

# Corporate governance report continued

## Board of Directors.



**John Allan CBE**  
 Non-executive Chairman (N) (R) (C)  
 Appointed 1 March 2015  
 Tenure 3 years  
 Board meeting attendance 6/6

### Skills and experience

John has significant board, retail and financial experience gained from both the commercial and financial sectors. He was CEO of Exel PLC and when it was acquired by Deutsche Post in 2005 he joined the board of Deutsche Post, becoming CFO in 2007 until his retirement in 2009. John was Chairman of Dixons Retail plc during its turnaround period, and following its merger with Carphone Warehouse was Deputy Chairman and Senior Independent Director of Dixons Carphone until 2015. He was also previously a non-executive director of Worldpay Group PLC, National Grid plc, the UK Home Office Supervisory Board, 3i plc, PHS Group plc, Connell plc, Royal Mail plc, Wolseley plc and Hamleys plc.

### External appointments

- Chairman of Barratt Developments PLC;
- Chairman of London First; and
- Vice President of the Confederation of British Industry.



**Mark Armour**  
 Independent Non-executive Director (A) (V)  
 Appointed 2 September 2013  
 Tenure 4.5 years  
 Board meeting attendance 6/6

### Skills and experience

Mark has significant strategic planning and financial expertise, as well as experience of executive leadership. He was CFO of Reed Elsevier Group plc (now RELX Group plc) and its two parent companies, Reed Elsevier PLC and Reed Elsevier NV, from 1996 to 2012. This role has provided him with considerable experience of digital business transition and operating in a multi-channel environment. Prior to joining Reed Elsevier, he was a partner at Price Waterhouse in London. He was previously a non-executive director and chair of the audit committee of SABMiller PLC.

### External appointments

- Non-executive director of the Financial Reporting Council; and
- Member of the Takeover Panel (from 1 May 2018).



**Stewart Gilliland**  
 Independent Non-executive Director (V)  
 Appointed 5 March 2018

### Skills and experience

Stewart has significant business and management experience in international markets, specifically those in Europe, having previously held roles with leading consumer-facing companies, including Whitbread and Interbrew. He held the position of Chief Executive of Muller Dairies UK and Ireland until 2010. Prior to joining Tesco, he was Chairman of Booker Group plc.

### External appointments

- Senior Independent Director of Mitchells & Butlers plc;
- Non-executive director of C&C Group plc;
- Non-executive director of Curious Drinks Ltd; and
- Director of Nature's Way Foods Ltd.



**Steve Golsby**  
 Independent Non-executive Director (R) (C) (V)  
 Appointed 1 October 2016  
 Tenure 1.5 years  
 Board meeting attendance 6/6

### Skills and experience

Steve has a wealth of knowledge of operating internationally, specifically significant leadership experience in Asia. He has a strong background in consumer marketing and held senior executive positions with Bristol Myers Squibb and Unilever, before being appointed President of Mead Johnson Nutrition, a leading global infant nutrition company, in 2004. He was President and CEO from 2008 to 2013 and a non-executive director from 2013 to 2017. He was also previously a non-executive director of Beam Inc.

### External appointments

- Non-executive director of RMA Group;
- Advisor to Thai Union Group PLC, a global leader in the seafood industry; and
- Honorary Investment Advisor to the Thailand Board of Investment.



**Byron Grote**  
 Independent Non-executive Director (N) (A) (R) (V)  
 Appointed 1 May 2015  
 Tenure 3 years  
 Board meeting attendance 6/6

### Skills and experience

Byron brings broad financial and international experience to the Board, having worked across BP PLC in a variety of commercial, operational and executive roles covering numerous geographies. Byron's strategic focus and financial experience complements the balance of skills on the Board and makes him ideal for the role of Chair of the Audit Committee. He served on the BP PLC board from 2000 until 2013 and was BP's CFO during much of that period. He was previously a non-executive director of Unilever PLC.

### External appointments

- Vice Chairman of the Supervisory Board of Akzo Nobel NV;
- Non-executive director of Anglo American PLC; and
- Non-executive director of Standard Chartered PLC.



**Dave Lewis**  
 Group Chief Executive  
 Appointed 1 September 2014  
 Tenure 3.5 years  
 Board meeting attendance 6/6

### Skills and experience

Dave has significant experience in brand marketing, customer management and general management. Prior to joining Tesco, he worked for Unilever for nearly 30 years in a variety of different roles across Europe, Asia and the Americas. He has experience across many sectors in the UK and overseas, and has been responsible for a number of business turnarounds. He was previously a non-executive director of Sky PLC.

### External appointments

- Member of the Governance Committee of the Consumer Goods Forum; and
- Chair of Champions 12.3, a UN programme seeking to add momentum to the achievement of the UN Sustainable Development Target 12.3 by 2030.



**Mikael Olsson**  
 Independent Non-executive Director (R) (C) (V)  
 Appointed 1 November 2014  
 Tenure 3.5 years  
 Board meeting attendance 6/6

### Skills and experience

Mikael joined the Tesco Board after an extensive career at IKEA Group, holding a variety of senior roles including being a member of the executive committee from 1995 until 2013 and holding the position of CEO and President from 2009 until 2013. He brings a wealth of retail and value chain experience as well as knowledge of sustainability, people and strategy in an international environment.

