

OUR CODE OF BUSINESS CONDUCT

TESCO

Can I help you?

TESCO
Can I help you?

This Code sets out our most important policies. It is designed to keep us and our business safe.



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A MESSAGE FROM **DAVE LEWIS, GROUP CEO**

Doing the right thing

Our Code of Business Conduct is designed to help and protect us as we go about our work for Tesco. In a competitive, fast-moving and increasingly regulated marketplace, it is important that each of us understands the rules that we must follow and the conduct that is expected of us in order to do a great job for customers and help Tesco to play a valuable role in society.

The Code describes our most important legal obligations and the policies that must guide our conduct. As colleagues, we are responsible for following the Code. Wherever we work and whatever our role, the Code is there to help keep us safe and protect the reputation of our business among customers, colleagues, suppliers, shareholders and other stakeholders. Whether we are new to Tesco or have worked for our business for some time, it is important that we take time to understand how the Code applies to us.

Our Code means more than just following the law and our policies. It's about using our Values and Leadership Skills to guide our conduct and decision-making so that we are always doing the right thing at work and working in a fair, open and honest way.

If you ever have concerns about your own conduct or that of another person, you must speak up straight away and talk to someone you trust, starting with your line manager. Alternatively, speak to your Personnel Manager or the Legal team. Or, if you feel the need to raise your concern anonymously, you can call Protector Line in complete confidence.

I want everyone who works for Tesco to be proud of our business and of our achievements for customers and the communities of which we are a part. Knowing our policies, applying good judgement, being honest and speaking up are just some of the ways that we can build pride in Tesco and help build a stronger business for the future.

Dave Lewis
Group CEO

WHAT IS THE CODE OF BUSINESS CONDUCT?

Our Code of Business Conduct sets down our minimum expectations for all colleagues, wherever we are based and whichever Tesco business we work for. It provides guidance on each key risk area that may arise in our role. There are 21 of these and for each issue the Code tells us who to contact if we need help or more information.

Our Code brings together three elements which keep us safe. At the heart of our Code is the simple principle that **we always follow the law**. The trust of our customers depends on our reputation as a law-abiding business.

To make sure we follow the law, we have developed **policies and blueprints** on each key risk issue. These provide us with a protective layer of training, guidance and support to ensure that we know how the rules apply to us.

Beyond the law and our policies, we must always be guided by our **Tesco Values**. Our Values can guide us when we make difficult decisions. They ensure that we “do the right thing”, often going further than the letter of the law and our policies.

OUR VALUES

Our Values guide us when we have difficult decisions to make. By following our Values, we can be sure to do the right thing.



No one tries harder
for customers



We treat everyone how
they like to be treated



We use our scale
for good



1. THE LAW

We must always follow the law. It sits at the heart of customer trust in Tesco.

2. OUR POLICIES & BLUEPRINTS

These provide a protective layer of procedures, training, and support to ensure we don't break the law.

3. OUR VALUES

These ensure that we always “do the right thing” for our customers, colleagues, shareholders and communities – often going further for them than just complying with the law and our policies.

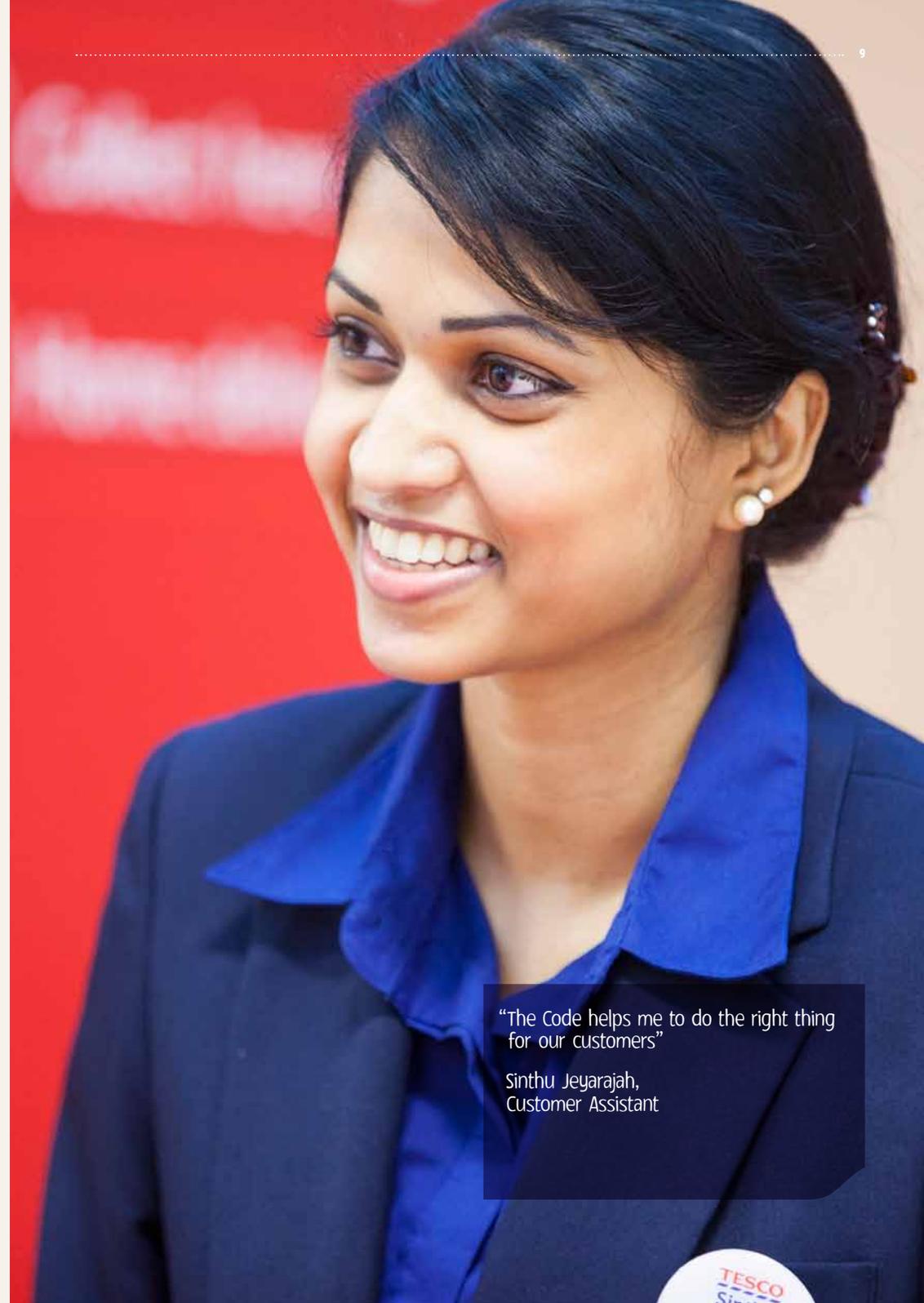
HOW TO USE OUR CODE OF BUSINESS CONDUCT

AS COLLEAGUES WE MUST ALL:

- Make sure we are familiar with the Code and know how to access it.
- Follow the law and our policies and know how the Code applies to our role.
- Always attend training on Code-related issues.
- Use our Values to help us “do the right thing”.
- Speak up if we think the Code or the law has been breached in any way.
- Ask questions if we are ever unsure.

AND IF YOU ARE A PEOPLE MANAGER, YOU MUST ALSO:

- Understand the Code and be able to communicate its key messages.
- Ensure all new starters are trained on the Code and understand it.
- Act responsibly if a team member tells you they think the Code has been breached.
- Speak up if you think others are breaching our policies or are not demonstrating the Tesco Values.



“The Code helps me to do the right thing for our customers”

Sinthu Jeyarajah,
Customer Assistant



RAISING CONCERNS



HOW CAN I SPEAK UP?

Who Should I Speak To?

- In everything we do, it's important always to have an open and honest relationship with your line manager.
- This means that your line manager is the person you should speak to first – unless you think they have breached the Code.
- If you cannot speak to your line manager, you can speak to your Personnel Manager, your local Legal Director or your local Loss Prevention & Security Director.
- Alternatively, you could escalate your concerns within your own business function if your line manager has not resolved your concern.
- If you need to raise your concern in complete confidence, you can contact your local Protector Line.

About Our Protector Line

Protector Line allows you to raise your concerns regarding misconduct at work. If you do not feel able to speak to your manager or your Personnel Manager, you can call Protector Line to:

- Raise any concerns about something at work you think might be unlawful, that breaches the Code or is against company policy.
- Report anything you think is a danger to colleagues, customers or the general public.
- Share any concerns you have that information about these things is being deliberately concealed.

Protector Line is completely confidential and run by an independent company for Tesco. You don't have to give your name when you call although if you do, the Protector Line will be able to update you on the outcome of any investigation and will also be able to contact you for additional information if necessary.

As a business we support the UK Public Interest Disclosure Act 1998 (and its foreign law equivalents) which protects the confidentiality of complaints. This means that as long as you're acting in good faith and your concerns are genuine, you are legally protected from victimisation and will not be at risk of any form of retribution, including losing your job, as a consequence of raising a concern – even if you are mistaken.

Protector Line contacts around the Group can be found on page 64.



