

October 29, 2018

TESCO PLC ANNOUNCES PRICING AND RESULTS OF CASH TENDER OFFER FOR UP TO \$325 MILLION AGGREGATE PRINCIPAL AMOUNT OF SENIOR NOTES DUE 2037

Tesco PLC (the “**Offeror**”) announces today the Total Purchase Price to be paid in connection with the previously announced cash tender offer commenced on October 15, 2018 for up to \$325 million aggregate principal amount of its 6.15% Senior Securities due 2037 (the “**Securities**”) for purchase by the Offeror for cash (the “**Offer**”). The terms and conditions of the tender offer are described in a tender offer memorandum dated October 15, 2018 (the “**Tender Offer Memorandum**”). Capitalized terms not otherwise defined in this announcement have the same meaning as assigned to them in the Tender Offer Memorandum.

As at 5:00 p.m., New York City time, on October 26, 2018 (the “**Early Tender Time**”), the aggregate principal amount of Securities validly tendered and not withdrawn was \$439,431,000. The Maximum Tender Amount of \$325 million aggregate principal amount of Securities has therefore been reached. Because the aggregate principal amount of validly tendered Securities exceeded the Maximum Tender Amount, the Securities will be purchased subject to proration, with an expected proration factor of 76.84445%, as described in the Tender Offer Memorandum. Securities not accepted for purchase will be returned or credited to the Holder’s account no later than the relevant Settlement Date. Securities purchased pursuant to the Offer will be cancelled. The applicable yield to maturity of the Reference Treasury Security as measured at the Price Determination Time, the Total Purchase Price and the Purchase Price are detailed in the table below.

Title of Security	ISIN/CUSIP	Principal Amount Outstanding	U.S. Treasury Reference Security	Reference Yield	Fixed Spread	Early Tender Payment	Purchase Price	Total Purchase Price
6.15% Senior Notes due 2037	Rule 144A: US881575AC87 / 881575AC8 Regulation S: USG87621AL52 / G87621AL5	U.S.\$ 850,000,000	3.125% due May 2048	3.335%	215 bps	U.S.\$30 per U.S.\$1,000 principal amount	U.S.\$1,047.94 per U.S.\$1,000 principal amount	U.S.\$1,077.94 per U.S.\$1,000 principal amount

In accordance with the terms of the Offer, the withdrawal deadline was 5:00 p.m., New York City time, on October 26, 2018. As a result, tendered Securities may no longer be withdrawn. The Offer is scheduled to expire at 11:59 p.m., New York City time, on November 9, 2018. Because the Maximum Tender Amount has been reached, the Offeror does not expect to accept for purchase any Securities tendered after the Early Tender Time.

The Early Settlement Date for Securities validly tendered at or prior to the Early Tender Time and accepted for purchase is expected to occur on October 31, 2018. Payments for Securities that are validly tendered and accepted for purchase will include accrued and unpaid interest from the last interest payment date for the Securities up to, but not including, the Early Settlement Date.

FURTHER INFORMATION

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers:

BNP Paribas 10 Harewood Avenue London NW1 6AA United Kingdom Attention: Liability Management Group	Citigroup Global Markets Limited Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom Attention: Liability Management Group	Goldman Sachs & Co. LLC 200 West Street New York, NY 10282 United States Attention: Liability Management Group	MUFG Securities EMEA plc Ropemaker Place 25 Ropemaker Street London EC2Y 9AJ United Kingdom Attention: Liability Management Group
In the United States:	In the United States:	In the United States:	In the United States:
Toll Free: + 1 888 210 4358 Collect: + 1 212 841 3059	Toll Free: +1 800 558 3745 Collect: +1 212 723 6106	Toll Free: +1 800 828-3182 Collect: +1 212 902-5183	Toll Free: +1 877 744 4532
In Europe: Telephone: +44 20 7595 8668	In Europe: Telephone: +44 20 7986 8969	In Europe: Telephone: +44 20 7774 9862	In Europe: Telephone: +44 20 7577 4048 / 4218
E-mail:	E-mail:	E-mail:	E-mail:
liability.management@bnpparibas.com	liabilitymanagement.europe@citi.com	liabilitymanagement.eu@gs.com	DCM-LM@int.sc.mufg.jp

Questions and requests for assistance in connection with the tender of Securities including requests for a copy of the Tender Offer Memorandum may be directed to:

INFORMATION & TENDER AGENT

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8AH
United Kingdom
E-mail: tesco@lucid-is.com

Telephone: +44 20 7704 0880 Attention: Arlind Bytyqi

NOTICE AND DISCLAIMER

Subject to applicable law, the Offeror or any of its affiliates may at any time and from time to time following completion of the Offer purchase remaining outstanding Securities issued by it by tender, in the open market, by private agreement or otherwise on such terms and at such prices as the Offeror or, if applicable, its affiliates may determine. Such terms, consideration and prices may be more or less favorable than those offered pursuant to the Offer.

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made with respect to the Offer. If any holder of Securities is in any doubt as to the action it should take, it is recommended to seek its own legal, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager,

attorney, accountant or other independent financial adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offer. None of the Offeror, the Dealer Managers, the Information & Tender Agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether holders of Securities should participate in the Offer.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement and the Tender Offer Memorandum do not constitute an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by the Offeror, the Dealer Managers and the Information & Tender Agent to inform themselves about and to observe any such restrictions.

United Kingdom

This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer have not been made and such documents have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined by Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“**Financial Promotion Order**”)) or persons who are within Article 34 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

Belgium

None of this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (*Autoriteit voor financiële diensten en markten / Autorité des services marches financiers*) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of April 1, 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and none of this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 10 of the Belgian Law of June 16, 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. Insofar as Belgium is concerned, this announcement and/or Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in this announcement and/or Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

France

The Offer is not being made, directly or indirectly, to the public in France. None of this announcement, the Tender Offer Memorandum or any other documents or offering materials relating to the Offer, has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Offer. Neither this announcement nor the Tender Offer Memorandum has been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.

Italy

None of the Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”), pursuant to Italian laws and regulations.

The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Holders or beneficial owners of the Securities that are located in Italy can tender Securities for purchase in the Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Switzerland

None of this announcement, the Tender Offer Memorandum or any other offering or marketing material relating to the Securities constitutes a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Federal Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange. Accordingly, the investor protection rules otherwise applicable to investors in Switzerland do not apply to the Offer. When in doubt, investors based in Switzerland are recommended to contact their legal, financial or tax adviser with respect to the Offer.

General

The Offer does not constitute an offer to buy or the solicitation of an offer to sell Securities in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities or other laws require the Offer to be made by a licensed broker or dealer and any of the Dealer Managers or, where the context so requires, any of their respective affiliates is such a licensed broker or dealer in that jurisdiction, the Offer shall be deemed to be made on behalf of the Offeror by such Dealer Manager or affiliate (as the case may be) in such jurisdiction.

Each Holder participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Offer*” in the Tender Offer Memorandum. Any tender of Securities for purchase pursuant to the Offer from a Holder that is unable to make these representations may be rejected. Each of the Offeror, the Dealer Managers and the Information & Tender Agent reserves the right, in their absolute discretion, to investigate, in relation to any tender of Securities for purchase pursuant to the Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender may be rejected.