

To: The Board of Directors
Booker Group plc
Equity House
Irthlingborough Road,
Wellingborough,
Northants
NN8 1LT

Attn: Mark Chilton

5 February 2018

Dear Sirs

The recommended share and cash merger of Tesco PLC and Booker Group plc, to be implemented by way of a scheme of arrangement (the "Merger")

We refer to the scheme circular proposed to be sent on or around 5 February 2018 to Booker Group plc shareholders in relation to the Merger (the "Circular"), a draft of which is attached hereto and initialled for identification purposes.

We hereby confirm that we have given and not withdrawn our consent to, and authorised, the inclusion in the Circular of: (i) the Barclays reports on the QFBS and Tesco Profit Forecast; and (ii) the references to our name in the form and context in which they appear.

This letter is for your information only and should not be relied upon by any other person.

Yours faithfully,

Osman Akkaya

Name: *Osman Akkaya*

For and on behalf of Barclays Bank PLC, acting through its Investment Bank