



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you have sold or transferred all of your shares in Tesco PLC, please send this document and the accompanying Proxy Form as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# Notice of Tesco PLC Annual General Meeting 2017

2.00 p.m. on Friday 16 June 2017  
ExCeL London, One Western Gateway  
Royal Victoria Dock  
London E16 1XL

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## Shareholder information

Our website ([www.tescopl.com](http://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 your convenience.

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 on:

**Tesco Shareholder Helpline:  
0371 384 2977†**

**From outside the UK:  
+44 121 415 7053**

**Lines are open 8.30 a.m. to 5.30 p.m. (UK time),  
Monday to Friday (public holidays excepted).**

† Calls to this number from a landline are charged at national rates. Calls to this number from a mobile device may incur network extras. Equiniti may record calls to both numbers for security purposes and to monitor the quality of its services.

# 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 the ICC Capital Suite on the 1st Floor of ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL at 2.00 p.m. on Friday 16 June 2017 (the "Notice"). Please take note of this year's 2.00 p.m. start time. The formal business of the AGM is set out on pages 4 to 7 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. Following feedback from last year's AGM, this year's AGM will start at the later time of 2.00 p.m. to allow shareholders more time in which to travel to the venue. A light lunch will be made available to shareholders from 1.00 p.m., ahead of the formal meeting. We recognise that not all shareholders will be able to attend this year's meeting in person, so, as in previous years, all resolutions will be decided on a poll. We will be using an electronic polling system and details of the procedure can be found on page 9 of this document.

## The Board

There have been some changes to the Board since the last AGM. Steve Golsby was appointed to the Board as a non-executive director with effect from 1 October 2016. Steve brings with him a deep knowledge of Asia and, in particular, Thailand, our largest international market.

Richard Cousins stepped down as non-executive director with effect from 3 January 2017. On behalf of the Board, I would like to thank Richard for his strong contributions to the deliberations of the Tesco Board and particularly for his insights and invaluable advice as we have delivered an unprecedented level of change across the business. We wish him well for the future.

All of our current directors will be standing for election or re-election by our Company's shareholders at this year's AGM.

## Merger with Booker Group PLC

On 27 January 2017, the Company and Booker Group PLC announced that they had reached an agreement on the terms of a recommended share and cash merger to create the UK's leading food business (the "Merger"). None of the AGM resolutions relate to the Merger, and shareholders will be given the opportunity to vote on the Merger at a general meeting that will be specially convened at the appropriate time. Further details about the proposed Merger can be found on our dedicated website [www.tescopl.com/investors/tesco-booker-proposed-merger](http://www.tescopl.com/investors/tesco-booker-proposed-merger).

## Dividend

The Board has taken the decision not to recommend the payment of a final dividend for the year ended 25 February 2017. However, as we announced in January 2017, reflecting on the Company's improved performance and the Board's confidence in its future prospects, the Board has reviewed the Company's dividend policy and intends to recommence paying dividends in respect of the 2017/18 financial year.

## Website

The Annual Report and Financial Statements 2017, the Strategic Report 2017 and this Notice are available on our website [www.tescopl.com](http://www.tescopl.com). I would also encourage you to sign up to receive shareholder communications electronically. More information on how to manage your shareholding can be found on page 8 of this document.

## The AGM

Your participation in this annual event is important to us. Details of how to get to the venue are set out on page 11 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 (enclosed with the Notice) to Equiniti Limited.

Alternatively, shareholders may register their proxy appointment and voting instructions electronically. Please see page 10 of this document and your Proxy Form for details.

## Recommendation

**Your directors believe that all of the resolutions set out in the Notice are in the best interests of both the Company and its shareholders as a whole. Your directors will be voting all of the Ordinary shares which they hold in favour of all of the resolutions and unanimously recommend that you do so as well.**

I look forward to seeing many of you at our AGM.

