



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. The Chairman of the meeting is willing to be your proxy. If you wish to appoint the Chairman, you do not need to change this part of the proxy form. 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. The biographical details of all directors standing for election or re-election 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" or "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 2.00 p.m. on 14 June 2017. 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, where full instructions are provided. You will need to use the series of numbers made up of the 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 2.00 p.m. on 14 June 2017.
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 6.30 p.m. on 14 June 2017 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 6.30 p.m. on 14 June 2017 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.



Please bring this card with you to the meeting.

0222-125-S

Voting ID

Task ID

Shareholder Reference Number

Tesco PLC Annual General Meeting (the "AGM") to be held on Friday 16 June 2017 at the ICC Capital Suite on the 1st Floor of the ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL at 2.00 p.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 16 June 2017 and at any adjournment(s) thereof. In respect of the resolutions set out in full in the Notice of Annual General Meeting enclosed with this Proxy Form, 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 Reports and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect Lindsey Pownall 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 Alan Stewart as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Steve Golsby as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-appoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect John Allan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dave Lewis as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mark Armour as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To disapply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Byron Grote as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To disapply pre-emption rights for acquisitions and capital investment*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mikael Olsson 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 Deanna Oppenheimer 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 Simon Patterson 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 Alison Platt 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 notification or other queries (see note 14).

Signature

(see notes 7 and 9)

Date

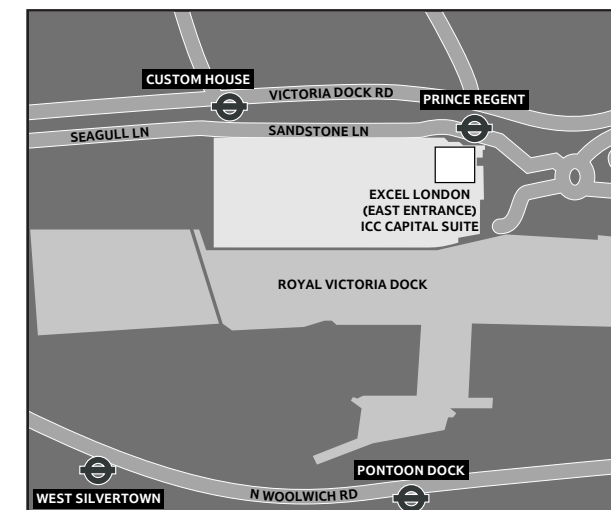
If you are planning to attend the Annual General Meeting of Tesco PLC (the "AGM"), to be held on Friday 16 June 2017 at the ICC Capital Suite on the 1st Floor of the ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL at 2.00 p.m., please bring this card with you and present it at one of the shareholder registration desks.

If you do not wish to or are unable to attend the meeting, you can vote on the resolutions online at www.sharevote.co.uk. You will need to use the Voting ID, Task ID and Shareholder Reference Number shown on the attached Proxy Form. Alternatively, you can complete and submit the Proxy Form found attached to this document.

If you have any queries about the AGM, or about your shareholding, please contact Equiniti Limited on 0371 384 2977* (+44 121 415 7053 from outside the UK). Lines are open 8.30 a.m. to 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales). * Calls to 03 numbers cost no more than a national rate call to a 01 or 02 number. Calls to this number from a mobile device may incur network extras. Equiniti may record calls to both numbers for security purposes and to monitor the quality of its services.

How do I get to the AGM?

The AGM will be held at the ICC Capital Suite on the 1st Floor of the ExCeL London (the "ExCeL"), One Western Gateway, Royal Victoria Dock, London E16 1XL and can easily be reached by public transport. A map showing the location of the ExCeL is below and can also be found online at www.excel.london/visitor/getting-here.



By train:

You can plan your train journey online using the National Rail Enquiries website at www.nationalrail.co.uk. The nearest London mainline terminals to the ExCeL are Stratford International (12 minutes) and London Bridge (16 minutes). You may join the Jubilee line from both these stations. To plan your travel from any other London mainline terminals, use the Transport for London journey planner at www.tfl.gov.uk/plan-a-journey/.

By tube and DLR:

The Jubilee line and the Docklands Light Railway (DLR) are the quickest routes to the ExCeL (East entrance) from London mainline terminals. Take the Jubilee line to Canning Town station and change on to the Beckton-bound DLR train, from here it is two stops to Prince Regent for ExCeL (East entrance). There are lifts on the station platforms to the covered walkway into the ExCeL (East entrance). Once you have entered the ExCeL (East entrance) please follow our AGM signage or ask for further assistance at the information desk.

By River & Cable Car:

River boats and The Emirates Air Line (cable car) connect the ExCeL and the O2 making it possible to travel by Thames Clipper between central London and the O2 and then by cable car across the Thames to the ExCeL. Thames Clipper departures are available from all major piers, including the O2, Greenwich, Canary Wharf, Tower, London Bridge, Embankment and Waterloo, every 20 minutes. When travelling to the ExCeL alight at North Greenwich Pier for the O2, where you can use the cable car to the ExCeL.

By road:

You can get to the ExCeL from many of the main routes into London including the M25 and M11, the North Circular (A406) and the A13. As you get closer to the ExCeL, you will see signs for the Royal Docks, City Airport and the ExCeL. To help plan your journey please visit www.excel.london/visitor/getting-here.

If you choose to drive to the ExCeL, the venue has 3,070 parking spaces. When using a satellite navigation system, enter the postcode E16 1FR which will direct you to the ExCeL car parks. The location of car parking facilities for the East entrance can be found at www.excel.london/visitor/getting-here/driving-and-parking. All onsite parking is pay and display. All machines accept cash and major credit cards.

Motorcycles can be parked free of charge in the designated motorcycle parking area.

Access for disabled persons

The ExCeL offers limited accessible parking spaces, located within close proximity of the venue. Spaces are available to blue badge holders only and badges must be displayed at all times. Accessible parking is charged at the normal rate. For enquiries on accessible parking, please call the ExCeL directly on +44 20 7069 4568 (within office hours).