THE CODE & OUR LEADERSHIP SKILLS

Our Tesco Leadership Skills support us in doing the right thing for our customers, colleagues, shareholders and communities



COLLABORATION

Working together across the business to achieve shared success.

By working collaboratively with our colleagues and suppliers, we provide our customers with high quality products that are sourced responsibly.



EMPATHY

Building strong relationships with customers and colleagues.

We work to build strong and enduring relationships with all those we do business with so that we get the very best from our customers, suppliers and each other.



INNOVATION

Keeping your eyes open so you can lead the business for the future.

We look for new ways to ensure the code is understood and followed by colleagues.



RESILIENCE

Knowing your own sources of energy and keeping yourself fit for life.

We understand the Code and ensure we follow it, even if it is sometimes hard to do. We speak up if we think the Code is being breached.



RESPONSIVENESS

Being agile in the way you think, make decisions and handle change.

We listen when colleagues or suppliers raise their concerns about breaches of the code and take action right away.

LOOKING AFTER OUR CUSTOMERS

Our Value “No one tries harder for customers” is central to our success and encourages us to understand our customers and deliver for them every day. This section of the Code covers issues relating to giving customers clear price messages and protecting their data.



“Our customers want to be able to trust the quality of the products we sell and know that they are sourced from responsible suppliers. They expect us to keep safe the information we hold about them and they expect our prices to always be clear and straightforward.”

Razmy Rameez,
Team Leader

CLEAR PRICES & MARKETING

Why Does It Matter?

Advertising and marketing are among the most powerful ways we talk to our customers. Customers tell us that clear communications about our products and prices are important to them. Whether through television advertising, Clubcard mailings, online messages or at the point of sale, our messages influence our customers' decisions as to where, how and why they choose to shop with us.

If we get our messages wrong, we upset customers and may attract the attention of the media. Advertising standards are regulated in many of the markets in which we operate and if we are found to mislead customers, we may face penalties and lose customer trust. So everything we say about our products must be true - and, if we say we're offering a great price, it must be just that. Getting our messages right directly influences the trust that customers place in us.



What Does It Mean For Me?

- If you are involved in any marketing activity, ensure that all messages are honest, accurate and fair.
- Keep promotions and pricing simple: avoid complex price promotions and frequent price changes.
- Ensure that all messages are responsible; no customer should ever be offended by our advertising.
- When comparing our prices or products with those of competitors, always use accurate comparison data – compare like with like and keep comparisons up to date.
- Ensure that your advertising matches your products - validate all images so you are certain that they are genuine and relate to the products being sold.
- Make sure your advertising is appropriate and responsible – especially for alcohol.
- Never make untruthful marketing claims about any third party, such as a supplier or a competitor.

QUESTIONS & ANSWERS

- Q** I am planning a Chilean wine promotion and will be using a vineyard picture for the posters. We have a great shot in the photo library of an Argentinean vineyard that we've never used. Can I use that in my campaign?
- A** No. Your images must accurately reflect the product you are advertising. You would need to source a photograph of a Chilean vineyard that produces the wine you are promoting.
- Q** Our product is cheaper than the price our competitor is selling at. Can I include this in my POS material?
- A** Yes you can. However, it's really important that you collect accurate and current data to support the claim you're making. Remember, to monitor the competitor's prices and update your point of sale advertising to reflect changes in the price difference as they occur.
- Q** What rules apply to web-based advertising?
- A** The same as for any other advertising. Messages must be accurate, clear and must not be misleading.
- Q** I've noticed that the price of some products has been increasing just before they go on promotion. Is this allowed?
- A** In many markets there are strict rules which have to be followed whenever products are sold on promotion. Your local Legal or Trading Law teams can advise you on how these rules apply in your market.
- Q** There's an Express store next to my child's primary school and they have put a poster up to advertise the launch of a new violent martial arts X-Box game. Surely, it's wrong to be advertising violence where lots of small children will see it?
- A** We would never want to place advertising where it is likely to cause offence or where it could be construed as being harmful to children. You should speak up and share your concern with your line manager, Trading Law or Legal.



Where Can I Find Out More?

- Local Marketing Director
- Local Legal team
- Local Trading Law Team

FOOD & PRODUCT STANDARDS

Why Does It Matter?

Our customers expect us to only sell products made to the highest quality and they trust us to ensure that all our products are safe and comply with all applicable laws and regulations. We are committed to ensuring the safety and quality of all our products from the moment we take delivery until the time our customers buy them.

We are committed to using our scale for good. We have simplified our supply chain to help build better relationships with our farmers and suppliers and ensure that all the products we source are safe, legal and meet our exacting quality standards.

We have a well-established and comprehensive food safety management system within our stores and distribution centres. Every day we monitor and check the quality and safety of our food to make sure our standards are maintained. Such checks include the temperature of our products, personal hygiene, cleanliness of our stores and equipment, protecting foods from contamination and managing the rotation of our food products.

What Does It Mean For Me?

- Ensure that our suppliers meet our product safety and quality standards and comply with our policies about maintaining product safety, quality and legality.
- Report any instances or suspicions of fraud in our supply chain.
- Protect our reputation and preserve the confidence of our customers that our products are safe and sourced responsibly.
- Know who we buy from and carefully evaluate each and every product we sell so we can be certain our products can be fully traced in our supply chain.
- If you are a store or distribution colleague, ensure you complete all food safety and hygiene training and refresher training and take action if you identify unsafe products on sale.



QUESTIONS & ANSWERS

- Q** I am concerned that a supplier of processed meat products is using inferior quality meat in Tesco products. What should I do?
- A** You should raise your concerns immediately with your line manager and your local Trading Law or Loss Prevention teams who will investigate the issue. Even if the concern turns out to be unfounded, it's important that you speak up.
- Q** I'm looking to list a new supplier for a new own brand product. What standards are our suppliers required to meet for product quality safety and legality before they supply us?
- A** We have clearly defined Tesco manufacturing and sourcing standards that set out the requirements we want our suppliers to work to when they make products for Tesco brands. We visit the sites before manufacture to verify that these standards have been met. Talk to your local Trading Law team for more information.
- Q** Where can I learn more about the processes we have to manage product quality, safety and legality?
- A** The Tesco Product Quality Rules are a basic guide to the principles by which our products are made. This is available from the Group Quality team or your technical manager.
- Q** I am developing a new work routine that will change the way we handle frozen food in store. Who should I contact?
- A** You should contact your local Operational Risk or Trading Law team at an early stage. They can advise you on how to devise the new routine so that it meets food safety best practice and legal compliance.



Where Can I Find Out More?

- Store or Distribution Centre Manager
- Local Trading Law team
- Group Quality team
- Local Loss Prevention & Security Director
- Technical Manager

PROTECTING CUSTOMER AND COLLEAGUE DATA

Why Does It Matter?

Data is at the heart of our business. We collect, process and use data every time we make contact with our customers. For example, data on shopping habits allows us to give customers great deals on the products they love to buy. We also hold and use information about our colleagues, so that we can contact them and ensure they are paid on time.

Whether the data we hold belongs to our colleagues or our customers it must be used carefully. We must always respect our customers' and colleagues' preferences for how their data is used, including whether customers want to receive marketing communications from us.

So whenever we collect, process or use data we must always follow our Customer Data Principles:

Protected: We keep our customers' data secure and make sure it doesn't fall into the wrong hands.

Appropriate: We only use customer data in ways that customers consider appropriate and responsible.

Open: We are clear with customers about how we use personal data.

Choice: We provide customers with choices over how we use their data.

Customer benefit: We make sure customers get as much benefit from their data as we do.



What Does It Mean For Me?

- If you are collecting information about our customers, always be clear with those customers what you will do with that information.
- Never share customer or colleague data with other people or companies in any form unless the customer or colleague has given you permission to do so.
- Make sure colleague and customer data is securely stored at all times and can only be accessed by colleagues who have been trained on using data appropriately.
- Never use colleague or customer data for personal benefit.
- If you believe that any type of data might have been misused, lost or be the subject of an unauthorised disclosure, you must inform your line manager immediately.

QUESTIONS & ANSWERS

Q What is customer data?

- A Any data relating to our customers or their activities in Tesco. This could include names, addresses and contact details, transaction data, invoices, mobile phone records, mobile application data, banking data, Clubcard data and correspondence customers have sent to Tesco.

Q Can I send marketing e-mails to customers of our local Tesco Mobile business?

- A Normally, our privacy policies allow for customer data to be shared within the Group for marketing purposes but you must check the exact local privacy policies to see if this is permitted. Even if it is, you must always respect the marketing preferences of the customers concerned and must ensure that any data is transferred securely .

Q Can I access our Payroll system to create a list of birthdays in our team?

- A No. You are not allowed to access Payroll data unless you are authorised to do so and it relates to a work matter, such as making changes to their salary or their personal details such as their name and address. A better solution would be to ask your team to provide you with this information again.

Q I'm working on a new marketing campaign in my business area. Can I contact customers who have already provided their e-mail address?

- A We can only use our customers' personal data for the reason it was provided. Customers must have agreed to receive marketing communications from us at the time of providing their details in order for us to use that information to contact them. We must also consider the customers' marketing preferences: if they have opted out of marketing contact from us, then we must respect their choices.



Where Can I Find Out More?

