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Booker Group PLC - BOK COURT SANCTION OF SCHEME OF ARRANGEMENT
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FOR IMMEDIATE RELEASE

2 March 2018

RECOMMENDED SHARE AND CASH MERGER OF

TESCO PLC

AND

BOOKER GROUP PLC ("BOOKER" OR THE "COMPANY")

COURT SANCTION OF SCHEME OF ARRANGEMENT

Booker announces that the High Court of Justice in England and Wales has today sanctioned the scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**") by which the recommended share and cash merger, pursuant to which Tesco PLC ("**Tesco**") will acquire the entire issued and to be issued share capital of Booker (the "**Merger**"), is being implemented.

All Conditions to the Merger have now been satisfied or waived other than delivery to the Registrar of Companies of England and Wales of a copy of the Court Order which is expected to take place before 8.00 a.m. (London time) on 5 March 2018, at which point the Scheme will become effective.

The Scheme Record Time will be 6.00 p.m. (London time) today, 2 March 2018, and no transfers of Booker Shares will be registered after this time.

Applications have been made to the London Stock Exchange and the UK Listing Authority in relation to the de-listing of Booker Shares from the Official List and the cancellation of the admission to trading of Booker Shares on the Main Market of the London Stock Exchange and, subject to the Scheme becoming effective, these are expected to take effect on 5 March 2018.

Booker further announces that, having each given notice of their intention to resign with effect from the time at which the Scheme becomes effective, each of Stewart Gilliland, Helena Andreas, Andrew Cripps, Gary Hughes and Karen Jones will, subject to the Scheme becoming effective, stand down as directors of Booker with effect from 5 March 2018.

There has been no change to the expected timetable of the principal events for the Merger set out on pages 2 and 3 of the scheme document published on 5 February 2018 in relation to the Merger (the "**Scheme Document**"). Full details of the Merger, including the terms and conditions of the Scheme and the Merger, are set out in the Scheme Document.

The extent to which elections under the Mix and Match Facility will be satisfied will be confirmed on 5 March 2018.

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Clifford Chance LLP are retained as legal advisers for Booker.

Terms used but not defined in this announcement have the meaning given to them in the Scheme Document.

Important Notices

This Announcement is for information purposes only and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities of the solicitation of any vote or approval in any jurisdiction pursuant to the Merger. It does not constitute a prospectus or prospectus equivalent document.

Overseas Jurisdictions

The release, publication or distribution of this Announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular the ability of persons who are not resident in the United Kingdom, to vote their Booker Shares with respect to the Scheme at the Scheme Court Meeting, or to appoint another person as proxy to vote at the Scheme Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales. Unless

otherwise determined by Tesco or required by the Takeover Code, and permitted by applicable law and regulation, the Merger will not be made available directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction

Copies of this Announcement and any formal documentation relating to the Merger will not be and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Merger. If the Merger is implemented by way of Offer (unless otherwise permitted by applicable law or regulation), the Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of New Tesco Shares under the Merger to Booker Shareholders who are not resident in the United Kingdom or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Overseas Shareholders are contained in the Scheme Document.

Additional Information for US Investors

The Merger is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act and is exempt from the registration requirements under the US Securities Act. Accordingly, the Scheme will be subject to disclosure requirements and practices applicable in the UK to schemes of arrangement, which are different from the disclosure and other requirements of the US tender offer and securities laws. The financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

The receipt of consideration pursuant to the Merger by a US holder for the transfer of its Booker Scheme Shares pursuant to the Scheme may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Booker Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Merger applicable to him.

It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under US federal securities laws in connection with the Merger, since Booker and Tesco are each organised under the laws of a country other than the US, some or all of their officers and directors may be residents of countries other than the US and most of the assets of Tesco and Booker are located outside of the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgement.

The Merger is intended to be carried out under a scheme of arrangement provided for under English company law (which requires the approval of the Booker Scheme Shareholders). If so, it is expected that any Tesco Shares to be issued pursuant to the Scheme to Booker Shareholders would be issued in reliance upon the exemption from the registration requirements of the US Securities Act, provided by Section 3(a)(10) thereof.

Securities issued pursuant to the Scheme will not be registered under any US state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities laws of such state.

For the purpose of qualifying for the exemption provided by Section 3(a)(10) of the US Securities Act, Booker will advise the Court that its sanctioning of the Scheme will be relied on by Tesco as an approval of the Scheme following a hearing on its fairness to Booker Shareholders, at which Court hearing all Booker Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such holders.

The Merger may in certain circumstances instead be carried out by way of a Takeover Offer under English law. If Tesco exercises its right to implement the Merger by way of a Takeover Offer, such Offer will be made in compliance with applicable US tender offer and securities laws and regulations, including the exemptions therefrom.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Tesco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Booker Shares outside of the US, other than pursuant to the Merger, until the date on which the Merger and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Investors are urged to read any documents related to the Merger filed, furnished or to be filed or furnished with the SEC because they will contain important information regarding the Merger and any related offer of securities. Such documents will be available free of charge at the SEC's web site at www.sec.gov, Tesco's website at www.tescopl.com and Booker's website at www.bookergroup.com/investor-centre.

Important Notices Relating to Financial Advisers

J.P. Morgan Limited (which conducts its UK investment banking activities as J.P. Morgan Cazenove) which is authorised and regulated in the UK by the FCA, is acting exclusively for Booker and no one else in connection with the

Merger and will not be responsible to anyone other than Booker for providing the protections afforded to clients of J.P. Morgan Cazenove nor for providing advice in relation to the Merger or any other matters referred to in this Announcement.

Investec Bank plc, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Booker and no one else in connection with the Merger and will not be responsible to anyone other than Booker for providing the protections afforded to its clients or for providing advice in relation to the Merger or any other matters referred to herein.

Forward-looking statements

This Announcement, oral statements made regarding the Merger, and other information published by Booker and Tesco contain statements which are, or may be deemed to be, "forward-looking statements" with respect to the financial condition, results of operations and businesses of Booker and Tesco and the Booker Group and the Tesco Group, and certain plans and objectives of Booker and Tesco with respect to the Combined Group. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Booker and Tesco about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Merger on Booker and Tesco, the expected timing and scope of the Merger and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although Booker and Tesco believe that the expectations reflected in such forward-looking statements are reasonable, Booker and Tesco can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction of the Conditions, as well as additional factors, such as: risks relating to the Tesco Group's credit rating; local and global political and economic conditions including Brexit; the Booker Group's and the Tesco Group's economic model and liquidity risks; financial services risk; the risks associated with each of Booker's and Tesco's brand, reputation and trust; environmental risks; safety, technology, data security and data privacy risks; changes in consumer habits and preferences; legal or regulatory developments and changes; the outcome of any litigation; the impact of any acquisitions or similar transactions; competition and market risks; competitive product and pricing pressures; business continuity and crisis management; pensions risks; joint venture governance and partnerships; and failure to report accurate financial information in compliance with accounting standards and applicable legislation. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Booker nor Tesco, nor any of their respective associates

or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Each forward looking statement speaks only as of the date of this Announcement. None of Booker, the Booker Group, Tesco or the Tesco Group undertakes any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Booker for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Booker.

Publication on website and availability of hard copies

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Booker's website at www.bookergroup.com/investor-centre by no later than 12 noon (London time) on the Business Day following this Announcement.

For the avoidance of doubt, the contents of websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

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