B) If he be found lunatic or of unsound mind, or become bankrupt or compound with his creditors.
- (C) If the Board, being more than two, resolves that he is physically or mentally incapable of performing his duties as a Director.
- (D) If he be absent otherwise than on business of the Company from meetings of the Board for six calendar months without leave and the Board resolves that his office be vacated.
- (E) If he shall pursuant to the provisions of Section 217 or Section 275 of the Act be prohibited from acting as a Director.
- (F) If he be removed from office under the next following Article hereof.

75. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the date on which the Director in whose place he is appointed was last elected a Director.

POWERS AND DUTIES OF DIRECTORS.

76. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

77. The Board may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

78. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles or the Statutes) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

79. The Company may exercise the powers conferred by Section 32 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

80. The Company (or the Board on behalf of the Company) may exercise the powers conferred upon the Company by Sections 103 to 107 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

81. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking property and uncalled capital and to issue debentures and other securities Provided that the aggregate of the amounts borrowed or raised by the Company and its subsidiary and sub-sub-sidiary Companies (exclusive of inter-Company loans and moneys raised by the issue of share capital) shall not at any one time without the previous sanction of the Company in General Meeting exceed two and a half times the amount of the issued capital of the Company

for the time being, but no debt incurred or security given in respect of moneys borrowed or raised in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been exceeded and that such sanction had not been given.

82. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period, on such terms and at such remuneration (by way of salary, percentage of profits or otherwise) as the Board may determine, and such remuneration shall be charged as part of the Company's working expenses, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established; but subject to the following provisions, viz. :—

- (A) A Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted; but this prohibition shall not apply to the Agreements referred to in Article 5 nor to any matters arising thereout nor to any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with any other company in which he is interested only as director or as holder of shares or other securities in the ordinary course of investment and notwithstanding that the majority of the whole of the Directors of this Company may be directors or members of such other company; and this prohibition may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.
- (B) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed con-

tract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 149 of the Act.

Any Director may act by himself or his firm in a professional capacity (other than the office of Auditor) for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

83. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Board shall from time to time by resolution determine.

84. The Board may close any Register of Debenture-holders of the Company during such period or periods (not exceeding in the case of each such Register 30 days altogether in each year) as it thinks fit.

85. The Board shall cause minutes to be made in books provided for the purpose:—

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each Board or Committee Meeting.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

And every Director present at any meeting of the Board or any Committee shall sign his name in a book to be kept for that purpose.

MANAGING AND EXECUTIVE DIRECTORS.

86. The Board may from time to time appoint one or more of its body to the office of Managing Director, Executive Director or Manager for such term as it thinks fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall (subject to the terms of any such agreement as aforesaid) be subject to determination *ipso facto* if he cease from any cause to be a Director or if the Company resolve by Extraordinary Resolution that his tenure of office is to be determined.

87. A Managing Director, Executive Director or Manager shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly

in another) as the Board may determine and he or his dependents may be paid such pension or gratuity on his death, resignation or retirement as the Board may determine.

88. The Board may entrust to and confer upon a Managing Director, Executive Director or Manager any of the powers exercisable by it upon such terms and conditions, and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

THE SEAL.

89. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be so affixed in the presence of at least one Director, and of the Secretary or such other person as the Board may appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ROTATION OF BOARD.

90. At the Ordinary Meeting in each year one-third of the Directors for the time being, or if their number be not a multiple of three then the number nearest to it not greater than one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

91. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.

92. A retiring Director shall be eligible for re-election.

93. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, unless at such meeting it is expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of the next following Article) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

94. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election or appointment, be eligible for election or appointment to the office of a Director at any General Meeting unless, not less than three and not more than

fourteen clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election or appointment and of the name and address of such person, and also notice in writing signed by the person to be proposed of his willingness to be elected or appointed.

