

Tesco PLC General Meeting.

Vote your shares.



We ask you to submit your voting instructions ahead of the General Meeting. You can submit your voting instructions:

1. online at www.sharevote.co.uk; or
2. by returning the below completed Proxy Form.

To be held on Thursday, 14 May 2020 at 3.00pm
at 184 Shepherds Bush Road, Brook Green, Hammersmith, London, W6 7NL

VOTE ONLINE AT SHAREVOTE.CO.UK

0222-175-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 3.00pm on 12 May 2020.** Guidance notes are set out overleaf and in the Notice of General Meeting.

I/We, the undersigned being (an) ordinary shareholder(s) in Tesco PLC (the **Company**), appoint the Chair of the meeting, or

(INSERT NAME OF PROXY IN BLOCK LETTERS)

as my/our proxy to vote on my/our behalf at the General Meeting to be held on 14 May 2020 and at any adjournment(s) thereof. In respect of the resolution set out in full in the Notice of General Meeting attached to the Circular to shareholders available on the Company's website (www.tescopl.com/GM2020), I/we instruct my/our proxy to vote by way of a poll in the manner shown below (see note 10).

Please tick here if this proxy appointment is one of multiple appointments (see note 8):

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:

Ordinary Resolution	For	Against	Vote Withheld
1. To approve the disposal of the Tesco Thailand and Tesco Malaysia businesses to C.P. Retail Development Company Limited, as described in the circular to the Company's shareholders dated 22 April 2020, and to authorise the directors to implement the transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

(see notes 9, 11 and 12)

Date

/ 2020

Tesco PLC General Meeting.

184 Shepherds Bush Road, Brook Green, Hammersmith, London, W6 7NL

Given prevailing Government guidance in relation to COVID-19, avoiding unnecessary travel and stopping all gatherings of more than two people in public, it is proposed that the General Meeting be convened with the minimum quorum of shareholders present (which will be facilitated by Tesco) in order to conduct the business of the meeting. The well-being of our shareholders is vitally important to us and we ask shareholders to adhere to the current instructions to stay at home and instead to vote by proxy on the resolutions set out in the Notice of General Meeting as early as possible. In the interests of safety, shareholders will not be admitted to the General Meeting.

Guidance notes for the completion of this proxy form

1. All capitalised but undefined terms in the Proxy Form and these Notes shall have the same meaning as set out in the Circular made available to shareholders on or around 22 April 2020.
2. The Proxy Form is for the use of Tesco PLC ordinary shareholders only.
3. Your participation in this event is important to us, and we encourage you to submit your voting instructions as early as possible. You may submit your voting instructions electronically at www.sharevote.co.uk, where you will need your Voting ID, Task ID and Shareholder Reference Number printed on the reverse. Simply follow the on-screen instructions.
Alternatively, you can submit your voting instructions using this Proxy Form. All voting instructions must be received by Equiniti by 3.00pm on Tuesday, 12 May 2020.
4. Given prevailing Government guidance in relation to COVID-19, avoiding unnecessary travel and stopping all gatherings of more than two people in public, it is proposed that the General Meeting be convened with the minimum quorum of shareholders present (which will be facilitated by Tesco) in order to conduct the business of the meeting. The well-being of our shareholders is vitally important to us and as we expect shareholders will not be able to attend the General Meeting due to the latest Government guidance, we ask shareholders to adhere to the current instructions to stay at home and instead to vote by proxy on the resolutions set out in the Notice of General Meeting as early as possible. In the interests of safety, shareholders will not be admitted to the General Meeting.
We will continue to closely monitor the rapidly developing impact of COVID-19, including the latest Government guidance, and how this may affect the arrangements for the meeting. If it becomes necessary or appropriate to revise the current arrangements for the General Meeting, further information will be made available on our website at www.tescopl.com/GM2020 and/or via RNS.
5. If you are a shareholder and would like to ask the Board a question about the disposal, please email your question to shareholderquestions@tesco.com by 3.00pm on Tuesday, 12 May 2020. Any questions submitted that are not relevant to the business of the General Meeting will be forwarded for the attention of the relevant executive or the registrar.
6. You will have the right to vote at the General Meeting if your name appears on the register of members of the Company as at 6.30pm on Tuesday, 12 May 2020. Changes to the register of members after this time will be disregarded.
7. The 'Vote Withheld' option is provided to enable you to abstain on the 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' the resolution.
8. 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 are appointing more than one proxy, you should indicate the number of shares for which each proxy is authorised to act on your holding. 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.
9. 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.
10. If you have not given specific instructions on how your proxy should vote in respect of the resolution, your proxy will have discretion to vote on the 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.
11. 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.
12. 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.
13. CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy instruction service. Please refer to page 61 of the Circular for further information.
14. A pre-paid envelope is enclosed for UK postage only. From outside the UK, IOM or Channel Islands, the appropriate postage must be paid.
15. 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 General Meeting 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.
16. 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.
17. 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.