**John Allan**  
Chairman  
11 May 2017

# Notice of meeting

Notice is hereby given that the 2017 Annual General Meeting (the "AGM") of Tesco PLC (the "Company") will be held at the ICC Capital Suite on the 1st Floor of ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL on Friday 16 June 2017 at 2.00 p.m. to consider and, if thought fit, pass the following resolutions, which in the case of resolutions 17, 18, 19 and 21 will be proposed as special resolutions, with the remainder being proposed as ordinary resolutions.

## Resolutions

An ordinary resolution must receive more than half of the votes cast in order to be passed. Special resolutions require at least three quarters of the votes cast to be in favour.

## Reports and Accounts

### 1. To receive the audited accounts for the financial year ended 25 February 2017, together with the strategic report, directors' report and auditors' report on those accounts.

- > The directors are required to present the annual accounts, strategic report, directors' report and the auditors' report on the accounts to the meeting.

## Directors' remuneration report

### 2. To receive and to approve the Directors' remuneration report for the financial year ended 25 February 2017.

- > Shareholders are invited to cast their vote on the Directors' remuneration report, which appears on pages 57 to 73 of the Annual Report and Financial Statements 2017.
- > The vote is advisory in nature and therefore no entitlement to remuneration is conditional on the passing of the resolution.
- > The Directors' Remuneration Policy was approved by shareholders at the Company's 2015 AGM and remains unchanged. That authority granted by shareholders will expire at the conclusion of the AGM of the Company in 2018 and the Company will propose a similar resolution at the 2018 AGM to the extent that shareholders are not asked to vote on any proposed changes to the current policy in the meantime.

## Election and re-election of directors

- > Steve Golsby has been appointed as a director since last year's AGM and will stand for election at this year's AGM. In accordance with the Company's articles of association and the UK Corporate Governance Code, all of the directors will retire at this year's AGM and resolutions 3 – 13 (inclusive) propose their election and re-election by the Company's shareholders. Biographical details of all the directors are set out on page 12 of this document.
- > Following an evaluation process as described on page 44 of the Annual Report and Financial Statements 2017, the Board considers each of the directors to be fully effective and committed to his or her role.

### 3. To elect Steve Golsby as a director.

### 4. To re-elect John Allan as a director.

### 5. To re-elect Dave Lewis as a director.

### 6. To re-elect Mark Armour as a director.

### 7. To re-elect Byron Grote as a director.

### 8. To re-elect Mikael Olsson as a director.

### 9. To re-elect Deanna Oppenheimer as a director.

### 10. To re-elect Simon Patterson as a director.

### 11. To re-elect Alison Platt as a director.

### 12. To re-elect Lindsey Pownall as a director.

### 13. To re-elect Alan Stewart as a director.

## Re-appointment of auditors

### 14. To re-appoint Deloitte LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

- > At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint auditors to serve until the next such meeting.
- > The Audit Committee has assessed the effectiveness, independence and objectivity of the external auditor, Deloitte LLP, and concluded that the external auditor was in all respects effective.

## Auditors' remuneration

### 15. To authorise the directors to determine the remuneration of the auditors.

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

## Authority to allot securities

### 16. That, in place of the equivalent authority given to the directors at the last Annual General Meeting of the Company (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 to grant rights to subscribe for, or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of £136,256,566; and, in addition
- (b) equity securities (as defined in section 560 of the Act) of the Company up to an aggregate nominal amount of £136,256,566 in connection with an offer of such securities by way of a rights issue,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such expiry and the directors may allot equity securities or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired.

"rights issue" means an offer of equity securities to:

- (i) holders of Ordinary shares on the register on a record date fixed by the directors in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, 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.

