

Annual General Meeting 2019 (the AGM).

Vote your shares.

If you would like to vote at the AGM but you cannot attend the meeting, you can appoint a Proxy to vote at the meeting on your behalf. There are two ways of doing this:

1. vote online at www.sharevote.co.uk; or
2. complete and return the Proxy Form below.

+ VOTE ONLINE AT SHAREVOTE.CO.UK

0222-162-S

Voting ID

Task ID

Shareholder Reference No.

If you are not able to vote online, you can complete the form below and return it to our Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the pre-paid envelope provided (UK only). **All votes must be submitted by no later than 11.30am on Tuesday, 11 June 2019.** Guidance notes are set out overleaf and in the Notice of Annual General Meeting 2019 on pages 12 and 13.

My voting instructions are:					Indicate vote by marking a X in black ink				
	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"/>	14.	To re-elect Alison Platt 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"/>	15.	To re-elect Lindsey Pownall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16.	To re-elect Alan Stewart as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To elect Melissa Bethell as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17.	To reappoint the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect John Allan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18.	To authorise the Directors to determine the auditors' remuneration.	<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"/>	19.	To approve the Deferred Bonus Plan 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-elect Stewart Gilliland as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20.	To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-elect Steve Golsby as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21.	To authorise the Directors to disapply pre-emption rights*.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-elect Byron Grote as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22.	To authorise the Directors to disapply pre-emption rights for acquisitions and other capital investment*.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To re-elect Dave Lewis as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23.	To authorise the Company to purchase its own shares*.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	To re-elect Mikael Olsson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24.	To authorise the Directors to offer scrip dividends.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-elect Deanna Oppenheimer as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25.	To authorise political donations by the Company and its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	To re-elect Simon Patterson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26.	To authorise a 14 day notice period for general meetings*.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Special resolution

Please tick here if this proxy appointment is one of multiple appointments (see note 4) Number of shares

Signing Declaration

I/we being a shareholder(s) of the Company hereby appoint the **Chairman of the meeting, or†**

(INSERT NAME OF INDIVIDUAL YOU WISH TO ACT AS YOUR PROXY IN BLOCK LETTERS)

as my/our Proxy to vote on my/our behalf at the AGM of the Company to be held on Thursday, 13 June 2019 at 11.30am and at any adjournment thereof. In respect of the resolutions set out in full in the Notice of Annual General Meeting 2019, I/we desire my/our Proxy to vote as indicated above.

Signature

† delete as appropriate

Date

Admission card.

Tesco PLC Annual General Meeting Thursday, 13 June 2019 at 11.30am

Heart building
Shire Park
Welwyn Garden City
Hertfordshire
AL7 1TW

Please bring this card with you to the meeting.

How to get to the AGM.

By train: The nearest railway station is Welwyn Garden City. You can plan your train journey online using the National Rail Enquiries website at www.nationalrail.co.uk

Shuttle buses: Tesco will be providing a shuttle bus service for shareholders from Welwyn Garden City railway station to Shire Park. For more information on where the shuttle buses will run from and from what time, visit the 'How to get to the AGM' section of the 2019 Notice of Annual General Meeting.

By car: Shire Park is approximately a 15 minute drive from the A1(M) at Junction 4. The postcode for Sat Nav purposes is AL7 1TW. On arrival at Shire Park, follow the signs to the AGM Shareholder car park (car park 2).

Guidance notes

1. Eligibility to vote

You will have the right to attend, speak and vote at the AGM if your name appears on the register of members of the Company as at 6.30pm on 11 June 2019. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

2. Resolutions

Details of the resolutions and the biographies setting out the skills and experience of each of the Directors standing for election or re-election are set out in the Notice of Meeting.

3. Vote withheld

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.

4. Appointing multiple proxies

You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you. Please indicate 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 by post, each proxy must be appointed on a separate proxy form. Additional paper proxy forms may be obtained from Equiniti. Alternatively, you may photocopy the proxy form the required number of times before completing it.

All paper 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 paper proxy form received will be accepted in substitution for any previous appointments.

5. Proxy discretion

If you have not given specific instructions on how your proxy should vote in respect of any resolution, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy can vote, or abstain from voting, as they decide on any other business which may validly come before the meeting.

6. Corporate shareholders

If a shareholder 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.

7. Joint shareholders

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.

8. CREST members

CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy instruction service. Please refer to page 12 of the Notice of Meeting for further information.

9. Returning paper proxy forms

A pre-paid envelope is enclosed for UK postage only. From outside the UK, IOM or Channel Islands, the appropriate postage must be paid. Please do not use this proxy form to communicate a change of address or any other notifications. Please contact Equiniti separately and they will be pleased to assist you.

10. Attending in person after submitting a proxy form

Submitting a proxy form in advance does not prevent you from attending and voting at the meeting in person. If you have submitted a proxy form and you wish to attend in person, please mention this upon registration at the meeting and your proxy form will be disregarded.

11. Electronic communications

Please note that any electronic communication, including an electronic proxy form, found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti's conditions of use set out on the website, www.sharevote.co.uk, and may be read by logging on to that site.

Please indicate if you intend to drive to Shire Park to attend the AGM.

Please indicate if you intend to use the shuttle buses from Welwyn Garden City Station to Shire Park to attend the AGM.