



#### Notes for the completion of the Proxy Form

1. The Proxy Form is for the use of Tesco PLC ordinary shareholders only.
2. If you will not, or may not, be attending the AGM, you can appoint another person (a "proxy") to exercise all or any of your rights to attend and to speak and vote at the meeting on your behalf. Completing this Proxy Form however does not prevent you from attending, speaking and voting in person.
3. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the meeting or". A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
4. You may instruct your proxy on how to vote by marking the appropriate box next to each resolution. Details of the resolutions are set out in the Notice of Annual General Meeting enclosed with this Proxy Form. If you have not given specific instructions on how your proxy should vote on a particular resolution, your proxy may vote as he or she thinks fit. Your proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting, including on any motion to amend a resolution or to adjourn the meeting, or any other resolution proposed at the meeting and at any such adjournment of the meeting.
5. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
6. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the boxes provided if the proxy appointment is one of multiple appointments and the number of shares in respect of which the proxy is appointed. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained from Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively you may photocopy the enclosed Proxy Form the required number of times before completing it.
7. All Proxy Forms must be signed and returned together in the same envelope and any amendments must be initialled. If you appoint more than one proxy in respect of the same shares, the latest proxy appointment received will be accepted in substitution for any previous appointments.
8. If the member is a corporation, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.
9. In the case of joint holders, any joint holder may sign this Proxy Form, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
10. To be valid, all Proxy Forms, together with any power of attorney under which they are signed or a duly certified copy thereof, should reach the office of the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by 11.00 a.m. on 25 June 2014. In the UK, postage on the Proxy Form is pre-paid. From outside the UK, IOM or Channel Islands the appropriate postage must be paid.
11. If you wish to register your proxy appointment electronically through the internet, please log on to [www.sharevote.co.uk](http://www.sharevote.co.uk), where full details of the procedure are given. You will need to use a 24-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on this Proxy Form. Please note that any electronic communication found to contain a computer virus will not be accepted.
12. CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy instruction service. CREST members should refer to page 10 of the Notice of Annual General Meeting enclosed with this Proxy Form which sets out the requirements for the submission of a proxy instruction via CREST.
13. Proxy appointments and instructions, however submitted, must be received by Equiniti Limited by 11.00 a.m. on 25 June 2014.
14. This Proxy Form should not be used for any comments, change of address notification or other queries. Please send separate instructions to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
15. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended, specifies that only those Ordinary Shareholders registered in the register of members of the Company as at 6.00 p.m. on 25 June 2014 shall be entitled to attend and to speak and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the share register after 6.00 p.m. on 25 June 2014 shall be disregarded in determining the rights of any person to attend and to speak and vote at the meeting.
16. All enquiries concerning this Proxy Form should be directed to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

PROXY FORM



0222-101-S

Voting ID

Task ID

Shareholder Reference Number

*If you cannot attend the AGM, please complete and return this Proxy Form. If you would prefer to vote electronically, you can submit your Proxy Form on-line at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number to the right or, if you are a CREST member, using the procedures described in the CREST Manual.*

**Tesco PLC Annual General Meeting (the "AGM") to be held on Friday 27 June 2014 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 11.00 a.m.**

I/We, the undersigned being (an) ordinary shareholder(s) in Tesco PLC (the "Company"), appoint the Chairman of the meeting or  (INSERT NAME OF PROXY IN BLOCK LETTERS – see notes 1 and 3)

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the AGM of the Company to be held on 27 June 2014 and at any adjournment(s) thereof. I/We instruct my/our proxy to vote on a show of hands or on a poll in the manner shown below (see notes 4 and 5) on each such resolution.

Please tick here if this proxy appointment is one of multiple appointments (see note 6):

Number of shares in respect of which the proxy is appointed:

Please indicate your vote by marking the appropriate boxes in black ink like this:

Please fold here

Resolution	For	Against	Vote Withheld	Resolution	For	Against	Vote Withheld
1. To receive the Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect Ken Hanna as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect Deanna Oppenheimer as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Jacqueline Tammenoms Bakker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-appoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Mark Armour as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sir Richard Broadbent as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Philip Clarke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To disapply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Gareth Bullock as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Patrick Cescau as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise political donations by the Company and its subsidiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Stuart Chambers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise short notice general meetings*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Olivia Garfield as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* Special resolution

Please indicate if you are intending to attend the AGM

**This card should not be used for any comments, change of address or other queries (see note 14).**

Signature (see notes 7 and 9)  / / Date

TESCO PLC Annual General Meeting 27 June 2014 – ADMISSION CARD

Please bring this card with you to the meeting.

