

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the UK, is authorised pursuant to the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the UK.

This document should be read in conjunction with the scheme document dated 5 February 2018 (the "**Scheme Document**"). Unless the context otherwise requires, the definitions in the Scheme Document also apply to this Form of Election. Please read carefully the terms of the Merger, as set out in the Scheme Document, which are incorporated in, and form part of, this Form of Election. Further details are set out in the Scheme Document including in particular in paragraph 4 of Part II and in Part VII.

The conditions to the implementation of the Merger, as set out in Part III of the Scheme Document, are deemed to be incorporated herein.

If you have sold or otherwise transferred all of your holding of Booker Shares (as defined below), you should send the Scheme Document, but not this personalised Form of Election, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred part of your holding of Booker Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This Form of Election is personalised. If you have recently bought shares in Booker (as defined below) ("**Booker Shares**") and, notwithstanding the instructions set out above, you receive this Form of Election from the transferor of such shares, you should note that, unless you are intending to make an Election under the Mix and Match Facility in respect of all of your Booker Shares (including those acquired), it cannot be used for the purpose of making an Election under the Mix and Match Facility in respect of the acquired Booker Shares. Please contact the Receiving Agent, Computershare Investor Services PLC ("**Computershare**"), on the telephone number below to obtain a replacement Form of Election.

The ability of Booker Scheme Shareholders to participate in the Mix and Match Facility may be restricted by the laws of the jurisdiction in which such shareholders are located. Persons with a registered address in, or who are a citizen, resident or national of a Restricted Jurisdiction ("**Restricted Overseas Shareholders**") shall not be entitled to make an Election. If you are in any doubt as to your eligibility to make an Election you should seek your own personal financial advice immediately. Overseas Shareholders should read paragraph 20 of Part II of the Scheme Document.

The distribution of this document in jurisdictions other than the UK may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

FORM OF ELECTION FOR THE MIX AND MATCH FACILITY

in respect of the recommended share and cash merger of

**TESCO PLC
and
BOOKER GROUP PLC**

**to be effected by means of a
scheme of arrangement
under Part 26 of the Companies Act 2006
and the steps contemplated by such scheme**

**Completed and valid Forms of Election must be received by 1.00 p.m. on 1 March 2018
(or by such later time and/or date (if any) as may be agreed and announced by Booker Group plc ("**Booker**") and
Tesco PLC ("**Tesco**") through a Regulatory Information Service)**

IF YOU WISH TO RECEIVE THE OFFER OF 0.861 NEW TESCO SHARES AND 42.6 PENCE IN CASH FOR EACH BOOKER SHARE (THE "BASIC OFFER**")
YOU NEED TAKE NO ACTION AND YOU SHOULD NOT COMPLETE THIS FORM.**