- Tesco privacy and cookies policies
- Data Protection policy
- Information Security Policy
- Group or local Legal teams

WORKING TOGETHER

Our success depends on our people. The Tesco Value “Treat everyone how they like to be treated” ensures that we get the most from our teams and helps colleagues realise their ambitions. This section of the Code covers the key issues relating to people.



“I want a fulfilling career in a business that gives me the opportunity to achieve my potential, whatever my role. I want to be listened to, feel valued and respected and always be treated the right way.”

Padma Krishnamoorthy,
Personnel Manager

HEALTH & SAFETY

Why Does It Matter?

We are all responsible for making Tesco a safe place to work and shop. Everyone should be able to do their job in a safe working environment. Our customers rightly expect our stores to be safe so that they can enjoy shopping with us. Each of the countries in which we operate has safety laws and regulations with which we comply. Our own standards exceed basic legal requirements to ensure that no-one is exposed to injury or harm.

Accidents and injuries can cause distress to colleagues and customers, and in some cases can have very serious consequences. As well as the personal impact that an injury can have on individuals and others' lives, the disruption to the business caused through absence from work and costs from investigation, medical treatment and compensation can be substantial. Failure to deliver on our responsibilities could also lead to legal action being taken against us, damaging our reputation and the trust our customers and colleagues have in us.



What Does It Mean For Me?

- Follow and understand safety instructions and guidance and the Health and Safety policies and procedures that apply to your role.
- If you are a manager, you must set an example of safety leadership and create a workplace where people follow your example of doing the right thing.
- Ensure risks are understood and have proper plans to minimise potential harm from them.
- Safety is everyone's responsibility – if you see something that you think is unsafe or could cause an accident, take action to deal with it or tell someone immediately.
- If you see a colleague working in a way that could harm them or others, step in and remind them of the safe way to work.
- Never agree to do anything if you don't have the appropriate knowledge or training to do it safely.

QUESTIONS & ANSWERS

Q I have just joined Tesco and colleagues have told me that safety training takes a while to complete and is just “common sense”. Do I really need to do the training?

A Yes. All new colleagues must be familiar with safety precautions necessary in their workplace and know what to do in an emergency. Not all workplaces are the same and we all have different levels of experience. Our safety training makes sure that we all work together to stay safe.

Q I'm worried about the safety of a new piece of equipment. What should I do?

A If no instructions or training have been provided, it should not be used. You should check with the provider who should have supplied a risk assessment and designed the right controls. If there are instructions and you're still concerned, contact your local Health and Safety specialist – you'll find their details on your local safety noticeboard.

Q Who are our Health & Safety specialists?

A Every business unit employs specialists in Health & Safety who can deal with technical questions and manage the process of risk assessment. These colleagues all possess safety qualifications and considerable experience that together make them competent in their own field. Their details should be listed on the colleague or safety notice board.

Q How can I report a safety concern confidentially?

A In the first instance, talk to your line manager or Personnel Manager. The Protector Line is also there for colleagues to report safety concerns. It can be used completely confidentially and every report is investigated independently.



Where Can I Find Out More?

- Local Health & Safety Specialist
- Group People Safety Director
- Group Human Rights framework
- Health and Safety policy statement

EQUAL OPPORTUNITY, INCLUSION & DIVERSITY

Why Does It Matter?

We aim to employ people who reflect the diverse nature of society and we value the contribution made by every colleague, irrespective of age, sex, disability, sexual orientation, race, colour, religion, ethnic origin or political belief. At our stores, in our distribution centres and in our offices, we make employment decisions solely on the basis of job-related skills, achievements and performance, using clearly defined and fair criteria.

We also try and make sure everyone can work in a way that suits their circumstances – we support flexible working, offering part-time roles and encouraging job-sharing opportunities and shift swapping where this is possible.

What Does It Mean For Me?

We strive to create an environment of equality and inclusion where you feel your contribution is valued, you are treated well and you are encouraged to fulfil your potential.

We must all:

- Demonstrate respect for our fellow colleagues, and others that we come into contact with, whether they are customers, suppliers or other parties, regardless of any social or cultural differences.
- Create an environment of openness and collaboration so we can draw from the diversity, knowledge and experience of our colleagues.
- Voice our views and concerns through the relevant channels so that we can all work together to make Tesco a great place to work.
- Make the right employment decisions, for example recruiting new colleagues and reviewing those who already work in your team, based on merit and business considerations alone.
- Understand employment and equal opportunities laws and local culture that may have an impact on workplace decisions and ways of working.
- Support initiatives to improve employment levels and skills where this is needed.



QUESTIONS & ANSWERS

- Q** I am a store manager and need to make a promotion decision between two colleagues. Since one colleague is 50 and nearing retirement age and the other only 30, should I promote the younger colleague since they may work for us for many more years?
- A** No. We only make employment decisions based on job-related skills, achievements and performance. We never make decisions based on age or any other non-job related characteristics.
- Q** My personal circumstances have recently changed. Am I able to reduce my weekly working hours?
- A** We will always try and accommodate any change you would like to make to your work arrangements, and in the first instance we ask you to discuss this with your line and Personnel Managers. They will want to understand your request, the impact on your job role, and talk through the options for covering the work.
- Q** A colleague is recruiting a new team member. They have made a number of remarks that I am concerned mean they may be discriminating against certain candidates. What should I do?
- A** You should always raise your concern in the manner you feel most comfortable with, as we will not tolerate any form of discrimination. This could be in a confidential manner through your line manager, your Personnel Manager or via Protector Line.



Where Can I Find Out More?

If you believe that you have been the victim of discrimination or have any concerns relating to our people policies, contact your:

- Line Manager
- Personnel Manager

UNACCEPTABLE BEHAVIOUR

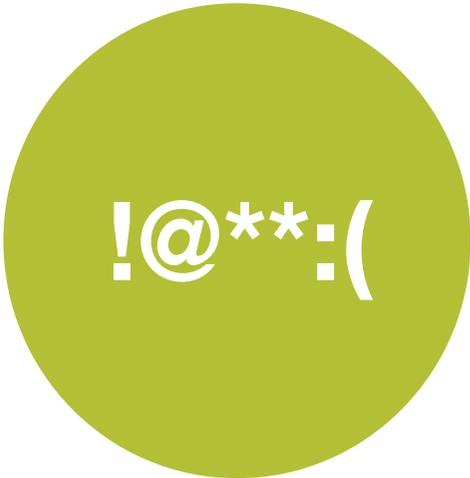
Why Does It Matter?

We are proud to work for a company that values everyone and treats them the right way. We do not tolerate abuse or unacceptable behaviour in the workplace in any form, whether towards our customers, other colleagues, suppliers or anyone else. We all share in the responsibility for making sure that Tesco offers a safe and open environment for colleagues to work.

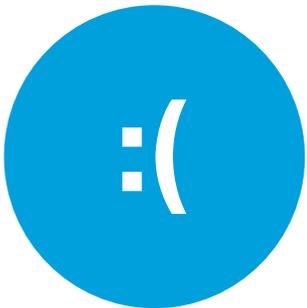
We should be sensitive to actions or behaviours that may be acceptable in one culture but not in another. Some of these behaviours may even be illegal in other countries where we operate. Colleagues found to have engaged in unacceptable behaviour can face serious consequences such as disciplinary action, including dismissal, and potentially legal action.

What Does It Mean For Me?

- Create a welcoming and inclusive work environment, and encourage those who you work with to do so by treating everyone as you would like to be treated.
- Don't engage in behaviour that would be considered by anyone in the team as creating a hostile or intimidating work environment, including making inappropriate jokes or comments.
- Don't spread malicious rumours or gossip that might be considered derogatory, defamatory, harassing, pornographic or otherwise offensive.
- Take responsibility for your performance by never using drugs or alcohol in the workplace. Such abuses are illegal, dangerous to yourself and others, and pose safety risks that will not be tolerated.
- Make sure that your conduct when you are at off-site events is as it would be at work. Company-organised events include social events such as Christmas parties, team events and social outings.



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QUESTIONS & ANSWERS

- Q** My line manager can be very intimidating and often abusive to the colleagues in our team. We know he is a perfectionist, but it makes our work unenjoyable and difficult. I worry that if I speak up, he might become worse. What should I do?
- A** Abusive or bullying behaviour is never acceptable no matter who is doing it. Our culture is one of respect and inclusion and any such actions should be reported immediately via our confidential Protector Line. You will always be supported in raising any legitimate concerns.
- Q** A friend sent me an email with some rude jokes I think are very funny. Can I email them to my team of colleagues?
- A** No. We treat all colleagues with dignity and respect and what you consider funny might be considered abusive or offensive by others. Always ask yourself whether your actions might be offensive, abusive or intimidating to others. This includes viewing any inappropriate material while you are at work.
- Q** I know a colleague has been having some difficult times at home. Lately, they have been turning up to work very late and sometimes appear intoxicated. They are still getting their work done so I am not sure if I should say something. Should I speak up?
- A** Yes. For the good of your colleague you should always raise your concerns if you believe that they are engaging in behaviours that might be dangerous to themselves or others. This includes the use of drugs or alcohol. If you can't talk to them directly, speak to your Personnel Manager or line manager.



Where Can I Find Out More?

