



Notice of Tesco PLC Annual General Meeting 2012

11.00 a.m. on 29 June 2012
City Hall
Cathays Park
Cardiff CF10 3ND

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt as to what action to take in relation to the AGM, you should consult appropriate independent advisers. If you have already sold or otherwise transferred all of your shares in Tesco PLC, you should immediately send this document together with the accompanying documents to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Tesco PLC
Company Number 445790
Registered in England and Wales
Registered Office: Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL

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* Special resolution – requires the support of not less than 75% of the votes cast for the resolution to be carried

Shareholder Information

Our website (www.tescopl.com) contains copies of all corporate reports and other information, including that required by section 311A of the Companies Act 2006, which you can view or download at any time.

If you have a specific question you can write to us at our registered address and we will be pleased to respond.

Equiniti Limited maintains the Company's share register. If you have any enquiries about the AGM or about your shareholding, you can contact Equiniti Limited:

Tesco Shareholder Helpline: 0871 384 2977† From outside the UK: +44 121 415 7053

Lines are open 8.30am to 5.30pm, Monday to Friday.

†Calls to this number are charged at 8p per minute from a BT landline. Charges from other telephony providers may vary.

Letter from the Chairman

Dear Shareholder

I take pleasure in sending you the Notice of this year's Annual General Meeting (the "AGM") for shareholders of Tesco PLC (the "Company" or "Tesco"), which will be held at City Hall, Cathays Park, Cardiff CF10 3ND at 11.00 a.m. on Friday 29 June 2012. The formal business of the AGM is set out on pages 6 to 9 of this document, together with explanatory notes on each resolution to be considered at the AGM.

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. We will be holding the meeting in Cardiff this year after holding it in Nottingham last year and in London the year before. Holding AGMs at different locations forms part of our plan to meet as many shareholders as possible and recognises the fact that our shareholders, like our customers, are based all over the UK. We are keen for the venue to be easily accessible for as many of our shareholders as possible and have listened to the views of a number of shareholders in choosing the location of this year's AGM.

We recognise nonetheless that many shareholders are unable to attend the meeting in person, so, as in previous years, all resolutions will be decided on a poll. We will be using an electronic polling system. Details of the procedure can be found on page 4 of this document.

Final dividend

Shareholders are being asked to approve a final dividend of 10.13 pence per Ordinary Share for the year ended 25 February 2012. If you approve the recommended final dividend, this will be paid on 6 July 2012 to all shareholders on the register of members at the close of business on 27 April 2012.

The Board

Three directors have left office since the last AGM: your previous Chairman, Sir David Reid, David Potts and Richard Brasher. On behalf of the Board, I would like to thank each of them for the valuable contributions they have made to Tesco, and we wish them the best for the future.

As previously announced, Andrew Higginson will be retiring from the Board on 1 September 2012, until which time the Company will continue to benefit from Andrew's experience and knowledge.

Deanna Oppenheimer and I have both joined the Board since last year's AGM. In accordance with the Company's Articles of Association, we will each retire from office and offer ourselves for re-appointment at this year's AGM. All our other directors will be standing for re-election at this year's AGM in accordance with the provisions of the UK Corporate Governance Code.

Website

The Annual Report and Financial Statements 2012 and the Annual Review and Summary Financial Statement 2012 are available on our website www.tescopl.com

If at any time you would like to change your preference on how you receive documents, please contact Equiniti. Equiniti's contact details are set out on page 1 of this document.

The AGM

To help you with questions that you have about Tesco, customer and shareholder enquiries desks will be open before and after the meeting. Please make full use of these services. We are keen to hear and discuss our shareholders' views and there will also be an opportunity for you to ask questions in the meeting itself. If you wish to ask a question, please register your question at the Question Registration Point before the start of the meeting. I would ask you to keep your questions brief to allow everyone who wishes to speak the chance to do so.

Your participation in this annual event is important to us. Details of how to get to the venue are set out on page 3 of this document. Even if you are not able to come to the meeting in person you can still vote and I would urge you, regardless of the number of shares you own, to complete, sign and return your Proxy Form to Equiniti.

Alternatively, shareholders may register their proxy appointment and voting instructions electronically via the internet - please see page 5 of this document and your Proxy Form for details.

I look forward to seeing you at the AGM and thank you for your continued support.