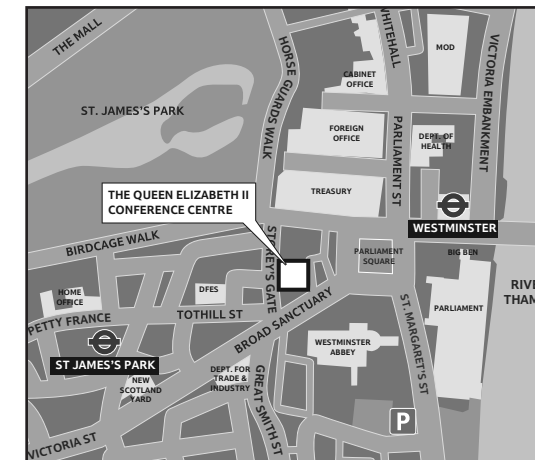
If you are planning to attend the Annual General Meeting of Tesco PLC, to be held on Friday 27 June 2014 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 11.00 a.m., please bring this card with you and present it at one of the shareholder registration desks.

If you do not wish to or are unable to attend the meeting, you can still submit a Proxy Form.

If you have any queries about the Annual General Meeting, or about your shareholding, please contact Equiniti Limited: Shareholder helpline 0871 384 2977\*. From outside the UK +44 121 415 7053. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday. \*Calls to this number are charged at 8p per minute plus network extras.

How do I get to the AGM?

The Queen Elizabeth II Conference Centre (the "Centre") is located on Broad Sanctuary in Westminster, central London and can easily be reached by public transport.



By tube:

You can plan your tube journey online using the Transport for London website at www.tfl.gov.uk. The nearest tube stations are Westminster (Circle, District and Jubilee Lines), St James's Park (Circle and District Lines) and Victoria (Circle, District and Victoria Lines).

**Westminster Station (0.1 miles)**  
Exit the station via Exit 6 through the underground tunnel towards Parliament Square. You will come to street level on Whitehall. Turn left into Parliament Square, cross the road ahead of you then turn right into Broad Sanctuary. The Centre is on your right, directly opposite Westminster Abbey. (This is a step-free station.)

**St James's Park Station (0.1 miles)**  
Take the Broadway exit from the tube station and walk straight down Tothill Street. At the end of this street turn left and you will see the Centre directly in front of you. (This is NOT a step-free station.)

**Victoria Station (0.7 miles)**  
Exit from the front of the station, turn right and walk down Victoria Street. At the end of Victoria Street is Broad Sanctuary and the Centre is on the left, opposite Westminster Abbey. (This is NOT a step-free station.)

By train:

You can plan your train journey online using the National Rail Enquiries website at www.nationalrail.co.uk. There are three mainline rail stations within a mile of the Centre. These are Charing Cross, Victoria and Waterloo. To plan your travel from the other mainline terminals in central London (St Pancras International, King's Cross, Paddington, Liverpool Street, London Bridge) use the Transport for London journey planner at www.tfl.gov.uk/journeyplanner.

**Charing Cross (0.7 miles)**  
Exit the front of Charing Cross Station and turn left towards Trafalgar Square. Turn left down Whitehall and continue until Parliament Square. Follow Parliament Square around to the right and turn right onto Broad Sanctuary. The Centre is on your right directly opposite Westminster Abbey.

**Victoria (0.7 miles)**  
Exit the front of Victoria Station, walk across the bus stand area and turn right onto Victoria Street. Continue along Victoria Street until you reach Westminster Abbey. The Centre is on your left, directly opposite the Abbey.

**Waterloo (1 mile)**  
Exit the station onto York Road. Turn left and walk to the roundabout with County Hall Hotel on your right. Cross York Road and take Westminster Bridge Road on your right. Cross the bridge to Parliament Square and follow Parliament Square around to the right. Turn right onto Broad Sanctuary. The Centre is on your right directly opposite Westminster Abbey.

By road:

Buses 11, 24, 53, 77a and 88 all stop at Parliament Square. The Centre is just to the west of the square, directly opposite Westminster Abbey. To plan your bus route, use the Transport for London journey planner at www.tfl.gov.uk/journeyplanner.

Please be advised that it is quicker and easier to travel to the Centre using public transport. There is no car parking at the Centre, except for disabled persons (see 'Access for disabled persons' below). The Centre is located within the congestion charging zone. For more information about congestion charging, visit www.tfl.gov.uk/roadusers/congestioncharging.

Access for disabled persons

Disabled persons arriving at the Centre in a vehicle with a disabled badge displayed will be allowed to park in the limited disabled bays on the forecourt of the building. Taxis and other vehicles will also be allowed on to the forecourt to enable disabled passengers to disembark more easily. There is a ramp from the forecourt which leads to the front doors and is wide enough for easy wheelchair access. Guide dogs, hearing dogs and other assistance dogs are welcome at the Centre.

More information on how to get to the venue can be found at www.queic.co.uk/contact-us/how-to-find-us.