If you feel that you have been the victim of harassment or other unacceptable behaviour, you should speak to your:

- Line Manager
- Personnel Manager

HUMAN RIGHTS

Why Does It Matter?

We are a global company and interact with millions of people around the world every day. We have a responsibility to respect the human rights of our colleagues, our customers, those who work throughout the supply chain and people in the communities of which we are part.

Any breach of a person's human rights is wrong. Through our Values "Using our scale for good" and "Treating everyone how they like to be treated", we work to ensure that our activities do not encourage abuses of human rights. We expect this of ourselves and other stakeholders expect it of us too.

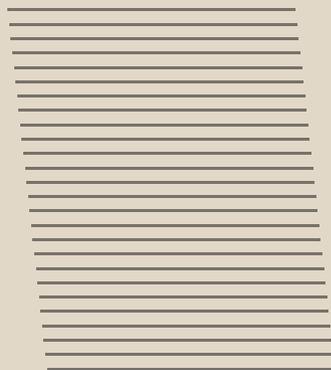
We recognise the role our colleagues play as part of civic society, and this means we also recognise their right to participate as individuals in political activities and also collectively in the form of union membership.

We aim to work to the highest international standards. We were a founding member of the Ethical Trading Initiative and also fully support the UN's Declaration of Human Rights and the Core Conventions of the International Labour Organisation.

What Does It Mean For Me?

- Help make Tesco a great place to work where everyone is welcome and human rights are respected. This includes the freedom for all colleagues to join a trade union.
- Make yourself familiar with our Human Rights framework and share it appropriately.
- Speak up if you are concerned that a colleague or supplier might be responsible for an abuse of human rights. We will always take such allegations seriously and investigate accordingly.
- Be a good neighbour wherever we operate.
- Build strong partnerships with trusted suppliers and ensure that human rights and labour standards are respected throughout the supply chain.

Human Rights Declaration



QUESTIONS & ANSWERS

- Q** I have heard through the media and friends that slavery issues may exist within the international supply chain. What are we doing to ensure there is no slavery in our supply chains?
- A** We do not tolerate any form of slavery or forced labour. We have an extensive ethical trade programme, including a team of full-time labour standards specialists around the world who work with our suppliers to improve conditions. We also work in partnership with others, including retailers and organisations such as the International Labour Organisation and Ethical Trading Initiative to address complex challenges.
- Q** I would like to join a trade union but it isn't the one that Tesco has recognised for the purposes of pay negotiations. Can I join?
- A** Yes, you are free to join a trade union of your choice. You are also free not to join a trade union at all.
- Q** When we discover an abuse of human rights, do we automatically stop working with the supplier?
- A** No. While we may suspend orders in the short-term, we should always use our influence to help remedy the situation. Only as a last resort, for example where a supplier refuses to co-operate or make improvements, would we ultimately terminate a relationship.
- Q** We talk about stopping the abuse of human rights, but what are we doing to promote them?
- A** By using our scale for good we are addressing many global challenges which are often closely aligned with specific human rights as defined by the UN. For example: the right to education, to be free from hunger and to enjoy the highest attainable standard of physical and mental health.



Where Can I Find Out More?

If you feel that you have been the victim of or have witnessed an abuse of human rights, you should contact your:

- Line Manager
- Personnel Manager
- Local Corporate Affairs Director

TRADING FAIRLY

Our Values help us be first for customers, without compromising our strong relationships with suppliers. This section of the Code covers issues that are critical to how we buy the products that are sold in our stores.

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“We are building strong partnerships with trusted suppliers so that we can deliver high quality, safe products that are responsibly produced for our customers at an affordable price.”

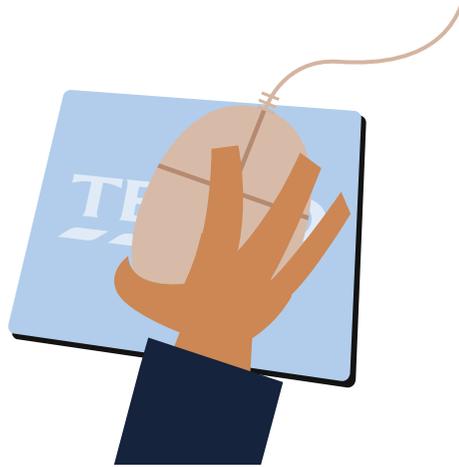
Urvi Kelkar,
Ethical Trading Manager

COMPETITION LAWS

Why Does It Matter?

Our customers expect us to compete fairly and independently in every market. Healthy competition brings lower prices, wider choice and better products. We use our scale for good by competing hard with our competitors to offer our customers the best shopping experience.

Legislation exists in all of our markets to protect competition and there are significant penalties for companies and individuals that break the law. Investigations are disruptive and costly for the business and can damage the trust that customers place in us.



What Does It Mean For Me?

Contact with competitors

- Always act independently. Never agree with competitors to reduce competition between us. You cannot agree to fix prices or agree where we will or will not operate.
- You must not ask for, receive or share confidential, commercially sensitive information with competitors. You can use information in the public domain to help make decisions.

Contact with suppliers

- You must not request or receive confidential, commercially sensitive information about a competitor from a supplier.
- Keep our suppliers' confidential information confidential and do not share it with their competitors.
- You can ask suppliers for information in the public domain to help us make decisions.

Setting retail prices

- Always set retail prices independently.
- Always focus on cost prices during price negotiations with suppliers. Suppliers can give us recommended prices but not fixed or minimum prices.

The Pushback process

- If contact with competitors or suppliers raises any concerns, you must follow the Pushback Process. It is not enough to simply ignore the information, even if it is obvious that it was disclosed in error or is inaccurate.

Document creation

- Take care when writing about our business, our customers, suppliers or competitors. Remember that most internal documents, including e-mails, text messages, committee papers and property reports can be viewed by regulators during an investigation.

QUESTIONS & ANSWERS

Q I have been asked to attend a trade association meeting. Can I participate?

A Yes, these meetings are not in themselves problematic, and may be pro-competitive. However, the normal competition rules apply - make sure you do not discuss, disclose or exchange commercially sensitive information with a competitor. Refer to "Meetings with Competitors" guidelines.

Q Can I invite more than one supplier to a meeting?

A From time to time, it may be sensible to invite suppliers to a joint meeting, for example, to brief suppliers on key changes to our business or to discuss best practice in relation to supply chain issues. However, these meetings can be sensitive because they often involve suppliers who are competitors. Refer to "Joint Supplier Meetings" guidelines and ensure that no inappropriate activity takes place during the meetings.

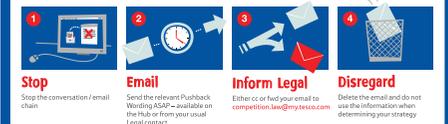
Q Can I ask my supplier a question about a competitor's future prices?

A No, we should not have advance warning of a competitor's future prices. If a competitor or supplier ever gives you this information, you must follow the Pushback Process and inform your local Legal team. The Pushback Process is designed to ensure that you visibly disregard such information should you ever receive it and have an audit trail to demonstrate that you have not made use of this information.

The Pushback Process

If you receive confidential, commercially sensitive information about a competitor's behaviour – **like prices, promotions or new products** – from a competitor or supplier, you must follow the Pushback Process

The Pushback Process has four steps:



Where Can I Find Out More?

- Competition Law policy and guidelines
- Pushback process
- Your local Legal Director

TRADE RESTRICTIONS & SANCTIONS

Why Does It Matter?

From time to time, governments impose restrictions on buying from, or travelling to, certain countries. We may also be banned from trading with certain named individuals. We must always be aware of these restrictions when doing business around the world. In today's globalised world, not only governments, but also our customers expect us to be aware of sanctions or restrictions when doing business with certain countries, companies or individuals.

If we break trade restrictions, this could damage the trust customers have in our brand and may also result in serious penalties for both the business and colleagues.

What Does It Mean For Me?

As a colleague working in a global business, if you are involved with buying, shipping or selling of goods or services internationally, be careful to:

- Not buy from, or travel to, countries subject to sanctions or travel conditions.
- Not work with individuals or companies that appear on UN or other sanctions watchlists.
- Seek legal advice if you are unclear whether any restrictions or sanctions apply to your activities.
- Speak up if you believe anyone is breaching trade restrictions: all suspected violations must be reported to your local Legal Director or anonymously to Protector Line.

QUESTIONS & ANSWERS

Q I am a buyer looking for new markets to source from. I found a great supplier I want to start using. Does it matter that the owner of the company is in a sanctioned country if his business is not?

A Yes. Sanctions laws are often very broad and include more than just the country at issue but all nationals or individuals of the country under sanction. Always know who you are doing business with and seek advice from your Director before acting.

Q I would like to set up a wholesale deal to sell Tesco products in a new country for the first time. As long as the business looks good do I need to consider anything else?

A Yes. You should discuss with Corporate Affairs and Legal whether there are any specific trade restrictions, sanctions or other reasons why we should not sell to that country. Legal will also support you to conduct due diligence on the customer, so that you know enough about them before beginning a trading relationship with them.



Where Can I Find Out More?

- Local Legal Director
- Group Regulatory, Ethics & Compliance team.
- Local Corporate Affairs Director

ETHICAL TRADING

Why Does It Matter?