He was previously a non-executive director and vice chairman of Volvo Cars AB.

#### External appointments

- Non-executive director of Ikano S.A.;
- Non-executive director of Lindengruppen AB;
- Non-executive director of The Royal Schiphol Group; and
- Member of the Nominations Committee of Volvo Cars AB.



#### Deanna Oppenheimer

Senior Independent Director (N) (R) (C) (✓)

Appointed 1 March 2012

Tenure 6 years

Board meeting attendance 6/6

#### Skills and experience

Deanna has significant marketing, brand management and consumer knowledge and experience, bringing a broad perspective to the Board. She held several senior roles at Barclays plc, including Chief Executive of UK Retail and Business Banking and Vice Chair of Global Retail Banking. Deanna was appointed as Chair of Hargreaves Lansdown plc in February 2018. She is also currently a non-executive director of the US fresh-prepared food company, Joshua Green Corporation and is the founder of advisory firm, CameoWorks LLC, which provides bespoke support to early stage companies. Deanna was previously a non-executive director of NCR Corporation and Worldpay, Inc. Her extensive board, investor and commercial experience makes her a strong Senior Independent Director and Chair of the Remuneration Committee.

#### External appointments

- Chair of Hargreaves Lansdown plc;
- Non-executive director of AXA Group;
- Non-executive director of Whitbread PLC;
- Non-executive director of Joshua Green Corp;
- Founder of consumer-focused boutique advisory firm, CameoWorks LLC; and
- Senior advisor to Bain & Company.



#### Simon Patterson

Independent Non-executive Director (A) (✓)

Appointed 1 April 2016

Tenure 2 years

Board meeting attendance 6/6

#### Skills and experience

Simon has extensive knowledge of and years of experience in finance, technology and global operations gained in various management and leadership roles. He was a member of the founding management team of the logistics software company Global Freight Exchange and has worked at the Financial Times and McKinsey & Company. He has previously served on the boards of Skype, MultiPlan, Cegid Group, Intelsat, Gerson Lehrman Group and N Brown Group.

#### External appointments

- Managing Director of Silver Lake Partners, a leading global technology investment firm;
- Board member of Dell and FlixBus;
- Trustee of the Natural History Museum; and
- Trustee of the Royal Foundation of the Duke and Duchess of Cambridge and Prince Harry.



#### Alison Platt

Independent Non-executive Director (R) (✓)

Appointed 1 April 2016

Tenure 2 years

Board meeting attendance 6/6

#### Skills and experience

Alison has extensive experience of the property sector and customer service delivery through her role as Chief Executive of Countrywide plc, which she held until January 2018. She also has significant business-to-business and international commercial experience, having held a number of senior positions at Bupa. Alison's experience as a CEO enables her to provide challenge and advice to the Board across a range of issues. Alison was previously Chair of Opportunity Now, which seeks to accelerate change for women in the workplace, as well as a non-executive director of the Foreign & Commonwealth Office and Cable & Wireless Communications PLC.



#### Lindsey Pownall OBE

Independent Non-executive Director (C) (✓)

Appointed 1 April 2016

Tenure 2 years

Board meeting attendance 6/6

#### Skills and experience

Lindsey has substantial experience in food, grocery and retail brand development, having enjoyed a career of over 20 years at Samworth Brothers, the leading UK supplier of premium quality chilled and ambient foods. She joined the Samworth Board in 2001 and served as Chief Executive between 2011 and 2015. Lindsey is a passionate advocate of supplier relationships, customers, colleagues and sustainability which directly support Tesco's strategy and her role as Chair of the Corporate Responsibility Committee.

#### External appointments

- Non-executive director of Meadow Foods Limited;
- Non-executive director of Story Contracting Limited; and
- Non-executive director of Story Homes Limited.



#### Alan Stewart

Chief Financial Officer

Appointed 23 September 2014

Tenure 3.5 years

Board meeting attendance 6/6

#### Skills and experience

Alan brings to the Board significant corporate finance and accounting experience from a variety of highly competitive industries, including retail, banking and travel, as well as executive leadership experience within a listed company environment. Prior to joining Tesco, he was UK CEO and CFO of Thomas Cook Holdings, Group Finance Director of WHSmith plc and CFO for AWAS and Marks & Spencer plc. He was previously a non-executive director of Games Workshop Group plc.

#### External appointments

- Non-executive director of Diageo plc;
- Non-executive director of Tesco Bank;
- Member of the Advisory Board, Chartered Institute of Management Accountants; and
- Member of the Main Committee and Chairman of the Pension Committee of the 100 Group of Finance Directors.



#### Charles Wilson

CEO, UK & ROI

Appointed 5 March 2018

#### Skills and experience

Charles started his career in 1986 with Procter & Gamble following which he was a consultant with OC&C Strategy Consultants and a director of Abberton Associates. In 1998 he became an executive director of Booker Group plc which merged with Iceland plc in 2000. In 2001 he became an executive director of Arcadia Group plc and in 2004 he became an executive director of Marks & Spencer plc. In 2005 he was appointed as Chief Executive of Booker Group plc.

#### Committee membership (at 10 April 2018)

- (N) Nominations and Governance Committee
- (A) Audit Committee
- (R) Remuneration Committee
- (C) Corporate Responsibility Committee
- (●) Chair of Committee
- (✓) Independent Board member