— for the record ——

Company Name

TESCO OVERSEAS (HOLDINGS) LIMITED

Company Type Private Company Limited By **Shares** Company Number 2770004 Information extracted from Companies House records on 14th May 2005

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details



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		COM toward		
Ref: 2770004/03/10	Current details	Amended details		
> Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Tesco House Delamare Road Chesthunt HERTFORDSHIRE.EN8 9SL	Address UK Postcode		
> Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address where the Register is held At Registered Office	Address UK Postcode		
> Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Not Applicable	Address UK Postcode		
> Principal Business Activities If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	SIC Code Description 7415 Holding companies incl head offices	SIC CODE Description		
> Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.	•			

Company Number - 2770004

Section 2: Details of Officers of the Company

_		Current details	Amended details
>	Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Helen Jane O'KEEFE Address 35 Luxford Place Sawbridgeworth Hertfordshire CM21 9JB	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Company Secretary must be notified on form 288a.		UK Postcode Date of change
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column,	Name Martin John FIELD Address 42 Lygean Avenue Ware Hertfordshire SG12 7AR Date of birth 28/02/1960	Name Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address TEECO HOUSE DELLINE ROND CHOSUNT, New S.
	Particulars of a new Director must be notified on form 288a.	Nationality British Occupation Chartered Secretary	UK Postcode ENS 951 Date of birth 14 / OS / 1966 Nationality BRITISH Occupation DRECTOR Date of change 31 / OS / 2005 Date Martin John FIELD ceased to be director (if applicable) 31 / OS / 2005

Company Number - 2770004	Section 2: Details of Officers of the Company (continued)			
	Current details	Amended details		
> Director If any of the details for this person are wrong, strike	Name Andrew Thomas HIGGINSON	Name		
them through and fill in the correct details in the "Amended details" column.	This is a service address for the beneficiary of a Confidentiality Order. Address Tesco House Delamare Road Cheshunt Hertfordshire EN8 9SL	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address		
Particulars of a new Director	Date of birth 10/07/1957 Nationality British	UK Postcode		
must be notified on form 288a.	Nationality British Occupation Director	Nationality		
		Date of change / / Date Andrew Thomas HIGGINSON ceased to be director (if applicable)		
> Director If any of the details for this person are wrong, strike	Name Lucy Jeanne NEVILLE ROLFE	Name		
them through and fill in the correct details in the "Amended details" column.	This is a service address for the beneficiary of a Confidentiality Order. Address Tesco House Delamare Road	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address		
	Cheshunt Hertfordshire EN8 9SL			
Particulars of a new Director	Date of birth 02/01/1953	UK Postcode		
must be notified on form 288a.	Nationality British	Nationality		
	Occupation Company Director	Occupation		
		Date of change / /		
		Date Lucy Jeanne NEVILLE ROLFE ceased to be director (if applicable)		

		Current details	Amended details
>	Issued Share Capital This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.	Class of share Ordinary	Class of share
		Nominal value of each share £1.00	Nominal value of each share
		Number of shares issued 4,295,340	Number of shares issued
		Aggregate Nominal Value of issued shares £4,295,340.00	Aggregate Nominal Value of issued shares
>	Total shares issued and value	Total number of shares issued 4,295,340	Total number of shares issued
	If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Total Nominal value of shares issued £4,295,340.00	Total Nominal value of shares issued

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Company Number - 2770004

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Current details		Amended details		Shares transferred		
>	Shareholder Name TESCO PLC	Name				
		Address				
Address		! 				
Tesco House Delamare Road Cheshunt				Shares tra		by
Hertsfordshire			TESCO	PLU		
	EN8 9SL	UK Postcode				
	Shares held	Shares held	Alumbar	Class	Alexandran	Data of transfer
	Class Number		Number	Class	iyumber	Date of transfer
	Ordinary 4295340					//
						//

Company Number - 2770004

Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock transferred (If appropriate)	
Name		
Address		
UK Postcode		
Name		
Address		i
UK Postcode		
Name		
Address		
UK Postcode		
Name		
Address		
		ļ
UK Postcode		



363s Annual Return Declaration

- When you have checked all the sections of this form, please complete this page and sign the declaration below.
- If you want to change the made up date of this annual return, please complete 2 below.

1.	Declaration	-		
	I confirm that the details in this annual return are correct as at the made-up- (shown at 2 below). I enclose the filing fee of £30.			
	Signature	Secretary)		Date 05/07 /2005
	What to do now	occiolary)		This date must not be earlier than the return date at 2 below
	Complete this page then s declaration to the address			Annual Return and the
2.	Date of this return			
	This AR is made up to 7/6/2005	If you are making this return up to an earlier date, please give the date here		
		<u>-</u> -	. /	/
		Note: The fo	rm must be	delivered to CH within 28 days of this date
3	Date of next return			
[·		r novd roturn	to a data	a carlier than 7th June 2006
-	please give the new date I		io a date	e earlier than 7th June 2006
			- / = =	/
<i>A</i>	Where to condithis	form		
	. Where to send this Please return this form to:			
	riease return this form to.			
	Registrar of Companies			For members of the Hays Document
	Companies House	OR		Exchange service DX 33050 Cardiff
	Crown Way Cardiff CF14 3UZ			DX 33050 Cardin
	reverse of the cheque?	iling tee wi	in ine co	mpany number written on the
С	ontact Address			
Cor	u do not have to give any companies House to contact yourmation that you give will b	ou if there is	s a query	
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K	GRENE NICHOUNE	<u> </u>	•	2-644840
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DX exchange

Postcode

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