Our customers expect that we will only work with suppliers who share our Values and treat their people the right way, so we must ensure that suppliers of products and services respect local labour laws. Since these vary around the world, we use the Ethical Trading Initiative (“ETI”) Base Code as a mechanism to promote better and more consistent global standards.

In developing countries, trade with Tesco is particularly important in helping people live better lives – a clear opportunity for Tesco to use our scale for good. Decent working conditions are important to people everywhere, even in developed countries.

We also need to be careful that our own business practices do not become the cause of labour standards issues. Developing long-term relationships with suppliers we know and trust gives them the confidence to invest in improvements so we can achieve more together.

What Does It Mean For Me?

- Carefully consider which suppliers you place business with – price should not be the only factor: quality, reliability and ethical responsibility are important considerations too.
- If you work with suppliers in your role, ensure they are aware of the ETI Base Code and its requirements. Ensure that agreed improvements are completed on a timely basis.
- When talking to or visiting suppliers, be aware of the conditions they work under and the challenges they face. In other words, show empathy.
- Be alert to potential problems such as unsafe working conditions, abusive behaviour, underage or illegal workers: raise any concerns you might have with the Ethical Trading team.
- Always stick to commitments you have made. Last minute changes, or not providing information on time, can lead to suppliers feeling obliged to cut corners to meet our deadlines. This can have a negative impact on working conditions and product quality.



QUESTIONS & ANSWERS

- Q My supplier has been found to be paying their workers below the legal minimum wage. What should I do?**
- A** Place all orders and deliveries on hold and call the supplier to discuss. Workers’ employment terms should be updated immediately and back-payment for all underpaid workers agreed and paid as quickly as possible under the supervision of independent witnesses. Contact the Ethical Trading team for guidance and support.
- Q I am visiting a site and have discovered that the fire exits are locked. What should I do?**
- A** You should escalate your concern immediately to your local Ethical Trading team who will take action directly with the supplier, including additional auditing of the supplier’s sites if required. You should raise your concern while on site and insist that the fire door is unblocked.
- Q Child labour has been found at my supplier’s site. What should I do?**
- A** You should bring this to the attention of your local Ethical Trading team right away, even if children are legally entitled to work in that country. The ETI Base Code places strict requirements on all young workers. In order to ensure that the issues are resolved on a permanent basis, the team will address the issue directly with the supplier’s management team. In the short-term, you should avoid placing orders with the supplier until you are advised that the issue has been resolved.
- Q Do ethical trading requirements apply only to goods that we sell in store?**
- A** No. We expect all suppliers, including those who provide goods not for resale and services, such as construction companies, labour agencies and logistics firms to meet our ethical trading requirements.



Where Can I Find Out More?

- Local Ethical Trading team or Ethical Champion
- Technical Manager
- Group Ethical Trading team
- Local Loss Prevention & Security Director

LAWS THAT PROTECT SUPPLIERS

Why Does It Matter?

Treating suppliers fairly is key to our success. Developing long-term, reliable and sustainable relationships with our supply base is essential to providing predictability for suppliers and delivering the very best for our customers. Many countries have introduced legislation to regulate the supply relationships between supermarkets and their suppliers and all of our suppliers are able to raise issues in complete confidence using our Supplier Protector Line.

In the UK, the Groceries Supply Code of Practice (GSCOP) imposes an important set of legal rules that governs the relationship between Tesco and its grocery suppliers. The most important of these is that we deal fairly with our suppliers at all times. Similar legislation exists in many other markets around the Group. Investigations into breaches can be costly and time-consuming. Significant fines may result and customer trust may be damaged.

What Does It Mean For Me?

- Understand and follow the laws and codes of practice in your market which are designed to protect suppliers.
- Keep to the commitments that you make to suppliers - do not make retrospective changes to supply agreements.
- Record all agreements with your suppliers in writing.
- Give reasonable notice of any proposed changes to supply arrangements and provide an opportunity for suppliers to have decisions reviewed.
- Always work collaboratively with suppliers and always listen to feedback they give you.
- Be guided by the Tesco Values and Leadership Skills when making decisions about suppliers.
- If a supplier complains, acknowledge and resolve it quickly, with help from your local Legal team if necessary.
- Be thoughtful and empathetic when communicating with suppliers: written communications can easily be misinterpreted.

QUESTIONS & ANSWERS

Q Can I ask a supplier to fund a promotion?

A In most markets this is permitted but there are limitations on how much they can contribute and suppliers must never be forced to participate in a promotion.

Q I work in General Merchandise. In my market, the Retail Code applies only to groceries. Should I follow the Code as well?

A Retail codes normally represent the way that we want to engage with suppliers across our whole supply base. You should follow these principles as best practice whenever you are working with our suppliers. Contact Legal with specific questions.

Q What is the de-listing process under GSCOP?

A GSCOP requires that you must always have a genuine commercial reason to end a relationship. You must provide written notice to the supplier and explain how they can have the decision reviewed by a senior buyer or escalated to the Code Compliance Officer.

Q I buy soft fruit for sale in Poland and the Czech Republic and my supplier claims they have the right to speak to my "Dispute Resolution Officer". Is this correct?

A Yes, Tesco is a signatory to the EU Supply Chain Initiative which is a mandatory code of practice governing fairness in the supply chain. Your supplier is entitled to speak to our Dispute Resolution contact - normally the Legal Director.

Q My competitors are selling products more cheaply than us. What can I do to redress the balance?

A You should always negotiate with suppliers to get the best deal you can for customers. You can discuss whether the supplier's cost price is acceptable but take care not to place suppliers under duress when negotiating with them and avoid making retrospective changes to existing supply agreements.



Where Can I Find Out More?

- GSCOP policy and guidelines (UK)
- Your local Legal Director
- EU Supply Chain Initiative

BRANDS & INTELLECTUAL PROPERTY

Why Does It Matter?

At Tesco, we have a proud tradition of creating and nurturing exciting brands, products and services. From the Tesco brand and F&F clothing, through to our Finest food ranges and the Hudl device, our brands and innovation give us a competitive edge in a crowded marketplace.

We must always take care to protect our intellectual property rights – from patents, designs and copyright, to trademarks and trade secrets. Protecting what is ours helps us to ensure that it isn't copied or sold by others without our agreement.

If we're involved in creating new product designs, brands or innovations for Tesco, we must always understand our brand guidelines and know and respect the IP rights of others. Stealing someone's idea reflects badly on Tesco and it damages customer trust.

What Does It Mean For Me?

- Always seek to create or source original designs and products for our customers.
- Don't copy, use or be heavily inspired by other people's ideas.
- Always follow the Tesco Brand Guidelines and seek approval from the appropriate Marketing Director or governance group.
- When you're developing new ideas, keep them confidential and talk to Legal about how to protect them.
- Consult with Legal before allowing third parties to use our brands or other intellectual property.
- Raise your concerns if you identify that another business has copied our ideas or breached our IP rights.
- Take care if you are looking to import "grey goods" (sometimes called "parallel goods"). Special rules are in place to ensure such goods area not counterfeit and that the rights of third parties are not violated.



QUESTIONS & ANSWERS

- Q** I'm designing a new T-shirt range for girls. How do I ensure I'm not infringing anyone else's Intellectual Property?
- A** Know your market and what products and designs are already out there. You are free to take some inspiration from existing ideas, but don't copy another product. The Legal team would be happy to discuss your new product with you to make sure it's ok to use.
- Q** I'm planning on working with a third party to develop some new technology which could really improve efficiency at our distribution centres. What steps should I take?
- A** You should always put in place an agreement with the third party which sets out who will own any IP in the new technology. Your Legal team can advise if the new technology can be protected by a patent or any other form of intellectual property right.
- Q** I would like to start selling branded goods bought and imported from outside my local trading territory (Parallel Goods). What should I do?
- A** This may be ok, so long as you are not breaching the brand owner's rights. For example, within the EU we can deal in parallel goods, subject to certain rules. Rules vary from country to country and the Legal team can provide specialist advice if needed.
- Q** We're creating a new brand for a range of bakeware products which we plan to sell in several markets. How should we go about choosing a brand name?
- A** Follow the Tesco Brand Guidelines and make sure your name is different from existing brand names used for identical and similar goods. You should also conduct internet searches and use your market knowledge to help you. Don't commit to one brand too soon in case there are legal issues with the name.



Where Can I Find Out More?

- Tesco Brand guidelines
- IP policy
- Parallel Goods policy
- Local Marketing Director
- Local Legal Director
- Group Legal team

PROTECTING OUR REPUTATION

Doing the right thing ensures that we do not compromise ourselves or the business by our actions and that we are aware of the risks we face as a global business. This section of the Code covers a number of important areas where we can protect ourselves and our company from wrongdoing.

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“In today’s world, shareholders are not just seeking a return on their investment. They expect us to protect their investment by managing risks to our business and that means we need to act responsibly, with honesty and integrity, wherever we operate”

Naomi Kissman,
Investor Relations Manager

FRAUD

Why Does It Matter?

Fraud is a serious crime that harms our business and can have a significant impact on our costs and profits. The term fraud is commonly used to describe theft through a wide variety of dishonest behaviours such as deception, forgery, lying and concealment of material facts.