Sir Richard Broadbent
Chairman
9 May 2012

General Information

Notice and admission

This Notice is being sent to all members, to any person nominated by a member of the Company under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights, the directors and the Company's auditors. Members will find an admission card, a Proxy Form and a reply paid envelope enclosed with this Notice. If you are attending the meeting you should bring your admission card with you.

Proxies

Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. You can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by you. Details of how to appoint the Chairman or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. Appointing a proxy does not preclude you from attending the meeting and voting in person.

Nominated persons

The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered holder of the Ordinary Shares as to the exercise of voting rights.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

Audit concerns

Shareholders meeting the threshold requirements set out in section 527 of the Act have the right to require the Company to publish a statement on its website in relation to the audit of the Company's accounts that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the previous AGM. The Company may not charge the requesting shareholders for website publication of such a statement. The Company must also forward the statement to the auditors not later than the time when it publishes the statement on the website. The business which may be dealt with at the AGM includes any website statement relating to audit concerns.

Shareholder scams

Some shareholders are targeted by "investment specialists" concerning investment matters. Tesco does not endorse any services offered by these companies. Please note that the only share dealing services that we endorse are included in our mailings.

If you receive an unsolicited call, we recommend that you record the name of the person and organisation and any other information they give you and that you check that they are properly authorised by the FSA before getting involved. You can check at www.fsa.gov.uk/fsaregister

If you are concerned about a direct mailing or telephone calls purporting to be from Tesco, please contact us by writing to the Company Secretary, Tesco PLC, Delamare Road, Cheshunt, Hertfordshire EN8 9SL or by calling us on 01992 632222.

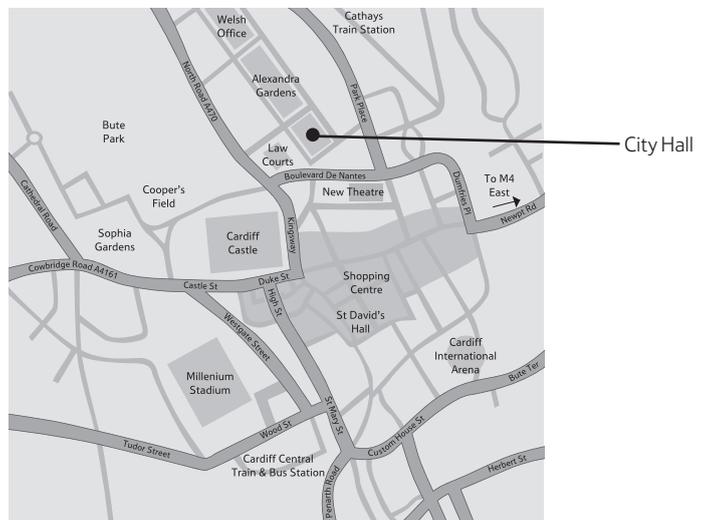
AGM schedule

The 2012 Tesco AGM will be held on Friday 29 June 2012 at City Hall, Cathays Park, Cardiff CF10 3ND. You will have the right to attend, speak and vote at the AGM if you are on the register of members of the Company as at 6.00 p.m. on 27 June 2012. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

9.30 am	Registration desks open in the Main Foyer, including the Question Registration Point. Refreshments will be available in the Lower Hall
11.00 am	The AGM starts in the Assembly Room - Chairman's introduction - Review of results for the 2011/12 financial year - Questions and answers - Poll vote on all resolutions
1.00 p.m. (approx)	AGM closes. Refreshments will be available in the Lower Hall

How do I get to the AGM?

City Hall is located in Cardiff's civic centre between Cardiff's Law Courts and the National Museum of Wales. A map showing the location of City Hall is below and can also be found online at http://www.cardiffcityhall.com/CH_location_e.htm



By Car:

From the M4 or A470, follow signs to Cardiff City Centre and the National Museum of Wales. For satellite navigation the postcode for City Hall is CF10 3ND.

Limited parking is available in the avenues surrounding City Hall. Alternatively, parking is available in the NCP Car Parks situated around Cardiff, the closest being Cardiff Greyfriars NCP, Greyfriars Road, Cardiff CF10 3AD; or Cardiff Dumfries Place NCP, Quay Street, Cardiff CF10 3FN. Please visit www.ncp.co.uk for further details.

Disabled parking spaces are available by prior arrangement in the City Hall car park.