# Notice of meeting continued

- > The purpose of this resolution is to renew the directors' authority to allot shares.
- > Paragraph 16(a) will give the directors a general authority to allot new shares up to a nominal value of £136,256,566, which is equal to approximately one-third of the issued share capital of the Company as at 28 April 2017, being the latest practicable date prior to the publication of this document.
- > Paragraph 16(b) will give the directors additional authority to allot relevant securities in connection with a rights issue up to a further one-third of the issued share capital of the Company as at 28 April 2017, being the latest practicable date prior to the publication of this document, being an aggregate nominal amount of £136,256,566.
- > In total, the resolution will allow the directors to allot a maximum aggregate of two-thirds of the issued share capital of the Company. The Share Capital Management Guidelines published by The Investment Association consider this to be a routine authority.
- > As at 28 April 2017, being the latest practicable date prior to the publication of this document, the Company does not hold any treasury shares.
- > This authority will remain in force until the conclusion of the AGM of the Company in 2018.
- > The Company is proposing this resolution, as it does at the AGM each year, to give the Board flexibility; however, there are no current plans to allot shares (except in connection with the Company's employee share schemes or any possible future scrip dividend programme). Under the terms of the proposed merger with Booker Group PLC, which is referred to in the letter from the Chairman on page 3 of this document, part of the consideration payable by the Company will comprise the issue by the Company of new shares to holders of ordinary shares in Booker Group PLC. In order to issue those new shares, a specific further authority to allot shares will be sought at the same time as the resolution to approve the merger.
- > 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) in connection with a rights issue (as defined in resolution 16); or
  - (b) up to a nominal value of £20,438,484, which is approximately 5% of the Company's issued share capital as at 28 April 2017, being the latest practicable date prior to the publication of this document.
- > This disapplication authority is in line with the Pre-Emption Group's Statement of Principles 2015 (the "Statement of Principles").
- > Annual renewal of this authority is sought in accordance with best practice and in line with the Statement of Principles. There are no current plans to allot shares pursuant to the authority under resolution 17, however, your directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources.
- > The authority sought and the 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 to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company.
- > The directors do not intend to issue pursuant to the authority under this resolution 17 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 shareholders.
- > This authority will expire at the conclusion of the AGM of the Company in 2018.

## Disapplication of pre-emption rights

**17. That, subject to the passing of resolution 16, the directors be empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 16 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 16); 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 £20,438,484,

such authority to expire at the end of the next Annual General Meeting of the Company 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.

## Disapplication of pre-emption rights for acquisitions and other capital investment

**18. That, subject to the passing of resolution 16, the directors be empowered pursuant to section 570 of the Companies Act 2006 (the "Act") in addition to any authority granted under resolution 17, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 16 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:**

- (a) limited to the allotment and/or sale of equity securities up to an aggregate nominal value of £20,438,484; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Principles most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company, 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.

# Notice of meeting continued

- > This resolution would give the directors authority to allot additional shares for cash and/or sell treasury shares up to a nominal value of £20,438,484, which is approximately 5% of the Company's issued share capital as at 28 April 2017, being the latest practicable date prior to the publication of this document, without having to offer such shares to existing shareholders, in connection with an acquisition or capital investment: (i) which is announced contemporaneously with the issue; or (ii) which has taken place in the preceding six month period and is disclosed in the announcement of the issue.
- > This additional disapplication authority is being sought in line with the Pre-Emption Group's Statement of Principles 2015 (the "Statement of Principles").
- > The authority sought and the 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 to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company.
- > Together with resolution 17 (if passed) this would give the directors the authority to allot shares for cash and/or sell treasury shares of up to 10% of the issued share capital of the Company, on a non pre-emptive basis.
- > There are no current plans to allot shares pursuant to the authority under this resolution 18, however, your directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources.
- > This authority will expire at the conclusion of the AGM of the Company in 2018.
- > The directors intend to seek renewal of the authority and powers set out in resolutions 16, 17 and 18 at each AGM of the Company.