Fraud may occur in many different parts of our business, including during online transactions, at the tills, during the transportation of goods through our distribution system or in the office.

Tesco is the victim of fraud, so we all have a responsibility to protect the business from fraudulent activity, whoever commits it. We place significant trust in our colleagues to act honestly at all times, so we will always investigate and take action when fraud is committed against our business.

What Does It Mean For Me?

- The main rule is simple. If you suspect theft or other fraudulent activity is taking place, you must speak up. Report it to your line manager, Personnel Manager or local Protector Line.
- Don't do business with companies with a reputation for fraudulent activity. Always conduct due diligence on new third parties before you work with them.
- Look out for fraud "red flags" and take action if you identify them. Red flags include sudden changes in lifestyle, such as extravagant purchases of cars or other high value items.
- Always be aware of our travel and expense policies.



QUESTIONS & ANSWERS

- Q** A colleague in my distribution centre has been selling over-delivered stock on e-Bay. He says it's for charity and was agreed with the DC Manager but I don't know where the money is going. What should I do?
- A** Even if your concern is unfounded, it is important that you speak up. If you are not comfortable speaking to your line manager or the DC Manager, you can call Protector Line and raise your concerns. You will not be required to give your name when you call.
- Q** A colleague was travelling for work recently and took some friends out for dinner and submitted the meal for reimbursement as an expense? She says this is fine as she often forgets to submit other expenses so everything "balances out" ultimately and I should do the same. Is this acceptable?
- A** No. By submitting these expenses she is committing fraud. Personal expenses should reflect what charges you have had whilst working.
- Q** A colleague I work with has been submitting invoices from a supplier where the amounts do not match the supporting documents. He claims the difference was agreed in a different contract, that they are "always done this way" for this supplier and that I can amend the documents so they match. What should I do?
- A** You should refuse to amend the documents and ask your colleague to obtain correct ones. Inconsistent invoices and documents are a "red flag" for fraud or fraudulent activity and we reduce those risks by keeping accurate records and invoices. If you are still unsure what to do then raise your concern with your line manager.



Where Can I Find Out More?

- Fraud policy
- Anti-Bribery policy
- Travel, expense and gift policies
- Local Loss Prevention & Security Director
- Local Legal Director

BRIBERY

Why Does It Matter?

As a business operating stores and buying from suppliers around the world, we must be alert to the risks associated with bribery. We pride ourselves on our reputation for acting fairly and ethically wherever we do business.

It is important that everyone understands our zero tolerance approach to bribery and our commitment to reduce corruption around the world. Bribery is illegal in all the countries in which we operate. It damages markets and communities and transfers resources into the wrong hands.

As a business we expect everyone who works with us to adopt the same zero tolerance approach. The UK has some of the strictest bribery laws in the world and they apply to everyone who works for us, including agents and contractors. UK citizens may even be prosecuted for acts of bribery committed abroad.



What Does It Mean For Me?

- Never give bribes, payments, gifts such as cash or any other benefits to persuade someone to act in your favour.
- Never seek or accept bribes, such as gifts or entertainment to give business to a new or existing supplier.
- Know and understand the third parties we engage by conducting due diligence on them, in particular on those that perform services on our behalf.
- Be mindful of the bribery risks posed by engaging with public officials and ensure our engagements are always open, honest and transparent.
- You can use legitimate fast-track processes in order to expedite routine decisions but never make payments directly to public officials in order to secure a permit or licence.
- Make sure you are fully trained on bribery and corruption risks and issues we may face across the business.
- Co-operate fully with law enforcement agencies and investigators and support prosecution or disciplinary action where sufficient evidence exists.

QUESTIONS & ANSWERS

Q My colleague has boasted that her suppliers know they must “look after her” if they want to keep working with Tesco. Is that right?

A No. It is a breach of our gift policy to solicit entertainment or other benefits in return for buying goods or services from a supplier, it may also be bribery. You should raise your concerns right away. Speak to your line manager or contact Legal or Loss Prevention & Security.

Q In my market it is not illegal to pay the local official a small amount of cash to get my paperwork stamped. Is this a problem?

A Yes. This is actually a small bribe also known as a ‘facilitation payment’ and is illegal under UK law, even if you are working for Tesco in another country. Like all bribes, facilitation payments must be refused and reported.

Q I often engage with consultants who obtain permits I need for the business. A new consultant has offered to reduce the admin and waiting time by half but isn’t clear how they do this. Should I be concerned how they do it if they can deliver what I need?

A Yes. The actions of those who act on our behalf pose significant risks of bribery for us. It is important we are clear on exactly what they are doing and how they are acting on our behalf. Our reputation is too important to risk being damaged by an act of bribery and we can be liable even if we were unaware of it. Speak to your local Legal contact and ensure that you conduct appropriate due diligence on all third parties before they act on behalf of Tesco.



Where Can I Find Out More?

- Anti-Bribery policy
- Gift and Entertainment policy
- Local Legal Director
- Local Loss Prevention and Security Director

GIFTS & ENTERTAINMENT

Why Does It Matter?

The giving and receiving of modest gifts or entertainment is an important part of building relationships with suppliers and other parties. However, this should never influence – or appear to influence – our business decisions in any way. We will never seek or apply any influence in exchange for promises, gifts or any other inducements, no matter what the local business practices might be in the countries in which we operate.

Any gift or entertainment given or received must be appropriate, be approved in accordance with our policy, and where required must be logged in the local gift register.



What Does It Mean For Me?

Always follow our Gift and Entertainment Policy. If you are in the UK and accept a gift or entertainment above £100 in value, seek approval from your manager and log the details in the gift register. Locally-set thresholds will apply in other markets. Inappropriate gifts and entertainment must always be rejected, whatever the value.

Remember:

- Never accept or give a gift of cash or cash equivalent like gift cards or vouchers.
- The receipt of lavish gifts or entertainment is generally not appropriate unless you have a clear business justification.
- You should never accept gifts or entertainment that might influence your decisions on behalf of the business.
- Refuse gifts or entertainment that may be construed as a bribe or carry an expectation that you will award business in return.
- Always take care and consult your Legal Director before giving any gifts to public officials.
- Never give or accept entertainment that is indecent, pornographic or otherwise offensive.
- Entertainment that requires foreign travel must be approved by a Business Leader before it can be accepted.

QUESTIONS & ANSWERS

- Q** I won a raffle held by my supplier last week. My prize was a new camera. May I accept the prize?
- A** The prize is deemed a gift, and assuming the value is over £100 you will need the approval of your line manager and will need to notify your Director before accepting the gift. You must also log it in the gift register.
- Q** I am a store manager. A supplier's store team have offered me gift vouchers worth £250 if I ensure that their product is always available during a forthcoming promotion. May I accept the gift?
- A** No. The gift is a cash equivalent and the policy does not permit the receipt of cash or cash equivalent gifts. But more importantly, the gift will require you to divert your attention to supporting this promotion rather than all other products available in store. It is therefore not appropriate. The supplier should be told that support for promotions is agreed centrally rather than at a store level.
- Q** I have been invited to a celebratory dinner and the supplier will also be paying for my overnight accommodation. What amount should I log in the Gift Register?
- A** The total value of the entertainment should be logged, including any travel or accommodation paid for by the supplier. If the total value is more than £500 (or the equivalent local threshold), you will need to provide a business justification as well.
- Q** A supplier I have worked with before is part of a tender bidding process for new business. They would like to take me out one night to dinner to show me how much the contract means to them. Can I accept their offer?
- A** No. Our Gift and Entertainment Policy prohibits all colleagues from accepting or offering any gifts or entertainment during a tendering process. This ensures our decisions are made without any personal influences impacting the outcome.



Where Can I Find Out More?

- Gift and Entertainment policy & register
- Anti-Bribery policy
- Your line manager or Director
- Local Legal Director
- Local Loss Prevention & Security Director

CONFLICTS OF INTEREST

Why Does It Matter?

A conflict of interest happens whenever our personal interests are allowed to interfere or influence our ability to make decisions for the good of the business or our customers. This could be when a family member becomes a supplier or sells services to the business. Even when nothing wrong is intended, the appearance of conflicting interests can hurt our reputation and the company's image.

We should never put our own interests ahead of the business, even if it appears that the decisions may be beneficial for everyone.



What Does It Mean For Me?

You should always be aware of any personal interests that might give rise to a conflict of interest and remember to:

- Avoid all situations where the appearance of a conflict might exist and ask yourself how an outsider would view it.
- Remove yourself from the decision making process and declare your conflict of interest if you own more than 5% of the issued shares of any competitor, supplier or other organisation which regularly deals with Tesco.
- As soon as possible, tell your line manager if you feel you might have a potential conflict of interest.
- Don't do business on behalf of Tesco with a company from which you, or a family member, might benefit unfairly (other employees can do business with such a company, but you must not be involved or try to influence the relationship in any way).
- In certain circumstances your family members, or a company in which you have an interest, may be permitted to do business with Tesco but you must declare your potential conflict immediately to your line manager and notify your local Legal department.

QUESTIONS & ANSWERS

Q We are looking for a new service provider and my boyfriend runs a company that could do the job for Tesco. Can I share the details of the tender with him?