By Rail:

The main train station in Cardiff is Cardiff Central Station. Please visit www.nationalrail.co.uk or phone 08457 484950 for rail travel information.

A complimentary shuttle bus service will be provided between Cardiff Central Station and City Hall. A bus will depart from Cardiff Central Station at 10.00 a.m. and again at 10.30 a.m. to take attendees to the AGM. A return service will be available after the refreshments which follow the meeting.

By Coach:

For coach travel information please visit www.nationalexpress.com or telephone 08717 818 178.

What happens at the AGM?

Registration

If you attend the AGM, please bring your admission card (which accompanies this document) with you. It will authenticate your right to attend, speak and vote and will speed up your admission. You may also find it helpful to bring this Notice with you so that you can refer to it at the AGM.

Accessibility

Special arrangements have been made to help shareholders with disabilities. Sound amplification facilities will be provided for people with hearing difficulties, together with sign language interpretation. There will be facilities for shareholders who are in wheelchairs. Please let us know in advance if you will need wheelchair assistance to ensure appropriate arrangements are in place. Anyone accompanying a shareholder in need of assistance will be admitted to the meeting.

Guests

The AGM is a meeting of shareholders. At the discretion of the Company, and subject to sufficient seating capacity, a shareholder may bring one guest, provided that the shareholder and guest register to enter the meeting together. Guests may not vote or speak at the meeting.

Security

We thank you in advance for your co-operation with our security staff and the security staff of City Hall. You may be asked to pass through our security systems before entering the meeting.

We do not permit cameras or recording equipment at the meeting and we would be grateful if you would ensure you switch off your mobile telephone before the start of the meeting.

We will not permit behaviour which may interfere with anyone's safety or the orderly conduct of the meeting.

How is the business of the meeting conducted?

The business of the meeting

The AGM is held to conduct certain formal business. The formal resolutions which must be put to the meeting are detailed on pages 6 to 9. There will also be an opportunity for you to ask questions relating to the Company.

Asking questions

Any shareholder attending the AGM has the right to ask questions but we would ask you to keep your questions and statements short and relevant to the business of the meeting.

There are many shareholders who wish to ask questions and we would like to be able to answer as many as possible. To facilitate this, those wanting to ask a question at this year's AGM are requested to register their question at the Question Registration Point in the Main Foyer before the start of the meeting. When called upon to ask your question in the meeting, please be considerate to others who may have waited for some time to ask their question and do not make speeches or ask multiple or repetitive questions.

You can also write to us at our registered address and we will be pleased to respond to any questions you may have, or our customer services and shareholder enquiries teams at the meeting will be pleased to help you.

Voting

Voting on all resolutions will be by way of a poll. Your vote counts whether you are able to attend the meeting or not and we think poll voting is the fairest approach. If you come to the AGM you will be given a hand held voting machine which will contain details of your shareholding. After each resolution is read you will be asked to cast your vote by pressing a button on your machine. All of the votes of the shareholders present will be counted and added to those received by proxy and the provisional final votes will be shown on the screen at the front of the meeting room.

If you have already voted by proxy you will still be able to vote using the electronic poll voting system and your vote on the day will replace your previously lodged proxy vote.

Documents

The following documents are available for inspection:

- (a) copies of the executive directors' service contracts with the Company; and
- (b) copies of the terms of appointment of the non-executive directors.

These documents are available for inspection at (i) the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA; and (ii) the registered office of the Company, Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL.

The documents may be inspected at either location described above during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the AGM, and will be available for inspection at the place of the AGM from 10.30 a.m. on the day of the AGM until its conclusion.

Voting ahead of the AGM

Even if you cannot attend the AGM, you can still vote by proxy.

Proxy voting

If you wish to vote by proxy on any of the resolutions, you should complete and return your Proxy Form to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA to arrive at least 48 hours before the appointed time of the meeting, that is to say, no later than 11.00 a.m. on 27 June 2012. If you are appointing a person other than the Chairman of the meeting as your proxy, this person should sign the admission card and bring it to the meeting. Your proxy need not be a member, but must attend the meeting for their vote to count. The number of shares you hold as at 6.00 p.m. on 27 June 2012 will determine how many votes you or your proxy will have. You can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by you.

Details of how to appoint the Chairman or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. Appointing a proxy does not preclude you from attending the meeting and voting in person.