## Purchase of own shares

- 19. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the "Act")) of Ordinary shares of 5 pence each in the capital of the Company ("Shares") on such terms as the directors think fit, provided that:**
- (a) the maximum number of Shares which may be purchased is 817,539,397;**
  - (b) the minimum price, exclusive of any expenses, which may be paid for each Share is 5 pence;**
  - (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 Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No.596/2014; and**
  - (d) this authority will expire at the end of the next Annual General Meeting of the Company, except in relation to the purchase of Shares under this authority the contracts for which are made before the expiry of this authority and which are executed wholly or partly thereafter.**
- > This resolution will authorise the Company to make market purchases of up to 817,539,397 shares, being just under 10% of the Company's issued share capital as at 28 April 2017, being the latest practicable date prior to the publication of this document, and specifies the minimum and maximum prices at which the Shares may be bought.
  - > This authority will expire at the conclusion of the AGM of the Company in 2018. Renewal of this authority is sought at the AGM each year.
  - > The directors have no present intention of exercising this authority and would not do so unless the directors believed that the expected effect would be to increase earnings per share and to promote the success of the Company for the benefit of its shareholders as a whole.
  - > Any shares purchased would be effected by a purchase in the market and may either be cancelled or 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.
  - > As at 28 April 2017, being the latest practicable date prior to the publication of this document, the total number of options to subscribe for shares in the Company was 326 million (approximately 4.0% of the Company's issued share capital and approximately 4.4% of the Company's issued share capital if the full authority proposed by resolution 19 was used and the shares purchased were cancelled).

# Notice of meeting continued

## Political donations

**20. That, in accordance with section 366 of the Companies Act 2006 (the “Act”), the Company and any company which is, or becomes, a subsidiary of the Company 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,**

**as such terms are defined in Part 14 of the Act during the period beginning on 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.**

- > The Act requires companies to obtain shareholders’ authority before they can make donations to EU political organisations or incur EU political expenditure.
- > 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 this.
- > However, the Act defines political donations very broadly and, as a result, covers activities that form part of normal relationships and which are accepted as a way of engaging with stakeholders and opinion-formers to ensure that companies’ issues and concerns are considered and addressed. Activities of this nature 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.
- > This resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty as to the bodies or activities covered by the Act, unintentionally commit any technical breach of the Act.
- > In the financial year ended 25 February 2017, the Company and its subsidiaries did not incur any expenditure pursuant to equivalent authorities.

## General meetings

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

- > Under the Companies Act 2006, all general meetings must be held on 21 clear days’ notice unless shareholders approve a shorter notice period subject to a minimum of 14 clear days. Annual general meetings must continue to be held on at least 21 clear days’ notice.
- > This resolution seeks to approve an equivalent authority granted to the directors at last year’s AGM to call general meetings (other than an annual general meeting) on 14 clear days’ notice.
- > The approval will be effective until the Company’s next AGM, when it is intended that a similar resolution will be proposed.
- > In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.
- > The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by time-sensitive matters and is thought to be to the advantage of shareholders as a whole.

By order of the Board



**Robert Welch**  
Company Secretary  
Tesco PLC  
11 May 2017

Tesco House  
Shire Park  
Kestrel Way  
Welwyn Garden City  
AL7 1GA

# Notes and 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, to the directors and to the Company's auditors. Members receiving hard copy documents will find an admission card, a Proxy Form and a reply paid envelope enclosed with this Notice.

You will have the right to attend, to speak and to vote at the AGM if you are on the register of members of the Company as at 6.30 p.m. on 14 June 2017. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend, to speak and to vote at the AGM.

## Proxies

Only holders of Ordinary shares, or their duly appointed representatives, are entitled to attend, to speak and to vote at the meeting. You have the right to appoint a proxy or proxies to attend and to speak and vote at the AGM on your behalf. 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

Any 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") 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.

The statement of members' rights to appoint proxies set out above does not apply to nominated persons. The rights described to appoint proxies can only be exercised by registered holders of Ordinary shares.

## 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.

## Voting rights

As at 28 April 2017 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consisted of 8,175,393,974 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 28 April 2017 were 8,175,393,974.