A No. The details of the tender are confidential. You should never use your position at Tesco to give a commercial advantage to a partner, friend or relative. If your boyfriend wants to submit a bid, you must disclose your relationship to your line manager and may not be involved in the tendering process.

Q I need to travel for work on an upcoming trip and would prefer to book a ticket with the airline I get loyalty points for. Can I use my airline even if they are more expensive than others?

A No, you should never allow your personal interests to influence your decisions for the business. If a cheaper flight is available and being offered then you must choose this option for the good of the business.

Q My team is recruiting for a position that I think my niece would be well suited for. Is it alright if I pass along her details and recommend her for the role?

A Yes, if your niece has the knowledge, skills and character for the role then you may recommend her so long as you are not in a place to directly determine or influence the decision to employ her. Always declare your relationships as soon as possible to avoid any appearance of a conflict.

Q I work in mall management and my bonus is based on hitting certain occupancy targets in our malls. Can I let the units to inferior tenants in order to hit my target?

A No. The purpose of your target is to ensure our malls are occupied by the right mix and quality of tenants. Poor tenants will benefit you, but not the business or our customers.



Where Can I Find Out More?

- Conflicts of Interest policy
- Line manager
- Local Legal Director

INSIDER DEALING & MARKET ABUSE

Why Does It Matter?

As part of your job you may become aware of material “inside information” about Tesco or the companies we do business with.

It is against the law and against company policy to use inside information for your own benefit, or on behalf of others. This includes selling or buying shares or other securities such as listed bonds on the basis of inside information, which is known as “insider dealing” and is a serious criminal offence. It is also an offence to share inside information with any other person if they might use it to make a trading decision.

We all have a responsibility to know and abide by the law and our internal policy. These rules apply even after you stop working for Tesco.



What Does It Mean For Me?

- You can deal in Tesco securities and other companies’ securities in most instances.
- You must not disclose confidential information to anyone else unless you are authorised to do so.
- You must not deal in the securities of any company while you are in possession of inside information about that company. For example, you are not allowed to buy or sell shares in Tesco if you have learned something at work that could make the Tesco share price go up or down when that information is made public.
- When your job requires you to possess inside information, you will be added to an Insider List and notified by the Company Secretary. You will then need to comply with the Tesco PLC Share Dealing Code and you may need to obtain permission before you or your connected persons can deal in Tesco securities. You will also be prohibited from dealing in Tesco securities during the “close periods” imposed ahead of company results announcements, the dates of which will be notified to colleagues in advance.
- You must not engage in market abuse by spreading false information or engaging in other activities designed to manipulate the price of a company’s securities.

QUESTIONS & ANSWERS

Q What is “inside information”?

- A Inside information is information about a company which is not in the public domain and which a reasonable investor would consider important when deciding whether to buy, sell or hold shares or other securities.

Q Where can I find out more about insider dealing?

- A Look at our Share Dealing Code and our Insider Briefing Note. More information around the management and disclosure of inside information is available in the Tesco PLC Disclosure Manual.

Q I am on an insider list and I would like to buy some Tesco shares. The company is not in a close period so can I just go-ahead and trade?

- A You must first check the Tesco PLC Share Dealing Code as you may still need permission to deal. You may also need permission before members of your immediate family or household can buy or sell Tesco shares.

Q I hear that Tesco is about to award a big contract to a publicly traded supplier company. Can I buy shares in the supplier before the contract is signed and made public?

- A No. Buying or selling shares in Tesco or any other company on the basis of inside information is considered insider dealing and is illegal.

Q Can I encourage a friend to buy shares in the supplier company instead?

- A No. This is known as “tipping”. You are not allowed to pass inside information to anyone else or encourage others to deal on the basis of such information, even if you will not profit from it.

Q I am concerned that some numbers in our half-year accounts have been wrongly calculated. What should I do?

- A Providing incorrect data to a stock exchange is a serious concern. You should speak to your Finance or Legal Director straight away or call Protector Line.



Where Can I Find Out More?

- Tesco PLC Share Dealing code
- Tesco PLC Disclosure manual
- Corporate Secretariat department
- Investor Relations department
- Group or Local Legal Director

ENGAGING IN POLITICAL ACTIVITY

Why Does It Matter?

As part of doing business, we engage with governments, regulators, public interest groups, industry associations and other similar bodies around the world.

We do this to inform them of our position on issues that affect our customers and our colleagues. We provide this information either directly or through our memberships of trade or policy organisations. These memberships help to increase our understanding of issues and enable us to engage constructively in relevant policy and regulatory debates.

We always ensure that we comply with all laws governing political engagement. As a business, we are politically neutral. We do not have any political party affiliations and we do not make political donations.



What Does It Mean For Me?

- Always consult your Corporate Affairs team if you receive any correspondence or requests for information from government departments, politicians or political action groups.
- Any requests for political donations, including the sponsorship of events organised by politicians or political parties, must be passed to your local Corporate Affairs and Legal teams for resolution.
- Take particular care with the giving of gifts and entertainment to any public officials. Our Group Gift & Entertainment policy provides further guidance.
- You are free to become involved in the democratic process - a community gets stronger when the people who live and work there are engaged in making it a better place. But always be clear that you're acting on your own behalf and not for Tesco.
- Any political activity must take place in your own time and not affect your work. And your point of view must not influence how you behave towards customers, colleagues or anyone else.

QUESTIONS & ANSWERS

- Q Can I make a political donation on behalf of Tesco?**
- A** No. We do not make donations to political parties or candidates.
- Q Can Tesco sponsor the Minister's charity event?**
- A** You should discuss such requests with your Legal and Corporate Affairs teams, even if the cause is charitable and not political. You will need to ensure that the sponsorship of the event does not give rise to bribery or other reputational concerns and it is not partisan. Remember that Tesco is a politically neutral organisation.
- Q I work in Property. Can I speak to the Planning Minister about an issue that affects Tesco?**
- A** You need to consult your local Corporate Affairs team before engaging government officials and jointly agree any engagement plan. It can often be helpful for officials to hear about an issue directly from the expert at Tesco.
- Q Can I take time off work to help a local candidate campaign for a seat in Parliament?**
- A** You should discuss this request with your Personnel Manager who will explain the process for taking unpaid leave from work. Whatever the outcome, you must ensure that your political beliefs do not interfere with your work for Tesco.
- Q The mayor has asked to meet our store manager to raise a concern about the sale of alcohol. What should I do?**
- A** In order to be part of the community it is important that we are responsive to the concerns of locally-elected officials. You should discuss the proposal with your Corporate Affairs team and agree the best way to meet the mayor and hear her concerns.
- Q A local politician has asked if he can visit my store next week. Can I agree to this?**
- A** Always consult with colleagues in Corporate Affairs before agreeing to a formal visit by a politician. We will need to understand the purpose and context of any proposed visit before providing a response.



Where Can I Find Out More?

- Local Corporate Affairs Director
- Anti-Bribery policy
- Gift & Entertainment policy
- Local Legal Director

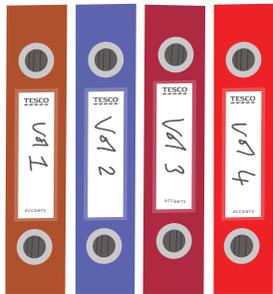
ACCURATE ACCOUNTING & MONEY LAUNDERING

Why Does It Matter?

To meet our obligations to stock markets and shareholders, all of our financial information must be reported accurately in the company's accounts. This means ensuring that income and cost data is always recorded correctly and at the right time.

At the tills, in the cash office and in our head office functions, we must all ensure that we are honest and act with integrity in recording financial and non-financial information. Local and international financial reporting rules are increasingly strict and must be followed, along with our own internal reporting policies.

And we must always remain alert to the possibility that criminals may try to use our business, including Tesco Bank, to move funds raised from criminal activity into legitimate financial systems. This is commonly known as money laundering and there are severe penalties for companies and individuals involved in money laundering or other financial crimes.



What Does It Mean For Me?

- If you are involved in recording income or costs, ensure you are aware of our Tesco Group Accounting Policies and how they apply to your role.
- Only submit financial information that is accurate and relates to the correct financial reporting period.
- Maintain appropriate records, including invoices and receipts, to support all financial information.
- Be aware of, and follow, our travel and expense policies and ensure that members of your team do the same.
- Work closely with your local Finance team and seek guidance if you are unclear about how to record income or expenditure.
- Co-operate with our internal and external auditors, providing them with the information and documents they need to audit our accounts.
- Report to your line manager, Loss Prevention and Security Director, Finance Director or your local, confidential Protector Line if you have reason to believe that inaccurate or falsified records are being kept by other employees or they are misappropriating funds.
- If you are involved in handling customer deposits, ensure that you complete regular training to maintain Anti Money Laundering awareness.
- Report all suspicions to your local Loss Prevention & Security Director.