Electronic proxy voting

You may, if you wish, register the appointment of a proxy or proxies, or voting instructions for the meeting, electronically by logging on to www.sharevote.co.uk. You will need to use a 24-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your Proxy Form. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti Limited at least 48 hours before the appointed time of the meeting, that is to say, no later than 11.00 a.m. on 27 June 2012. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use set out on the website, www.sharevote.co.uk, and may be read by logging on to that site.

CREST voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 29 June 2012 and any adjournment(s) thereof by using the procedures described in the CREST Manual. These procedures are available via www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00 a.m. on 27 June 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Voting rights

As at 8 May 2012 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consisted of 8,039,625,246 Ordinary Shares, carrying one vote each. The Company does not hold any Ordinary Shares in the capital of the Company in treasury. Therefore the total voting rights in the Company as at 8 May 2012 were 8,039,625,246.

Voting results

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website www.tescopl.com on 29 June 2012 or as soon as reasonably practicable thereafter.

Electronic addresses

You may not use any electronic address provided in this document to communicate with the Company for any purpose other than that expressly stated.

Notice of meeting

The 2012 Annual General Meeting (the “AGM”) of Tesco PLC (the “Company”) will be held at City Hall, Cathays Park, Cardiff CF10 3ND on Friday 29 June 2012 at 11.00 a.m. to consider the following resolutions, which in the case of resolutions 21, 22 and 24 will be proposed as special resolutions, with the remainder being proposed as ordinary resolutions:

Resolution 1

That the accounts and reports of the directors and the auditors for the financial year ended 25 February 2012 be received.

The directors are required to present to the AGM the accounts, and the reports of the directors and auditors, for the year ended 25 February 2012. These are contained in the Company’s Annual Report and Financial Statements 2012.

Resolution 2

That the Directors’ Remuneration Report for the financial year ended 25 February 2012 be approved.

The Company is required to ask shareholders to approve the report on directors’ remuneration. A summary of the report is included in the Annual Review and Summary Financial Statement 2012, and the full report is included in the Annual Report and Financial Statements 2012. These can be viewed on the Company’s website and are available to shareholders on request.

Resolution 3

That the final dividend of 10.13 pence per share recommended by the directors be declared.

The final dividend cannot exceed the amount recommended by the directors. The proposed final dividend will be payable on 6 July 2012 to holders of Ordinary Shares registered at the close of business on 27 April 2012 and will bring the total dividend for the year to 14.76 pence per share. Last year the total dividend was 14.46 pence per share.

Resolutions 4 to 17: election and re-election of directors

Sir Richard Broadbent and Deanna Oppenheimer have been appointed as directors since last year’s AGM. In accordance with the Company’s articles of association, they retire at this year’s AGM and resolutions 4 and 5 propose their reappointment. All the other directors will retire at this year’s AGM and submit themselves for re-election in accordance with the UK Corporate Governance Code. Resolutions 6 to 17 propose their re-election.

Following a formal performance evaluation, the Board believes that each of the directors continues to perform effectively and with commitment to their roles. Information about each director is given below the resolution proposing that director’s election or re-election (as the case may be).

Resolution 4

That Sir Richard Broadbent be elected as a director.

Sir Richard Broadbent joined the Board of Tesco PLC on 2 July 2011 and was appointed Chairman on 30 November 2011. He started his career at HM Treasury before joining Schroders in 1986. In 2000, Sir Richard was appointed Executive Chairman of HM Customs and Excise. He also joined the Management Board of the UK Civil Service, serving in both roles until 2003. In 2003 he was appointed to the Board of Barclays plc, becoming Senior Independent Director in September 2004 and Deputy Chairman in 2010. He stepped down from the Board of Barclays on 30 September 2011. Sir Richard joined the Board of Arriva plc in July 2004 and served as Chairman from November 2004 until 2010. He is also a trustee of the charity Relate.

Resolution 5

That Deanna Oppenheimer be elected as a director.

Deanna Oppenheimer was appointed a Non-executive Director on 1 March 2012 and will (subject to approval by the FSA) be appointed to the Board of Tesco Bank as a Non-executive Director. Deanna held various senior roles between 2005 and 2011 at Barclays, initially as Chief Executive of UK Retail and Business Banking, Vice Chair of Global Retail Banking and also as Chief Executive of Europe Retail and Business Banking. Prior to Barclays, she was Marketing Director and later President of Consumer Banking of Washington Mutual. She has also served as a Non-executive Director of Catellus and Plum Creek Timber.

