•	-AM Amer QeD.
	77 363a
Please complete in typescript,	
or in bold black capitals.	Annual Return
Company Number	3193632
Company Name in full	Tesco Overseas Investments Limited
* F363AD40 *	
Date of this return(See note 1)	Day Month Year
The information in this return is made up to	07 06 1998
Date of next return(See note 2)	
If you wish to make your next return to a date earlier than the anniversary	Day Month Year
of this return please show the date here. Companies House will then send a form at the appropriate time.	07 06 1999
Registered Office (See note 3)	
Show here the addressat the date of this return.	TESCO HOUSE, DELAMARE ROAD
Any change of	DELAMARE ROAD
registered office mustbe notified Post town on form 287.	WALTHAM CROSS
County / Region	HERTFORDSHIRE
Postcode	EN8 9SL
	L
Principal business activities	
(See note 4) Show trade classification code number(s)	7499
for the principal activity or activities.	/499
If the code number cannot be determined,	
give a brief description of principal activity.	
A4IKQMD5 A04 20/01/2007 238 COMPANIES HOUSE	When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales
A19 *A7N4ND4C* 435 COMPANIES HOUSE 19/01/99	or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Form revised March 1995

Register of men If the register of memb registered office, state	ers is not kept at the				
	Post town				
	County / Region			Postcode	
Register of Debe (See note 6) If there is a register of					
and it is not kept at the state here where it is k	e registered office,				
	Post town				
	County / Region			Postcode	
Company type(S	See note 7)				
Public limited company					
Private company limited b	y shares	X			
Private company limited by share capital	y guarantee without				
Private company limited by section 30	y shares exempt under	Please mark the appropriate box			
Private company limited by under section 30	y guarantee exempt				
Private unlimited company	with share capital				
Private unlimited company	without share capital				
Company Secre	tary(see notes 1-5)	Details of a new co	mpany secretary	must be notific	ed on form 288a.
(Please photocopy this area to provide Nan details of joint	ne * Style / Title			*Honours etc	
secretaries).	Forename(s)	MARTIN JOHN			
* Voluntary details.	Surname	FIELD			
P	revious forename(s)				
8	Previous surname(s)				
Add	iress	1 HOLE FARM COTTA	GES		
Usual residential		ALBURY HALL PARK, ALBURY			
addressmust be given. In the case of corporation, give the	a Post town	WARE			
registered or principal office address.		HERTS		Postcode	SG11 2JE
	Country	ENGLAND			Dags 2
	•				Page 2

Directors (see Please list direct	notes 1 totors in a	o 5) alphabetical order.	Details of new directors must be	e notified on form	288a		
	Name	* Style / Title			Day	Month	Year
	,	* Honours etc		Date of birth	01	07	1945
Forename(s) Surname			ROWLEY STUART				
			AGER				
	Prev	vious forename(s)					
	Pre	evious surname(s)					
	Address	3	CIRRUS BUILDING, SHIRE PARK				
Usual resident							
addressmust be given, in the ca corporation, give	ase of a	Post town	WELWYN GARDEN CITY				
registered or pr office address.	incipal	County / Region	HERTS	Postcode	AL7 11	W	
		Country	ENGLAND	Nationality	BRITIS	H	
Business occupation			DIRECTOR				
Other directorships			See attached list				
* Voluntary details.					<u>-</u>		
						· · · · · · · · · · · · · · · · · · ·	
	Name	* Style / Title			Day	Month	Voar
		* Honours etc		Date of birth	11	06	1947
Forename(s) Surname Previous forename(s) Previous surname(s) Address			JOHN ANTHONY				
			BAILEY				
			9 POET'S GATE, ST JAMES' ROAD				
Usual resident	tial						
addressmust given. In the o corporation, g							
corporation, giv	e ise of a /e the	Post town	GOFFS OAK				
registered or pr office address.	e ase of a re the incipal	Post town County / Region	GOFFS OAK HERTFORDSHIRE	Postcode	EN7 65	2B	
registered or pr	e ase of a re the incipal			Postcode Nationality	EN7 68		
registered or pr office address.	e ase of a /e the incipal	County / Region	HERTFORDSHIRE		ļ		
registered or pr office address.	se of a se of a recipal second a recipial secon	County / Region Country	HERTFORDSHIRE ENGLAND	Nationality	ļ		

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Directors _(see) Please list direct	notes 1-5: tors in a) alphabetical order	Details of new director	s must be notified o	on form	288a.		
1	Name	* Style / Title				Day	Month	Year
		* Honours etc		Date o	f birth	05	02	1947
	•	Foreneme(s)	DAVID EDWARD				<u></u>	
		Surname	REID			·		
Previous forename(s)							<u> </u>	
	F	Previous surname						
Address			PROGRESS HOUSE, THE I	BOULEVARD, SHIRE PA	ARK	·		
		•				====		
Usual residenti addressmust be given. In the case	€	Post town	WELWYN GARDEN CITY					
corporation, give registered or pri	e the	Post town County / Region	HERTFORDSHIRE	Po	stcode	AL7 1	BZ	
office address.	,	Country				l <u></u>		
1	National		BRITISH					
Ţ	Business	s occupation	COMPANY DIRECTOR					
(Other di	rectorships					<u></u>	:
		·	See attached list		"			
						_		
ľ	Name	* Style / Title			·	Day	Month	Year
* Honours etc			Date of	f birth				
		Forename(s)						
		Surname			<u> </u>			
	Prev	ious forename(s)						
	F	Previous surname						
Address								
Usual residenti	al							
addressmust be given. In the case corporation, give	e se of a	Post town						
registered or pri- office address.	ncipal	County / Region		Po	stcode			
		Country						
1	National	lity						
		s occupation					<u></u>	
•	Other di	irectorships						
* Voluntary details.								
					Page 3	s, Cont	inuation	sheet

