

ROBEY WARSHAW

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

5 February 2018

Dear Sirs

Proposed acquisition by Tesco PLC (the “Company”) of Booker Group plc (“Booker”), to be implemented by way of a Scheme of Arrangement (the “Transaction”)

We refer to the class 1 circular and notice of general meeting (the “**Circular**”) proposed to be issued on or around 5 February 2018 in relation to the Transaction.

We hereby confirm that we have given and not withdrawn our consent to the publication of the Circular with the inclusion of the references to our name in the form and context in which they appear.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 sincerely

Robey Warshaw LLP

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