95. If, at any meeting at which an election or appointment of Directors ought to take place, the place of any vacating Director is not filled up, such Director if offering himself for re-election shall be deemed to have been re-elected or re-appointed, unless at such meeting it is expressly resolved not to fill up such place.

96. The Company in General Meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.

97. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election.

PROCEEDINGS OF BOARD.

98. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board Meeting. It shall not be necessary to give notice of a Board Meeting to any Director for the time being absent from the United Kingdom.

99. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and, unless so fixed at any other number shall be two.

100. The continuing Directors may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors or Director, if only one, may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose,

and may act for either of the purposes aforesaid whether or not their number is reduced below the number fixed by or in accordance with these Articles as the quorum.

101. The Board may elect a Chairman and if it thinks fit a Deputy-Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman be elected or if at any meeting the Chairman or in his absence the Deputy-Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

102. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

103. The Board may delegate any of its powers to Committees whether consisting of a member or members of its body or not as it thinks fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

104. A Committee may elect a Chairman of its meetings; if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

105. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall have a second or casting vote. The meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations imposed by the Board under the provisions of the preceding Articles.

106. All acts done by any Board or Committee Meeting, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or any person acting as aforesaid or any Member of a Committee or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or Member of a Committee as the case may be.

DIVIDENDS AND RESERVE.

107. The Board may with the sanction of the Company in General Meeting pay dividends, and, subject to the rights of any

shares which may hereafter be issued or may for the time being be held on special conditions, the profits of the Company distributed as dividend or bonus shall be distributed among the Members in proportion to the number of their shares and the amounts paid, or credited as paid, on the shares held by them respectively. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Board.

108. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

109. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

110. The Board may from time to time set aside out of the profits of the Company (including therein premiums obtained on the issue of shares) and carry to reserve or reserves such sums as it thinks proper, which shall at the discretion of the Board be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining or providing for depreciation of works, plant and machinery of the Company, or for equalising dividends, or for any other purpose to which the profits of the Company may properly be applied and providing such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares or stock of the Company) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry over any profit which it may think it not prudent to divide.

111. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

112. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.

113. No dividend shall bear interest as against the Company.

114. Until otherwise directed, any dividend or interest payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post in an envelope directed to the holder at his registered address and, in the case of joint holders, directed to the holder whose name stands first on the register of Members in respect of the shares. Every such cheque or warrant shall, unless the holders otherwise direct, be made payable to the order of the registered holder and, in the case of joint holders, to the order of the holder whose name stands first on the register of Members in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by such joint holders.

115. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

116. Any General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other Company or in any one or more of such ways and the Board shall give effect to such resolution.

CAPITALISATION OF PROFITS.

117. The Company in General Meeting may at any time and from time to time upon the recommendation of the Board by resolution declare that it is expedient to capitalise any sum or sums (1) forming part of the undivided profits standing to the credit of the Company's reserve fund or (2) being undivided profits in the hands of the Company not required for the payment of any dividend which at the date of the resolution is due on any Preference Shares of the Company and that the same be set free for distribution accordingly and may direct the appropriation of any such sum or sums among the Members, or any class of Members who would be entitled to such profits if distributed as dividend and in the same proportions in which they would have been so entitled, by applying the same in paying up in full or in part shares or debentures of the Company or in any one or more of such ways for distribution among such Members as fully or partly paid and the Board shall give effect to such resolution.

118. Where any difficulty arises in regard to any distribution under either of the last two preceding Articles the Board may settle the same as it thinks expedient and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash

payments shall be made to any Members upon the foot of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees upon such trusts for the persons entitled to participate in the dividend or in the appropriation or distribution of such sum or sums as may seem expedient to the Board. Where requisite, a proper contract shall be filed in accordance with the Statutes and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or to such appropriation and distribution and such appointment shall be effective and binding upon the Members.

ACCOUNTS.

119. The Board shall cause proper books of account to be kept :—

- (A) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place ;
- (B) Of all sales and purchases of goods by the Company, and
- (C) Of the assets and liabilities of the Company.

