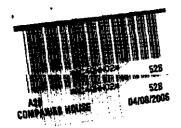
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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF TESCO PLC RESOLUTIONS OF TESCO PLC

Passed 7th July 2006

At an Annual General Meeting of the Company duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday 7^{th} July 2006.

Ordinary Resolutions

- That the Directors' Report and Accounts for the 52 weeks ended 25 February 2006 be adopted.
- That the Directors' Remuneration Report for the financial year ended 25 February 2006 be approved.
- That a final dividend of 6.10 pence per share be declared upon the Ordinary Shares
 of the Company in respect of the period ended 25 February 2006 payable on the 14
 July 2006.
- 4. That Charles Allen, who was appointed as a non-executive, be re-elected as a Director of the Company.
- That Richard Brasher, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
- That Philip Clarke, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
- 7. That Andrew Higginson, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
- 8. That the Auditors, PricewaterhouseCoopers LLP be appointed auditors to hold office until the conclusion of the next Annual General Meeting.
- That the Directors be authorised to fix the remuneration of the auditors for the current financial year.
- 10. That the authorised share capital of the company be increased from £535,000,000 to £542,900,000 by the creation of 158,000,000 ordinary shares of 5p each.
- 11. That in place of the equivalent authority given to the directors at the last Annual General Meeting (but without prejudice to the continuing authority of the directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the directors be authorised in accordance with section 80 of the Companies Act 1985 to allot relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company up to an aggregate amount of £131.7 million. This authority will expire on 7 July 2011 but will permit the Company to make an offer or agreement before expiry of the authority which would or might require relevant securities to be

allotted after 7 July 2011 and the directors may allot such securities pursuant to such offer or agreement as if this authority had not expired.

Special Resolutions Special Resolutions

12.

- (a) That the directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities for cash, pursuant to the authority given to the directors for the purposes of section 80 of the Companies Act 1985, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:-
 - in connection with an offer of such securities by way of rights issue;
 and
 - (ii) otherwise than under sub-paragraph (a)(i) above up to an aggregate nominal amount of £19.76 million,

and shall expire at the conclusion of the Company's next Annual General Meeting, following the date of the passing of this resolution, or, if earlier, on the expiry of 15 months from the date of the passing of this resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired;

- (b) subsections 94(2) to 94(7) of the Companies Act 1985 apply for the interpretation of this resolution and in this resolution "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders of relevant shares or relevant employee shares on the register on a fixed record date in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements and/or legal or practical difficulties under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- (c) this power applies in relation to a sale of shares which is included as an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985 as if all references in this resolution to any such allotment included any such sale and as if in the first paragraph of the resolution the words "pursuant to the authority conferred on the directors for the purposes of section 80 of the Companies Act 1985" were omitted in relation to such sale.
- 13. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 5p each in the Company ("Shares"), subject to the following conditions:-
 - (a) the maximum number of Shares which may be purchased is 790.5 million Shares:
 - (b) the minimum price which may be paid for each Share is 5p;
 - (c) the maximum price which may be paid for each Share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations of a Share as derived from the London Stock Exchange Dally Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased; and
 - the higher of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List; and

this authority will expire at the close of the next Annual General Meeting of the Company or, if earlier, 18 months from the date this resolution is passed (except in relation to the purchase of Shares, the contract for which was fexcepted before the expiry of this authority and which might be executed wholly or partly after that expiry).

Ordinary Resolutions

- 14. That the Company be generally and unconditionally authorised to use the shares held in treasury for the purposes of or pursuant to any of the employee share schemes operated by the Company, provided that any transfer of treasury shares for the purposes of the Company's employee share schemes will count against the anti-dilution limits contained in such schemes.
- 15. That the Company be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £100,000; and
 - (b) to incur EU political expenditure not exceeding a total of £100,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 16. The Chairman proposed that Tesco Stores Limited be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £100,000; and
 - (b) to incur EU political expenditure not exceeding a total of £100,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 17. The Chairman proposed that Tesco Ireland Limited be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and
 - (b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 18. The Chairman proposed that Tesco Vin Plus S.A. be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and
 - (b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 19. The Chairman proposed that Tesco Stores CR a.s. be authorised;
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and

a total of £25,000; and

(b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 20. The Chairman proposed that Tesco Stores SR a.s. be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and
 - (b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 21. The Chairman proposed that Tesco Global Rt be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and
 - (b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

- 22. The Chairman proposed that Tesco Polska Sp z.o.o. be authorised:
 - (a) to make donations to European Union ("EU") political organisations not exceeding a total of £25,000; and
 - (b) to incur EU political expenditure not exceeding a total of £25,000,

during the period from the date of the passing of this resolution up to and including the conclusion of the Company's next Annual General Meeting or, if earlier, the expiry of 15 months from the date of the passing of this resolution.