Resolution 6

That Philip Clarke be re-elected as a director.

Philip Clarke was appointed to the Board on 16 November 1998. Prior to his appointment as CEO in March 2011 he was Asia, Europe & IT Director. Philip began his career with Tesco in store during 1974 and continued to work part-time through school and university. After graduating with a degree in Economic History, he joined the Tesco Management Training Programme and then spent nine years in store management before holding a number of roles in commercial and marketing. In 1994 he was appointed Stores Director and a year later promoted to Regional Managing Director, before joining the Tesco PLC Board as Supply Chain Director and a year later adding Information Technology to his responsibilities.

Resolution 7

That Gareth Bullock be re-elected as a director.

Gareth Bullock was appointed a Non-executive Director on 3 July 2010 and will (subject to approval by the FSA) be appointed to the Board of Tesco Bank as a Non-executive Director. He was Group Executive Director of Standard Chartered PLC until his retirement in April 2010. He was also responsible for the Group’s risk and special asset management function. He is Senior Independent Director and Chairman of the Remuneration Committee of Spirax-Sarco Engineering Plc.

Resolution 8

That Patrick Cescau be re-elected as a director.

Patrick Cescau was appointed a Non-executive Director on 1 February 2009 and became Senior Independent Director in July 2010. He was Group Chief Executive of Unilever from 2005 to 1 January 2009, and prior to this he was Chairman of Unilever plc and Vice Chairman of Unilever NV. He has also been a Non-executive Director of Pearson plc since 2002, becoming Senior Independent Director in April 2010, and IAG (International Airlines Group) since September 2010. Patrick was appointed a Chevalier de la Légion d’honneur in 2005. In June 2009, Patrick joined the Board of INSEAD.

Resolution 9

That Stuart Chambers be re-elected as a director.

Stuart Chambers was appointed a Non-executive Director on 3 July 2010 and will (subject to approval by the FSA) be appointed to the Board of Tesco Bank as a Non-executive Director. He was Group Chief Executive of NSG Group from 2008 to 2009. Prior to NSG’s acquisition of Pilkington plc in 2006, Stuart was Group Chief Executive of Pilkington plc. Previously he held a number of senior roles at Pilkington plc and the Mars Corporation. He is a Non-executive Director of Smiths Group PLC, where he is Chairman of the Remuneration Committee, and of Manchester Airport Group PLC. Stuart was appointed Non-executive Director of Rexam PLC on 1 February 2012 and Non-executive Chairman effective from 22 February 2012.

Resolution 10

That Karen Cook be re-elected as a director.

Karen Cook was appointed a Non-executive Director on 1 October 2004. She is a Managing Director of Goldman Sachs International and President of Goldman Sachs, Europe. She is also a member of the firm’s European Management Committee and Partnership Committee.

Resolution 11

That Ken Hanna be re-elected as a director.

Ken Hanna was appointed a Non-executive Director on 1 April 2009. He is Chairman of Inchcape PLC and a Non-executive Director of Aggreko plc. He was previously Chief Financial Officer of Cadbury plc until March 2009 and prior to that an Operating Partner of Compass Partners and CFO and then CEO of Dalgety PLC. He has also been CFO of United Distillers and Avis Europe plc.

Notice of meeting continued

Resolution 12

That Andrew Higginson be re-elected as a director.

Andrew Higginson was appointed to the Board on 17 November 1997. Prior to his appointment as Chief Executive of Retailing Services in July 2008 he was Group Finance and Strategy Director. He was Chairman of Tesco Bank until 26 February 2012 and will retire from Tesco PLC on 1 September 2012. He is a Non-executive Director of BSKyB plc.

Resolution 13

That Ken Hydon be re-elected as a director.

Ken Hydon was appointed a Non-executive Director on 23 February 2004 and is Chairman of the Audit Committee. He retired from the position of Finance Director of Vodafone Group Plc in 2005. He is also a Non-executive Director of Reckitt Benckiser plc and Pearson plc, and was a Non-executive Director at The Royal Berkshire NHS Foundation Trust from 2005 until 2012.

Resolution 14

That Tim Mason be re-elected as a director.

Tim Mason has been President and Chief Executive Officer, Fresh & Easy Neighbourhood Market since January 2006 and became Deputy Group CEO and Chief Marketing Officer in March 2011. He was appointed to the Board on 16 February 1995. He joined Tesco in 1982.