120. The books of account shall be kept at the Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Board.

121. Once at least in every year the Board shall lay before the Company in General Meeting a profit and loss account and a balance sheet both made up to a date not more than six months before the meeting, in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as required by the Statutes. The Board shall in preparing every such balance sheet have regard to the provisions of Sections 124 to 128 (both inclusive) of the Act so far as such provisions are applicable thereto.

122. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Board as to the state of the Company's affairs and the amount (if any) which it recommends to be paid by way of dividend to the Members and the amount (if any) which it proposes to carry to reserve. It shall also have attached to it or there shall be inserted at the foot thereof the Auditor's report made pursuant to the provisions as to audit hereinafter contained.

123. A printed copy of such profit and loss account and balance sheet (including every document required by the Statutes to be annexed thereto) together with the respective reports of the Board and of the Auditors shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every Member.

AUDIT.

124. The Company shall at the first Ordinary Meeting and at each subsequent Ordinary Meeting appoint an Auditor or Auditors to hold office until the next ensuing Ordinary Meeting.

125. If an appointment of Auditors is not made at any meeting at which it ought to be made under the provisions of the preceding Article, the Board of Trade may on the application of any Member of the Company appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

126. No Director or other officer of the Company, no person who is a partner of or in the employment of an officer of the Company and no corporation shall be capable of being appointed Auditor of the Company.

127. The first Auditors of the Company may be appointed by the Board before the first Ordinary Meeting and if so appointed shall hold office until the first Ordinary Meeting unless previously removed by a Resolution of the Shareholders in General Meeting in which case the Shareholders at such Meeting may appoint Auditors.

128. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

129. The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

130. A person other than a retiring Auditor shall not be capable of being appointed Auditor at an Ordinary Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a Member to the Company not less than 14 days before the meeting, and the Company shall send a copy of any such notice to the retiring Auditor, and shall give notice thereof to the Members not less than seven days before the meeting. Provided that if, after a notice of the intention to nominate an Auditor has been so given, an Ordinary Meeting is called for a date 14 days or less after the notice has been given, the notice though not given within the time

required by this provision shall be deemed to have been properly given for the purposes thereof; and the notice to be sent or given by the Company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Ordinary Meeting.

131. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Board and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

132. The Auditors shall make a report to the Members on the accounts examined by them and on every balance sheet laid before the Company in General Meeting during their tenure of office, and the report shall state:—

- (a) Whether or not they have obtained all the information and explanation they have required, and
- (b) Whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs according to the best of their information and the explanation given to them and as shown by the books of the Company.

133. The Auditors' report shall be read before the Company in General Meeting, and shall be open to inspection by any Member.

NOTICES.

134. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register of Members and notice so given shall be sufficient notice to all the joint holders.

135. Any Member described in the register of Members by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

136. Any notice or other document if served by post shall be

deemed to have been served at the time when the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office.

137. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the register of Members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

138. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories, divide amongst the contributories, in specie, the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

INDEMNITY.

139. Every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Managing Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 372 of the Act in which relief is granted to him by the Court.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. Hamilton
 18 Austin Friars
 London E.C.2.
 Solicitor

Sydney Disborough
 18 Austin Friars.
 London. E.C.2
 Solicitors' Clerk

Barry Stuart-Fisher
 18 Austin Friars
 London E.C.2
 Solicitors' Clerk.

Dated the 20th day of November, 1947.

Witness to the above Signatures—

Wmfred A. Woodcock
 15, Austin Friars
 London, E.C.2
 Secretary.

DUPLICATE FOR THE FILE

No. 445790



Certificate of Incorporation

I Hereby Certify, That

TESCO STORES (HOLDINGS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Twenty-seventh day of
November One Thousand Nine Hundred and Forty-seven

[Signature]
Registrar of Companies.

Certificate
received by

[Signature]
Shaughnessy May

Date 28.11.47.