ACTION TO BE TAKEN

- Before completing this Form of Election, read carefully Part VII of the Scheme Document entitled "Notes for Making Elections under the Mix and Match Facility".
- If you hold your Booker Shares in certificated form (that is, not in CREST) and you wish to make an Election, please:
 - read the instructions set out on pages 2 and 4 of this Form of Election;
 - complete and sign page 3 of this Form of Election; and
 - return this Form of Election to Computershare Investor Services PLC, either by using the pre-paid envelope provided, to Computershare, Corporate Actions Projects, BS99 6AH, or by hand, during normal business hours, to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE by 1.00 p.m. on 1 March 2018 (or by such later time and/or date (if any) as may be agreed and announced by Booker and Tesco through a Regulatory Information Service).
- If you hold Booker Shares jointly with others, you must arrange for all of your co-holders to sign this Form of Election.
- If you hold your Booker Shares in uncertificated form (that is, in CREST) and you wish to make an Election, you should not complete this Form of Election but instead you must submit your election electronically by taking (or procuring to be taken) the actions set out in Part VII of the Scheme Document.
- If you hold Booker Shares in both certificated and uncertificated form and you wish to make an Election in respect of both such holdings, you must make a separate election in respect of each holding.
- If you are an Overseas Shareholder or hold Booker Shares on behalf of an Overseas Shareholder, you should inform yourself about and observe any applicable legal or regulatory requirements in the jurisdiction in which you or the Booker Shareholder(s) on whose behalf you hold Booker Shares are located. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory. The Mix and Match Facility will not be available to Restricted Overseas Shareholders.
- A Form of Election which is received in an envelope post-marked in any jurisdiction where Booker and Tesco in their discretion have determined that the Mix and Match Facility may be in breach of the relevant laws of that jurisdiction (or otherwise appearing to Tesco and Booker or their agents to have been sent from any of those jurisdictions), may be rejected as an invalid Election and the holder of the Booker Shares purporting to make such election shall not, for these purposes, be entitled to receive any variation of Consideration under the Mix and Match Facility and instead will be deemed to have elected for the Basic Offer only.
- If any Form of Election, or electronic instruction in respect of an Election, is received after 1.00 p.m. on 1 March 2018 (or after such later time and/or date (if any) as may be agreed and announced by Tesco and Booker through a Regulatory Information Service) or is received before such time and date but is not valid or complete in all respects at such time and date, such Election shall, for all purposes, be void (unless Tesco and Booker in their absolute discretion, elect to treat as valid, in whole or in part, any such Election) and the holder of the Booker Shares purporting to make such an Election shall not, for these purposes, be entitled to receive any variation of Consideration under the Mix and Match Facility and instead will be deemed to have elected for the Basic Offer only.
- Without prejudice to any other provision of this Form of Election or Part VII of the Scheme Document or otherwise, Tesco and Booker reserve the right (subject to the terms of the Merger and the provisions of the Takeover Code) to treat as valid in whole or in part any Election which is not entirely in order.

Helpline

If you are in any doubt as to how to complete this Form of Election, or if you require an additional Form of Election, please telephone Computershare between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays) on +44 (0) 370 889 3230. Calls will be charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that the helpline operators cannot provide advice on the merits of the Scheme or the Merger or give any financial, legal, investment or tax advice. The Receiving Agent's address is Computershare, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

DO NOT DETACH ANY PART OF THIS FORM OF ELECTION

HOW TO COMPLETE THIS FORM

Please follow these instructions when completing the form on page 3.

IF YOU WISH TO RECEIVE THE BASIC OFFER, YOU NEED TAKE NO ACTION AND YOU SHOULD NOT COMPLETE THIS FORM.

This Form of Election should only be returned if you wish to make an election under the Mix and Match Facility.

1**REGISTERED SHAREHOLDER DETAILS**

If the name or address details shown on this Form of Election are incorrect please add the correct details in BLOCK CAPITALS in Box 4 on page 3.

2**THE MIX AND MATCH FACILITY**

The Mix and Match Facility gives you the opportunity to vary the proportions in which you receive the consideration in respect of your holding of Booker Shares under the Merger. To make an election under the Mix and Match Facility in respect of your Booker Shares in certificated form you will need to complete either or both of Boxes 1 and/or 2 (as applicable).

To elect for more cash instead of New Tesco Shares to which you are entitled under the Basic Offer, you should insert in Box 1 the number of Booker Shares in respect of which you wish to receive cash only rather than New Tesco Shares and cash.

To elect for more New Tesco Shares instead of cash to which you are entitled under the Basic Offer, you should insert in Box 2 the number of Booker Shares in respect of which you wish to receive New Tesco Shares only rather than cash and New Tesco Shares.

If the sum of the numbers in Box 1 and Box 2 is less than your holding of Booker Shares immediately prior to the Scheme Record Time you will be entitled to receive the Basic Offer in respect of the shortfall.

If you insert a number in Box 1 or Box 2 which when added to the number in Box 2 or Box 1 (as applicable) exceeds the maximum number of Booker Shares you hold, your election will be invalid.

Elections will only be accepted in respect of whole numbers of Booker Shares. Any Election which is made in respect of a number of Booker Shares which is not a whole number shall be deemed to be made in respect of the nearest whole number of Booker Shares when rounded down.

If your election under the Mix and Match Facility is invalid for any reason, you will receive your entitlement under the Basic Offer as if you had not made an Election. If you do not insert anything in Box 1 or Box 2, your election will be invalid.