Deputy Secretary



COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION

OF

TESCO PLC

- The name of the Company is "Tesco PLC". [1]
- The Company is to be a public company. [2]
- 3 The registered office of the Company will be situated in England and Wales.
- 4 The objects for which the Company is established are:
- (1) to carry on the business of a holding, finance and investment company in all its branches, and to acquire by public offer, subscription, exchange, purchase, lease, concession, grant, license or otherwise such undertakings, businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurances and other property and rights and interests in property and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company;
- (2) to carry on business as wholesale and retail grocers, general shopkeepers, refreshment contractors, restaurant keepers, licensed victuallers, beers, 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;
- (3) to acquire and hold shares, stock, 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; any right or interest therein, and from time to time to vary any such investments;

- (4) 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;
- (5) 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;
- (6) 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;
- (7) 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;
- (8) 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;
- (9) to enter into partnership or into any arrangements 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;
- (10) 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;

- to build, construct, carry out, equip, maintain, improve, alter, enlarge, pull down, remove, replace, manage, develop, work, control and superintend any shops, fentiones, repracted in 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;
- (12) 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;
- (13) 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;
- (14) to amalgamate with any other company having objects altogether or in part similar to those of this Company;
- (15) 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 to carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them;
- (16) 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;
- (17) 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;
- (18) 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;
- (19) to lend money, and to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods

or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other monies payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company;

- (20) 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;
- (21) to enter into and carry out financial management or treasury transactions of all kinds, including without limitation, all manner of interest, currency and commodity hedging transactions (whether by way of swaps, options, futures, or any other method whatsoever); and to invest any monies of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or vary such investments;
- (22) to distribute among the Members of the Company in specie any property of the Company;
- (23) 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;
- (24) to procure the registration or incorporation of the Company in or under the laws of any place outside England;
- (25) 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;
- (26) to undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depository 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 subcontracts;

- to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition; general or useful object, or for any exhibition,
- (28)to grant or to procure the grant of donations, gratuities, pensions, annuities. allowances or other benefits, including benefits on death, to, or purchase or maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding Company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers to have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations. institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its Members:
- (29) to act as Secretaries, Managers, Registrars or Transfer Agents for any other company;
- (30) 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;
- (31) to do all such other things whatsoever and wheresoever as may in the opinion of the Board of Directors of the Company be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

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 registered or 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 no way 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, 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. [3]

- 5 The liability of the Members is limited.
- The share capital of the Company is £100, divided into 400 shares of 5s. each. [4]

Notes:

INUICS.

- [1] On 14th December, 1981 the Company was re-registered as Tesco Stores (Holdings) Public Limited Company and on 25 August 1983 the name of the Company was changed to Tesco PLC.
- [2] The Company was re-registered as a public company on 14 December 1981.
- [3] The objects of the Company were altered on 29 May 1992.
- [4] By an Ordinary Resolution passed on 12 December 1947, the capital of the Company was increased to £300,000 by the creation of 1,199,600 shares of 5s. each.

By a Special Resolution passed on 28 December 1950, the capital of the Company was divided into 2,400,000 Preferred Ordinary Shares of 1s. each and 3,600,000 Ordinary Shares of 1s. each.

By a Special Resolution passed on 16 September 1955, the capital of the Company was increased to £500,000 by the creation of a further 4,000,000 Preferred Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 24 July 1957, the capital of the Company was increased to £1,000,000 by the creation of an additional 10,000,000 Preferred Ordinary Shares of 1s. each.

By a Special Resolution passed on 23 March 1960, each Preferred Ordinary Share of 1s. was converted into an Ordinary Share of 1s.

By an Ordinary Resolution passed on 22 July 1960, the capital of the Company was increased to £2,000,000 by the creation of a further 20,000,000 Ordinary Shares of 1s. each,

By an Ordinary Resolution passed on 24 July 1962, the capital of the Company was increased to £2,500,000 by the creation of a further 10,000,000 Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 26th July, 1963, the capital of the Company was increased to £3,500,000 by the creation of a further 20,000,000 Ordinary Shares of Is. each.

By an Ordinary Resolution passed on 18 November 1964, the capital of the Company was increased to £4,500,000 by the creation of a further 20,000,000 Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 23 July 1965, the capital of the Company was increased to £6,000,000 by the creation of a further 30,000,000 Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 25 January 1968, the capital of the Company was increased to £12,000,000 by the creation of a further 120,000,000 Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 24 October 1968, the capital of the Company was increased to £14,000,000 by the creation of a further 40,000,000 Ordinary Shares of 1s. each.

By an Ordinary Resolution passed on 27 March 1973, the capital of the Company was increased to £17,500,000 by the creation of an additional 70,000,000 Ordinary shares of 5p each.

By an Ordinary Resolution passed on 27 July 1979, the capital of the Company was increased to £20,000,000 by the creation of an additional 50,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 2 May 1985, the capital of the Company was increased to £30,000,000 by the creation of an additional 200,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 26 June 1987, the capital of the Company was increased to £104,000,000 by the creation of an additional 1,480,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 4 March 1991, the capital of the Company was increased to £135,500,000 by the creation of an additional 630,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 11 June 1998, the capital of the Company was increased to £460,000,000 by the creation of an additional 6,490,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 14 June 2002, the capital of the Company was increased to £481,600,000 by the creation of an additional 432,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 18 June 2004, the capital of the Company was increased to £530,000,000 by the creation of an additional 968,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 24 June 2005, the capital of the Company was increased to £535,000,000 by the creation of an additional 100,000,000 Ordinary Shares of 5p each.

By an Ordinary Resolution passed on 7 July 2006, the capital of the Company was increased to £542,900,000 by the creation of an additional 158,000,000 Ordinary Shares of 5p 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 |
|--|--|
| J.A.S. HAMILTON 18, Austin Friars, London EC2 Solicitor | One |
| SYDNEY DISBOROUGH 18, Austin Friars, London EC2 Solicitor Clerk | One |
| BARRY STUART-FISHER 18, Austin Friars, London EC2 Solicitor Clerk | One |

Dated the 20th day of November, 1947

WITNESS to the above Signatures:

WINIFRED A MORTLOCK 18 Austin Friars, London EC2 Secretary