QUESTIONS & ANSWERS

- Q** I am covering for my colleague who usually records the waste for our store. I've noticed that the figures I have recorded are much lower than normal. Is this a problem?
- A** There are lots of reasons why the waste values may be different. If you are in any way concerned that data is not being recorded in line with our policies and processes, talk to your line manager in the first instance or call Protector Line.
- Q** I have noticed a number of larger than usual transactions passing through a customer's Tesco Bank account. Should I report this?
- A** Any activity you suspect could be linked to money laundering needs to be reported straight away. There are serious consequences for failing to report money laundering concerns.
- Q** I am running a promotion in P8 and the supplier is providing £1m of funding. Can I account for the income in an earlier period since the promotion will definitely take place?
- A** According to normal accounting practice, income must be recorded in the financial period in which the activity takes place. It must be booked in P8 only. Talk to your finance manager for more information.
- Q** I am attending an all day meeting away from the office next week. Am I allowed to claim on expenses my meals during the day?
- A** You should consult your local expenses policy, which will explain what daily expenses you are permitted to claim for. Keep receipts for all expenses since you will need these in order to submit your claim.



Where Can I Find Out More?

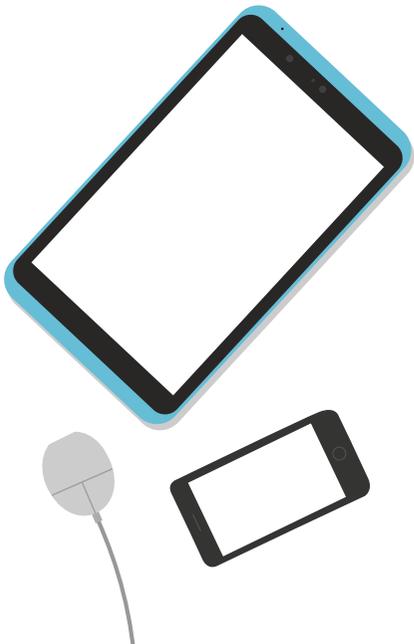
- Tesco Group Accounting policy
- Travel and Expense policies
- Fraud policy
- Local Finance or Legal Director
- Local Loss Prevention & Security Director
- Anti-Money Laundering Policy

KEEPING OUR INFORMATION SECURE

Why Does It Matter?

In a multi channel, connected world, information is key to our success. And being able to share it quickly and confidentially allows us to get products to stores on time, to analyse and respond to sales data and to keep customers updated with their delivery information.

It's important that we use information carefully and don't lose or mishandle it since Tesco information may be of real value to criminals and fraudsters. All colleagues have a responsibility to understand how to use Tesco devices and Tesco information correctly and securely, including when accessing information via personal devices or when connected to public wi-fi networks.



What Does It Mean For Me?

Using IT equipment and facilities

- Always keep your passwords secret and don't share them with colleagues or others.
- Lock your screen and any tablet devices when you leave your desk.
- Keep your mobile equipment safe and take particular care in public places.
- Don't access inappropriate material using company IT or equipment or while you are at work.
- Don't disclose information unless it is appropriate and safe to do so.
- Don't use public file sharing websites. If you need to share files with external parties, always use the Tesco SFTP secure facility.

Keep information safe

- Always use strong passwords: think of a phrase you can remember easily and use this to construct your password. Password protect highly confidential documents.
- Don't be tricked into parting with important information like passwords, PINs or bank details.
- Keep information organised, identifiable and accessible.
- Be aware of and respect any requirements about retaining or deleting information.
- Don't use personal email accounts for work matters.
- Manage sensitive data with care, keeping it protected and dispose of it securely.
- Speak up immediately if you suspect that Information Security has been breached, following the Data Security Breach Policy.

QUESTIONS & ANSWERS

- Q** I was sent an email including links that I believe may contain a virus. What should I do? What should I do if I accidentally clicked on the link?
- A** You should only open emails from known sources and never click on links or open attachments you are unfamiliar with or which seem suspicious.
- If you believe that you have infected your computer with a virus then you should contact your local Information Security Team.
- Q** I received a call from someone claiming to be a colleague working from home. They asked me to send several files to their non-work email? Can I do this?
- A** No. You must never send any information to a personal email address as it may not be secure. Our information is valuable and you should always take care and think before sending to prevent information being stolen or disclosed to unauthorised people. When sending sensitive data, you should ensure that files are password protected.
- Q** In a rush to get home I left my laptop on a train and it has not been found. What should I do?
- A** You should report the loss immediately to your line manager and contact Information Security.
- Q** How should I dispose of confidential or business sensitive information?
- A** Put it through a shredding machine or place it in a confidential waste bag/bin
- Q** My store manager is off sick and I need to access important e-mails sent to her account. What should I do?
- A** If you are concerned that you cannot access vital information in your manager's absence, contact Information Security for advice.



Where Can I Find Out More?

- Information Security policy
- Data Protection policy
- Data Security Breach policy
- Local Loss Prevention & Security Director
- Local IT Director
- Local Information Security Team

SOCIAL MEDIA & EXTERNAL COMMUNICATIONS

Why Does It Matter?

As a global multichannel retailer we champion the many advantages and opportunities that the internet presents for our business. Using social networks and online communities offers great benefits to us as individuals and as a business to communicate what we're doing, whether to colleagues, customers or other key stakeholders.

News about Tesco travels quickly and the media and our competitors constantly search the internet for information about us. If wrong or incorrect information becomes public by whatever means, it can damage our reputation, our competitiveness and the trust placed in us by our customers.



What Does It Mean For Me?

If you are representing Tesco externally or if you are communicating on social media as a Tesco colleague, you should always make sure the way you behave is respectful. Use sound judgement and common sense at all times and never make remarks or post comments, images or links that are incorrect or offensive.

Our Social Media Guidelines set out our approach to online communication and are built around four key areas:

1. Be true – Live the Values of our business and be authentic. Identify yourself as a Tesco colleague and please state that 'All views are my own' in your profile. Don't use an alias or mislead people about your connection to the company.
2. Be aware – Remember that everything you post on the internet is public and be mindful that media and competitors are watching.
3. Think – Be responsible with the content you share. Try to ensure your posts are accurate, not misleading or damaging and be careful not to reveal confidential company information.
4. Acknowledge – Respect copyright and give credit where it is due. Don't post text, images or videos that were created by someone else without crediting them.

You can watch a video and read the social media guidelines in full on OurTesco: www.ourtesco.com/socialguidelines.

QUESTIONS & ANSWERS

- Q I've seen an example of a colleague making inappropriate statements on social media – what should I do?**
- A** Check what you've seen against the Social Media guidelines. Just like in the 'real world' comments made in the virtual world should reflect our Values. If you are still concerned, please speak to your line manager or contact your local Corporate Affairs team.
- Q I see lots of interesting articles, tweets and Facebook posts about Tesco. Can I post these online externally or send them to friends and family?**
- A** Yes, but think about whether the information you are using is appropriate to share or intended for internal use only. Only share the information that is intended for the general public.
- Q My colleague has suggested celebrating a team success on Yammer and Twitter. Is this OK?**
- A** Yes, it's great to celebrate success! Before posting, though, make sure that what you're sharing is accurate and public and think about how it will be interpreted by others.
- Q The local newspaper has just called as they want to run an article on the impact of our new alcohol licence. Is it OK to speak to them?**
- A** You should refer them to the Tesco Press Office. In the first instance and agree who will speak to the local paper.
- Q I have been asked to speak publicly about Tesco. Is it OK to accept the invitation?**
- A** You should contact the Corporate Affairs team and discuss the request with them. They will be able to advise you on communicating what matters to your audience and avoiding any reputational risks.



Where Can I Find Out More?

- Social Media guidelines.
- Local Corporate Affairs team
- Local Press team

PROTECTOR LINE CONTACTS AROUND THE GROUP

| Protector Line | Email address | Telephone number |
|---------------------|---------------------------------------|----------------------|
| UK | protectorline@expolink.co.uk | 0800 374199 |
| Ireland | tescoireland@expolink.co.uk | 1800 567014 |
| Poland | blt@pl.tesco-europe.com | 0800 255 290 |
| Czech Republic | linka_ochrany@tesco-europe.com | 800 114 477 |
| Slovakia | etickalinka@tesco-europe.com | 0800 188404 |
| Hungary | hu_security@hu.tesco-europe.com | 06 20 827 1111 |
| Turkey | yardim.hatti@tescokipa.com.tr | 0800 415 4409 |
| India (Star Bazaar) | ethics.counsellor@trenthyper-tata.com | 022 6585 0020 / 6454 |
| India (HSC) | protectorline.tescohsc@expolink.co.uk | 00 0800 440 1286 |
| Thailand | protector.line@th.tesco.com | 02 797 9727 |
| Malaysia | protectorline@tipoffs.com.sg | 1800 806524 |
| South Korea | integrity@homeplus.co.kr | 080 3459 112 |
| Hong Kong | tescohelp@yahoo.com | 2312 0938 |

OTHER USEFUL CONTACTS

| Contact | Email address |
|--------------------------|---------------------------------------|
| Code of Business Conduct | business.conduct@uk.tesco.com |
| Group Legal | legalservices@uk.tesco.com |
| Competition Law | competition.law@uk.tesco.com |
| Corporate Investigations | corporate.investigations@uk.tesco.com |
| Information Security | information.security@uk.tesco.com |
| Ethical Trading | ethicalsupport@uk.tesco.com |
| GSCOP | gscop@uk.tesco.com |
| Group People Safety | health.safety@uk.tesco.com |





For queries please contact:
business.conduct@uk.tesco.com

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