Elections will be satisfied only to the extent that other Booker Shareholders make equal and opposite Elections. To the extent that Elections cannot be satisfied in full, they will be scaled down on a pro rata basis. As a result, Booker Shareholders who elect to receive additional cash consideration or additional New Tesco Shares under the Mix and Match Facility will not necessarily know the exact amount of cash consideration or number of New Tesco Shares they are entitled to receive until settlement of the Consideration under the Merger.

Minor adjustments to the entitlements of Booker Shareholders pursuant to Elections made under the Scheme may be made by Equiniti Limited, under instruction from Booker and Tesco, on a basis that Booker and Tesco consider to be fair and reasonable to the extent necessary to satisfy all entitlements pursuant to Elections under the Scheme as nearly as may be practicable. Such adjustments will be final and binding on Booker Shareholders.

3**SIGNATURES**

All Booker Shareholders who are individuals should sign and date this Form of Election in the presence of an independent witness who should sign this Form of Election (copies will not be accepted) and insert their name and address. The independent witness must be at least 18 years of age and must not be a joint holder of your Booker Shares. If this Form of Election is not signed by the registered and/or beneficial holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Election. The person signing this Form of Election should provide evidence of his authority. If this Form of Election is signed under a power of attorney place a cross in the appropriate box and the original power of attorney (or a duly certified copy) should accompany this Form of Election.

This Form of Election shall form a binding legal contract when executed by you (or whoever signs on your behalf) and any joint holders.

A company may execute this Form of Election under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, this Form of Election may be executed on behalf of a company by two authorised signatories or a director of the company in the presence of a witness who attests the signature.

A company incorporated outside England and Wales may sign in accordance with the provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009. In all cases, the name of the company must be inserted above the signatures.

In all cases, the name of the company must be inserted above the signatures. If this Form of Election is signed under a power of attorney, place a cross in the appropriate box and the original power of attorney (or a duly certified copy) should accompany this Form of Election.

4**ALTERNATIVE ADDRESS**

If you wish to notify Computershare of a change of address or wish the Consideration and/or any return documents to be sent to someone other than the sole or first named registered holder at the address set out at the top of page 3, insert in Box 4 in BLOCK CAPITALS your new address or the name and address of the person or agent (e.g. your bank) in the UK to whom you wish the Consideration or return documents to be sent. The address you insert must not be in a Restricted Jurisdiction. Consideration and documents will be dispatched at the risk of the person entitled thereto.

5**CONTACT DETAILS**

Please insert in Box 5 a telephone number that you can be contacted on during normal working hours in the event of any questions arising from the completion of this Form of Election.

PLEASE COMPLETE AS EXPLAINED ON PAGES 2 AND 4

IF YOU WISH TO RECEIVE THE BASIC OFFER, YOU NEED TAKE NO ACTION AND YOU SHOULD NOT COMPLETE THIS FORM.

BOX A
For information only this is the number of Booker Shares held by you as at close of business on 31 January 2018:
SRN:

1	<p>TO ELECT UNDER THE MIX AND MATCH FACILITY TO RECEIVE MORE CASH</p> <p>Complete BOX 1, and if appropriate, BOXES 2, 4 and/or 5, and then sign BOX 3 as explained on pages 2 and 4. The number in BOX 1 when added to any number inserted in BOX 2 must not exceed the number of Booker Shares you will hold at the Scheme Record Time.</p>	Box 1
		<p>Insert "ALL" or the number of your Booker Shares in respect of which you wish to elect to receive cash only instead of New Tesco Shares and cash:</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>

2	<p>TO ELECT UNDER THE MIX AND MATCH FACILITY TO RECEIVE MORE NEW TESCO SHARES</p> <p>Complete BOX 2, and if appropriate, BOXES 1, 4 and/or 5, and then sign BOX 3 as explained on pages 2 and 4. The number in BOX 2 when added to any number inserted in BOX 1 must not exceed the number of Booker Shares you will hold at the Scheme Record Time.</p>	Box 2
		<p>Insert "ALL" or the number of your Booker Shares in respect of which you wish to elect to receive New Tesco Shares only instead of cash and New Tesco Shares:</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>

