



## Annual General Meeting 2020 (the AGM). Vote your shares.

We strongly recommend you to submit your voting instructions ahead of the AGM. You can submit your voting instructions either:

1. online at [www.sharevote.co.uk](http://www.sharevote.co.uk); or
2. by returning the below completed Proxy Form.

### + VOTE ONLINE AT SHAREVOTE.CO.UK

0222-176-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 10.30am on Wednesday, 24 June 2020.** Guidance notes are set out overleaf and in the Notice of Annual General Meeting 2020 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 re-elect John Allan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17.	To elect Ken Murphy as a Director with effect from 1 October 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect Mark Armour as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18.	To reappoint the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-elect Melissa Bethell as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19.	To authorise the Directors to determine the auditors' remuneration.	<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 renew and continue The Tesco PLC Share Incentive Plan.	<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 allot shares.	<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*.	<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 Directors to disapply pre-emption rights for acquisitions and other capital investment*.	<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 Company to purchase its own shares*.	<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 7)

Number of shares

### Signing Declaration

I/we being a shareholder(s) of the Company hereby appoint the **Chair of the Meeting**

(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 Friday, 26 June 2020 at 10.30am and at any adjournment thereof. In respect of the resolutions set out in full in the Notice of Annual General Meeting 2020, I/we desire my/our Proxy to vote as indicated above.

Signature

Date

# Tesco PLC Annual General Meeting.

## Friday, 26 June 2020 at 10.30am

Tesco PLC,  
Heart building,  
Shire Park,  
Welwyn Garden City,  
Herts,  
AL7 1TW

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 AGM 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 AGM 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 Annual General Meeting 2020 as early as possible. In the interests of the health and safety of our shareholders, colleagues and AGM support staff as well as the public, shareholders will not be admitted to the AGM.

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 AGM. Consequently, the AGM is subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available on our website at [www.tescopl.com/AGM2020](http://www.tescopl.com/AGM2020).

## Guidance notes

### 1. Voting ahead of the AGM

Your participation in this annual 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](http://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 10.30am on Wednesday, 24 June 2020.

### 2. Appointment of proxies

As we are asking shareholders to adhere to the current instructions to stay at home and instead to vote by proxy, in order to retain flexibility given the current situation, we recommend appointing the "Chair of the Meeting" to vote on your behalf. This person is called your proxy. Your proxy does not need to be a shareholder of the Company.

### 3. Shareholder engagement

The Board is keen to maintain engagement with shareholders. In order to facilitate this, if you are a shareholder and would like to ask the Board a question on the formal business of the AGM, please email your question to [shareholderquestions@tesco.com](mailto:shareholderquestions@tesco.com) by 10.30am on Wednesday, 24 June 2020. Answers will be provided during an audiocast which will be available at [www.tescopl.com/AGM2020](http://www.tescopl.com/AGM2020) from 2.00pm on Friday, 26 June 2020. The audiocast will be available on the website until Friday, 24 July 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.

### 4. Eligibility to vote

You will have the right to vote on the resolutions at the AGM if your name appears on the Register of Members of the Company as at 6.30pm on Wednesday, 24 June 2020. Changes to the Register of Members after this time will be disregarded.

### 5. 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 Annual General Meeting 2020.

### 6. 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.

### 7. 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.

### 8. 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.

### 9. 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.

### 10. 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.

### 11. 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 Annual General Meeting 2020 for further information.

### 12. Returning paper proxy forms

A pre-paid envelope is enclosed for UK postage only. 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. 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.

### 13. 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](http://www.sharevote.co.uk), and may be read by logging on to that site.