



5 February, 2018

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

Tesco PLC (“Tesco” or the “Company”)

Proposed issue of up to 1,590,000,000 new ordinary shares in Tesco PLC in connection with its proposed merger with Booker Group plc and application for admission of up to 1,590,000,000 new ordinary shares in Tesco PLC to the premium listing segment of the UK Official List and to trading on the London Stock Exchange and to the secondary listing segment of the Irish Official List and to trading on the Irish Stock Exchange

And

**Recommended share and cash merger of Tesco and Booker
Circular to Tesco Shareholders and Notice of the Tesco General Meeting**

Dear Sirs,

We refer to the documents dated 5 February, 2018 issued by the Company in connection with the above transaction, such documents comprising a prospectus (“the Prospectus”) and a circular convening a general meeting of the Company (“the Circular”).

We hereby give our consent to the inclusion in the Prospectus and the Circular of our name, and references thereto in the form and context in which they appear.

Yours faithfully,

A handwritten signature in blue ink that reads "Brian Garrahy".

Brian Garrahy
J&E Davy