3	<p>SIGNATURE CONFIRMING YOUR ELECTIONS</p> <p>By signing and returning this Form of Election, you are deemed to give the representation set out in Part VII of the Scheme Document.</p> <p>Individuals</p>																											
	<table border="1" style="width: 100%;"> <tr> <td>Executed and delivered as a deed by:</td> <td colspan="2">Witnessed by: see Note 3 on page 2 for details as to who may act as a witness</td> </tr> <tr> <td>1.</td> <td>1. Name</td> <td>Address</td> </tr> <tr> <td>Date</td> <td>Signature</td> <td>.....</td> </tr> <tr> <td>2.</td> <td>2. Name</td> <td>Address</td> </tr> <tr> <td>Date</td> <td>Signature</td> <td>.....</td> </tr> <tr> <td>3.</td> <td>3. Name</td> <td>Address</td> </tr> <tr> <td>Date</td> <td>Signature</td> <td>.....</td> </tr> <tr> <td>4.</td> <td>4. Name</td> <td>Address</td> </tr> <tr> <td>Date</td> <td>Signature</td> <td>.....</td> </tr> </table>	Executed and delivered as a deed by:	Witnessed by: see Note 3 on page 2 for details as to who may act as a witness		1.	1. Name	Address	Date	Signature	2.	2. Name	Address	Date	Signature	3.	3. Name	Address	Date	Signature	4.	4. Name	Address	Date	Signature
Executed and delivered as a deed by:	Witnessed by: see Note 3 on page 2 for details as to who may act as a witness																											
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Date	Signature																										
3.	3. Name	Address																										
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4.	4. Name	Address																										
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Note: All Booker Shareholders who are individuals should sign and date this Form of Election in accordance with the instructions on pages 2 and 4 of this Form of Election. **Signing under Power of Attorney.** If you are signing under power of attorney, please place a cross in the box and attach the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971).

<p>Companies</p> <p>Executed and delivered as a deed by:</p> <p>Name of Company</p> <p>.....</p> <p>Date</p>	<p>Signature of Director</p> <p>AND EITHER</p> <p>Signature of second Director or Secretary</p> <p>OR</p> <p>Witnessed by: see Note 3 on page 2 for details as to who may act as a witness</p> <p>Name</p> <p>Address</p> <p>Signature</p>	<p>Name of Director</p> <p>Name of second Director or Secretary</p> <p>.....</p> <p>.....</p>
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Note: All Booker Shareholders which are companies should sign and date this Form of Election in accordance with the instructions on pages 2 and 4 of this Form of Election. **Signing under Power of Attorney.** If you are signing under power of attorney, please place a cross in the box and attach the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971).

4	<p>CHANGE OF ADDRESS OR ALTERNATIVE ADDRESS FOR CONSIDERATION (TO BE COMPLETED IN BLOCK CAPITALS)</p> <p>Address in the UK to which Consideration and/or documents is/are to be sent instead of the address at the top of this form. If you would like the Consideration and/or any return documents sent to an alternative address to that shown at the top of this Form of Election, insert the relevant address details in BOX 4. Note that any new or alternative address must not be in a Restricted Jurisdiction.</p>	Box 4
		<p>Name</p> <p>Address</p> <p>.....</p> <p>Post Code</p>

5	<p>CONTACT DETAILS</p> <p>Telephone number that you can be contacted on during normal working hours (including area code) in the event of a query arising from the completion of this Form of Election</p>	Box 5
		<div style="border: 1px solid black; height: 20px; width: 100%;"></div>

**NOTES REGARDING THE COMPLETION AND
LODGING OF THIS FORM OF ELECTION**

In order to be valid, this Form of Election must (except as described below and on page 2 above) be signed personally by the registered Booker Shareholder or by all the joint registered Booker Shareholders. If any such Booker Shareholder is a corporation, see note (1) below and the instructions on page 2.

(1) If the registered Booker Shareholder is a corporation

Person(s) authorised to sign on behalf of a company incorporated in England and Wales may sign this Form of Election on behalf of the company. Person(s) authorised by a company incorporated outside England and Wales may sign this Form of Election in accordance with the laws of the territory in which the relevant company is incorporated.

(2) If a registered Booker Shareholder is away from home (e.g. abroad or on holiday)

Send this Form of Election by the quickest means (e.g. airmail) to the Booker Shareholder for execution (but not into a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the relevant laws of that jurisdiction) or, if he/she has executed a power of attorney, have this Form of Election signed by the attorney. In the latter case, you should follow the instructions in note (5) below.

