

D. Report from Barclays

The Board of Directors
Tesco PLC
Tesco House, Shire Park, Kestrel Way
Welwyn Garden City
AL7 1GA

5 February 2018

Merger of Tesco PLC and Booker Group plc

We report on the Tesco Profit Forecast (the “Statement”) made by Tesco PLC (“Tesco”) and set out in Part VI (*Tesco Profit Forecast*) of the class 1 circular dated 5 February 2018 (the “Class 1 Circular”) for which the Directors of Tesco are solely responsible under Rule 28.3 of the City Code on Takeovers and Mergers (the “Code”).

We have discussed the Statement with the Tesco Directors. The Statement is subject to uncertainty as described in the Class 1 Circular and our work did not involve an independent examination of any of the financial or other information underlying the Statement.

We have relied upon the accuracy and completeness of all the financial and other information provided to us by or on behalf of Tesco, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any view as to the achievability of the Statement.

We have also reviewed the work carried out by Deloitte LLP and have discussed with them the opinion set out in Part VI (*Tesco Profit Forecast*) of the Class 1 Circular.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose. We accept no responsibility to Tesco, its shareholders or any person other than the Tesco Directors in respect of the contents of this letter. No person other than the Tesco Directors can rely on the contents of this letter, and to the fullest extent permitted by law, we exclude all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its contents or the work undertaken in connection with this letter or any of the results that can be derived from this letter or any written or oral information provided in connection with this letter, and any such liability is expressly disclaimed except to the extent that such liability cannot be excluded by law.

On the basis of the foregoing, we consider that the Statement, for which the Tesco Directors are solely responsible, has been prepared with due care and consideration.

Yours faithfully,

Barclays Bank PLC, acting through its Investment Bank