Resolution 15

That Laurie McIlwee be re-elected as a director.

Laurie McIlwee was appointed to the Board on 27 January 2009 as Chief Financial Officer. He began his career with Tesco in 2000 as UK Finance Director and after four years, became Distribution Director. Prior to Tesco, Laurie worked for Pepsico in a variety of Finance and General Management roles in the UK, USA, Central Europe and the Middle East. Laurie is a Fellow of the Chartered Institute of Management Accountants and a member of The Hundred Group of Finance Directors.

Resolution 16

That Lucy Neville-Rolfe, CMG be re-elected as a director.

Lucy Neville-Rolfe was appointed to the Board as Corporate and Legal Affairs Director on 14 December 2006. She joined Tesco in 1997 from the Cabinet Office. She is Deputy Chair of the British Retail Consortium, a Non-executive Director of ITV plc and of the Carbon Trust. She is also a member of the London Business School's Governing Body, the China Britain Business Council, the UK India Business Council and the Corporate Leaders Group on Climate Change.

Resolution 17

That Jacqueline Tammenoms Bakker be re-elected as a director.

Jacqueline Tammenoms Bakker was appointed a Non-executive Director on 1 January 2009. She was a Director General at the Ministry of Transport in the Netherlands from 2001 to 2007 and has held senior positions at Quest International, McKinsey & Co and Shell. Jacqueline is a Non-executive Director of Vivendi and was appointed a Chevalier de la Légion d'honneur in 2006.

Resolution 18

That PricewaterhouseCoopers LLP be reappointed auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

This resolution proposes the reappointment of PricewaterhouseCoopers LLP as auditors.

Resolution 19

That the remuneration of PricewaterhouseCoopers LLP be determined by the directors.

This resolution gives authority to the directors to determine the auditors' remuneration.

Resolution 20

That, in place of the equivalent authority given to the directors at the last Annual General Meeting (but without prejudice to the continuing authority of the directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot:

- (a) shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of £133,993,754; and in addition**
- (b) equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £133,993,754,**

provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

"rights issue" means an offer of equity securities to holders of Ordinary Shares in the capital of the Company on the register on a record date fixed by the directors in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory.

Under section 551 of the Act, the directors of a company may allot shares only if authorised to do so. Resolution 20(a) will give the directors authority to issue new shares for general purposes up to a nominal value of £133,993,754, which is equal to approximately one-third of the issued share capital of the Company as at 8 May 2012, being the latest practicable date prior to the publication of this Notice.

The guidance of the Association of British Insurers (the "ABI") provides that in addition to paragraph (a) of resolution 20, the ABI now regard as routine paragraph (b) of resolution 20 which authorises the Board to allot up to a further one-third of the existing issued share capital for use only in connection with fully pre-emptive rights issues. Paragraph (b) of resolution 20 proposes that the directors be further authorised to allot relevant securities up to an aggregate nominal amount equal to £133,993,754 in connection with a rights issue. The aggregate of the amounts in resolution 20 represents approximately two-thirds of the issued share capital of the Company as at 8 May 2012, being the latest practicable date prior to publication of this Notice. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2013.

The ABI guidance includes an expectation that where an additional authority of the kind set out in paragraph (b) of resolution 20 is taken and where:

- (a) the aggregate actual usage of the authority conferred by paragraphs (a) and (b) of resolution 20 exceeds one-third of the nominal amount of the Company's issued ordinary share capital and also,
- (b) in the case of a share issue which is in whole or part by way of a fully pre-emptive rights issue, the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company,

all members of the Board wishing to remain in office will stand for re-election at the next Annual General Meeting of the Company following the decision to make the issue in question.

The Company is proposing this resolution to give the Board flexibility, however, there are no current plans to allot shares except in connection with the Company's employee share schemes.

Notice of meeting continued

Resolution 21

That subject to and conditional on the passing of resolution 20, the directors be empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolution 20 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited:

(a) to the allotment and/or sale of equity securities in connection with an offer of such securities by way of a rights issue (as defined in resolution 20); and

(b) to the allotment and/or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £20,099,063,

and this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This resolution would allow the directors to allot shares for cash and/or sell treasury shares without having to offer such shares to existing shareholders:

(a) up to a nominal value of £20,099,063, which is approximately 5% of the Company's issued share capital as at 8 May 2012, being the latest practicable date prior to the publication of this Notice; or

(b) in connection with a rights issue (as defined in resolution 20).