(3) If the sole registered Booker Shareholder has died

If probate or letters of administration has/have been registered with Booker, this Form of Election must be signed by the personal representative(s) of the deceased and returned to Computershare Investor Services PLC, either by using the pre-paid envelope provided, to Computershare, Corporate Actions Projects, BS99 6AH, or by hand, during normal business hours, to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE. If probate or letters of administration has/have not been registered with Booker the personal representative(s) should sign this Form of Election and forward it to Computershare together with evidence of that personal representative's authority to sign (namely the sealed office copy grant of probate or letters of administration) by 1.00 p.m. on 1 March 2018 (or by such later time and/or date (if any) as may be agreed and announced by Booker and Tesco through a Regulatory Information Service). However, once obtained, the grant of probate or letters of administration must be lodged before the Consideration due under the Merger can be forwarded to the personal representative.

(4) If one of the registered Booker Shareholders in a joint account has died

The surviving registered Booker Shareholder(s) should complete this Form of Election and return it to Computershare accompanied by a copy of the death certificate of the deceased Booker Shareholder.

(5) If this Form of Election is signed under a power of attorney

The completed Form of Election should be returned to Computershare Investor Services PLC, either by using the pre-paid envelope provided, to Computershare, Corporate Actions Projects, BS99 6AH, or by hand, during normal business hours, to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, accompanied by the original power of attorney (or a duly certified copy, as provided in the Powers of Attorney Act 1971) by 1.00 p.m. on 1 March 2018 (or by such later time and/or date (if any) as may be agreed and announced by Booker and Tesco through a Regulatory Information Service). The power of attorney will be noted and returned. No other signatures will be accepted.

(6) If the registered Booker Shareholder does not return this Form of Election

If the registered Booker Shareholder does not return this Form of Election to Computershare Investor Services PLC, either by using the pre-paid envelope provided, to Computershare, Corporate Actions Projects, BS99 6AH, or by hand, during normal business hours, to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE by 1.00 p.m. on 1 March 2018 (or by such later time and/or date (if any) as may be agreed and announced by Booker and Tesco through a Regulatory Information Service), or does not make or is not deemed to have made a valid election using this Form of Election, he/she will be deemed to have elected for the Basic Offer only.

(7) Number of Booker Shares held by you at the Scheme Record Time

Box A shows the number of Booker Shares held by you at close of business on 31 January 2018 (for information purposes only). If you do not buy, sell or transfer any Booker Shares between that date and 6.00 p.m. on 2 March 2018 (the "**Scheme Record Time**") then this number will be the number of Booker Shares you will hold or will be held on behalf of you immediately prior to the Scheme Record Time and for which you may make an Election. If you do buy, sell or transfer any Booker Shares you should take care to ensure that your Election is in respect of the number of Booker Shares that will be registered in your name(s) immediately prior to the Scheme Record Time.

(8) Overseas Shareholders

The attention of Overseas Shareholders is drawn to paragraph 20 of Part II of the Scheme Document. Booker Shareholders who are resident in, or citizens or nationals of, jurisdictions outside the UK should consult their professional adviser to ascertain whether the Scheme will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdictions in which they are resident. The Mix and Match Facility will not be available to Restricted Overseas Shareholders.

In addition, the distribution of this Form of Election or the Scheme Document in certain jurisdictions may be restricted by law. Persons into whose possession this Form of Election or the Scheme Document comes should inform themselves about and observe any legal requirements applicable to their relevant jurisdiction.

If you have returned a Form of Election and subsequently wish to withdraw or amend that Election, please contact Computershare Investor Services PLC in writing by no later than 1.00 p.m. on 1 March 2018, (or by such later time and/or date (if any) as may be agreed and announced by Booker and Tesco through a Regulatory Information Service). Please clearly specify whether you would like to withdraw or amend the Election that you have made and ensure that your request contains an original signature. Any written requests of this nature should be sent to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

<p>IF YOU WISH TO RECEIVE THE BASIC OFFER AND DO NOT WISH TO MAKE AN ELECTION UNDER THE MIX AND MATCH FACILITY, DO NOT RETURN THIS FORM</p>
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DO NOT DETACH ANY PART OF THIS FORM OF ELECTION