	Other relevant directorships
Company Number	3193632
Company Name	Tesco Overseas Investments Limited
Directors Name	AGER ROWLEY STUART
† Directors only. † Other directorships	COLLEAGUES GROUP PLC
	LIFESTYLE SPORTS & LEISURE LIMITED
NOTES	OASIS STORES PLC
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	SHOPPING CENTRES LTD
for names not used since the age of 18 or for at least 20 years	TESCO PERSONAL FINANCE GROUP LIMITED
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	TESCO PERSONAL FINANCE LIFE LIMITED
Other directorships.	TESCO PERSONAL FINANCE LIMITED
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	
- dormant	
- a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	
!	

	Other relevant directorships
Company Number	3193632
. Company Name	Tesco Overseas Investments Limited
٠	
Directors Name	REID DAVID EDWARD
Directors (vanie	
† Directors only. † Other directorships	GREENALLS PLC
	LEGAL & GENERAL GROUP
NOTES	LISECTALE CROPTE & LEICHRE LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	LIFESTYLE SPORTS & LEISURE LIMITED
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	SHOPPING CENTRES LTD
for names not used since the age of 18 or for at least 20 years	TESCO PERSONAL FINANCE GROUP LIMITED
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	TESCO PERSONAL FINANCE LIMITED
Other directorships.	WESTBURY PLC
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	
- dormant	
- a parent company which wholly owned the company making the return, or	
 another wholly owned subsidiary of the same parent company. 	
1	
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	}

Issued share capitalsee note 9) Enter details of all the shares in issue at the date of this return.	(e.g. Ordinary/Preference)	shares issued	Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
•	OROR/ORDINARY SHA	731,722,830	£ 7 31,722,83 0
		436,702,002	J 436, 702, 002
	Totals	731,722,830 436, 702,002	£ 721,722,030.00 5 436,702,002
List of past and present members (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two	There were no change	s in the period	
returns,		on paper	in another format
(see note 10)	A list of changes is en	closed	
	A full list of members i	is enclosed X	
Elective resolutions (Private companies only) (See note 11)	If at the date of this re	eturn an election is in fo annual general meeting	rce to dispense with s,mark this box
	If at the date of this re laying acc	eturn an election is in fo ounts in general meetin	rce to dispense with gsmark this box
Certificate	I certify that the inform knowledge and belief.	nation given in this retu	rn is true to the best of my
Signed-	79	P Date	18/1/99.
† Please delete as appropriate.	Ta_director/secretary		
When you have signed the return send it with the fee to the Registrar of Compani Cheques should be made payable to Companies House.		es (enter number)	ntinuation sheets.
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should	MR M FIELD, NEW TESCO HOUS	SE, DELAMARE RD, CHESHUNT, HER	सरङ
contact if there is any query.		Tel	
	DX number	DX exchange	

Please complete in typescript, or in bold black capitals.	List of past and present members Schedule to form 363a, 363b	oers
Company Number	3193632	
Company Name in full	Tesco Overseas Investments Limited	
	stock held by first return, since company) by at date of this return. stock held by first return, since company) by (a) persons who a (b) persons who has a first return, since company) by (a) persons who has a first return, since company) by (b) persons who has a first return, since company) by (a) persons who has a first return, since company) by (b) persons who has a first return, since company) by (a) persons who has a first return, since company) by (b) persons who has a first return, since company) by (a) persons who has a first return, since company) by (b) persons who has a first return, since company) by (a) persons who a first return, since company) by (b) persons who a first return, since company) by (a) persons who a first return, since company) by (b) persons who a first return, since company) by (a) persons who a first return.	st return (or in the case of the the incorporation of the re still members, and ave ceased to be members.
Name and address	Number or Number or Date of amount amount registration currently held Transferred of transfer	n
COMAR LIMITED NEW TESCO HOUSE, DELAMARE ROAD, CHESHU HERTS, EN8 9SL (BARE LIMITED)	OROR/ORDINA RY SHA 386,000,000 St. 2.4	74
TESCO (OVERSEAS) HOLDINGS LIMITED TESCO HOUSE, DELAMARE ROAD, CHESHUNT, HERTFORDSHIRE, ENS 9SL	OROR/ORDINA RY SHA 181,201,329 161,201,324	18
TESCO HUNGARY (HOLDINGS) LIMITED TESCO HOUSE, DELAMARE ROAD, CHESHUNT, HERTFORDSHIRE, EN8 9SL	OROR/ORDINA RY SHA 134,521,499 ()	78
TESCO PLC TESCO HOUSE, DELAMARE ROAD, CHESHUNT, HERTFORDSHIRE, EN8 9SL	OROR/ORDINA RY SHA 50,000,002 50,000,000 26:2.6 . 386,000,000 30.3.9	SHARES TRANSFERRED FROM COMAR