This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 5% by the issue of new shares for cash. There are no current plans to allot shares except in connection with the Company's employee share schemes and the directors do not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three year period without prior consultation with the Institutional Shareholders' Committee.

The authority sought and limits set by this resolution will also apply to any sale or transfer of treasury shares. Your directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently sell or transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances should that be in the best interests of the Company.

This authority will expire at the conclusion of the Annual General Meeting of the Company in 2013.

The directors intend to seek renewal of the authority and powers set out in resolutions 20 and 21 at each Annual General Meeting of the Company.

Resolution 22

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 5p each in the capital of the Company ("Shares") on such terms as the directors think fit, and where such Shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Companies Act 2006, including for the purpose of its employee share schemes, provided that:

(a) the maximum number of Shares which may be purchased is 803,962,525 Shares;

(b) the minimum price, exclusive of any expenses, which may be paid for each Share is 5p;

(c) the maximum price, exclusive of any expenses, which may be paid for each Share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations of a

Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;

(d) this authority will expire at the close of the next Annual General Meeting of the Company (except in relation to the purchase of Shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry);

(e) the Company may make a contract to purchase Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Shares in pursuance of any such contract.

This resolution seeks authority for the Company to buy its own shares. This resolution will renew the authority given at the last Annual General Meeting of the Company, and is limited to 803,962,525 shares, representing approximately 10% of the Company's issued share capital as at 8 May 2012, being the latest practicable date prior to the publication of this Notice. As at 8 May 2012, the total number of options to subscribe for shares in the Company was 304.6 million (approximately 3.8% of the Company's issued share capital and approximately 4.2% of the Company's issued share capital if the full authority proposed by resolution 22 was used and the shares purchased were cancelled). The minimum and maximum prices to be paid for the shares are stated in the resolution. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2013.

Any shares purchased in this way may be cancelled and the number of shares in issue would be reduced accordingly, or they may be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes. No purchases will be made unless the expected effect will be to increase earnings per share. The purchase of shares by the Company under this authority would be effected by a purchase in the market. It should not be confused with any share dealing facilities that may be offered to shareholders by the Company from time to time.

Resolution 23

That in accordance with section 366 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be authorised to:

(a) make donations to political parties and/or independent election candidates not exceeding £100,000;

(b) make political donations to political organisations, other than political parties, not exceeding £100,000; and

(c) incur political expenditure not exceeding £100,000,

during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next Annual General Meeting, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 in total.

For the purpose of this resolution, the terms "political donations", "political expenditure", "independent election candidates", "political parties" and "political organisations" shall have the meaning given by Part 14 of the Act.

The Act requires companies to obtain shareholders' authority before they can make donations to EU political organisations or incur EU political expenditure. The definition of political donations used in the Act is very broad and, as a result, it covers activities that form part of normal relationships that are an accepted part of engaging with stakeholders and opinion-formers to ensure that companies' issues and concerns are considered and addressed. Activities of this nature undertaken by the Company and its subsidiaries are not designed to support any political party or to influence public support for a particular party and would not be thought of as political donations in the ordinary sense of those words.

Notice of meeting continued

They are entirely non-political in nature and are designed so that the Company can make MPs and others aware of key industry issues and matters affecting the Company. In the financial year ended 25 February 2012, the Company and its subsidiaries spent £28,137 pursuant to equivalent authorities.

The Company's policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. The authorities we are requesting from you are not designed to change that policy. They will, however, ensure that the Company and its subsidiaries act within the provisions of current UK company law and best practice when carrying out activities of the type covered by the Act.

Resolution 24

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

This resolution is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive increased the notice period for general meetings of the Company to 21 clear days. The Company has been and is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to renew this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 24 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If the proposals at a given meeting are not time-sensitive the Company will not normally use the shorter notice period.

Recommendation

Your directors believe that the proposals in resolutions 1 to 24 are in the best interests of both the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote FOR all of these resolutions, as they intend to do in respect of their own beneficial holdings.

By order of the Board
Jonathan Lloyd
Company Secretary
Tesco PLC
Tesco House, Delamare Road, Cheshunt, Herts EN8 9SL
9 May 2012

TESCO