## Documents

The following documents are available for inspection:

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

These documents are available for inspection at the registered office of the Company, Tesco House, Shire Park, Kestrel Way, Welwyn Garden City AL7 1GA, during normal business hours, Monday to Friday (public holidays excepted) from the date of this Notice, and will be available for inspection at the place of the AGM from 1.30 p.m. on the day of the AGM until the conclusion of the AGM.

## 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.

## Managing your shareholding

Many of our shareholders find that the easiest way to manage their shareholding is online by setting up a Shareview portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). This is a free, easy and secure service provided by the Company's registrars, Equiniti. One of the benefits of having a Shareview portfolio is the option to elect to receive shareholder communications, and to vote, electronically.

## 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 any unsolicited communications, we recommend that you record the name of the person and organisation, their telephone number, any email or website address given, details of the proposed transaction and any other information they give you. You should check that they are properly authorised by the Financial Conduct Authority ("FCA") by visiting [www.register.fca.org.uk](http://www.register.fca.org.uk). Please report all unsolicited communications by using the share fraud reporting form at [www.fca.org.uk/consumers/report-scam-unauthorised-firm](http://www.fca.org.uk/consumers/report-scam-unauthorised-firm) or by calling the FCA Consumer Helpline on 0800 111 6768.

# What happens at the AGM?

## AGM schedule

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1.00 p.m.	Registration desks open in the ICC Capital Suite, ExCeL London
	Question Registration Point opens
	Light lunch and refreshments available

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2.00 p.m.	The AGM starts
	> Chairman's introduction
	> Group Chief Executive's presentation
	> Questions and answers
	> Poll vote on all resolutions

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4.00 p.m. (approx)	AGM closes
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### Registration

Registration desks are situated in the entrance to the ICC Capital Suite on the 1st Floor of ExCeL London (East entrance). If you attend the AGM, please bring your admission card (printed on the Proxy Form) with you. It will authenticate your right to attend, to 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. An audio induction loop is provided at the venue for people with hearing difficulties, together with sign language interpretation. If you wish to use the audio induction loop, please make yourself known to a steward on entering the meeting, who will ensure that you sit in the designated zone. 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. Other guests will only be admitted at the discretion of the Company.

### Security

We thank you in advance for your co-operation with the security staff at the ExCeL. You may be asked to pass through a security point 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 device before the start of the meeting.

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

### 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 4 to 7 of this document. There will also be an opportunity for you to ask questions relating to the business of the meeting.

### Asking questions

To help you with questions that you have about Tesco, a customer services and a shareholder enquiries desk will be open before the meeting. Please make full use of these services. You can also write to us at our registered address and we will be pleased to respond to any questions you may have.

Any shareholder attending the AGM also has the right to ask questions during the meeting, but we would ask you to keep your questions and statements short and relevant to the business of the meeting to allow everyone who wishes to speak the chance to do so.

There are many shareholders who wish to ask questions. To facilitate this, those wanting to ask a question in the meeting are requested to register their question at the Question Registration Point in the ICC Capital Suite 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.

### 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 containing details of your shareholding. You will be able to cast your vote on each resolution at any time during the question and answer session 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 end of the meeting.

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.

The results of the voting will be announced through a Regulatory Information Service and will be published on our website [www.tescopl.com](http://www.tescopl.com) on 16 June 2017 or as soon as reasonably practicable thereafter.

# Voting ahead of the AGM

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

Make your vote count. If you cannot attend and vote at the AGM, you can still vote by proxy by either:

- > registering your proxy vote electronically by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) or by using the CREST electronic proxy instruction service; or
- > completing and returning the Proxy Form.

### 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 2.00 p.m. on 14 June 2017. 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 6.30 p.m. on 14 June 2017 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](http://www.sharevote.co.uk). You will need to use the series of numbers 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 2.00 p.m. on 14 June 2017. 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](http://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 instruction service may do so for the AGM to be held on 16 June 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual. These procedures are available via [www.euroclear.com](http://www.euroclear.com). 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.

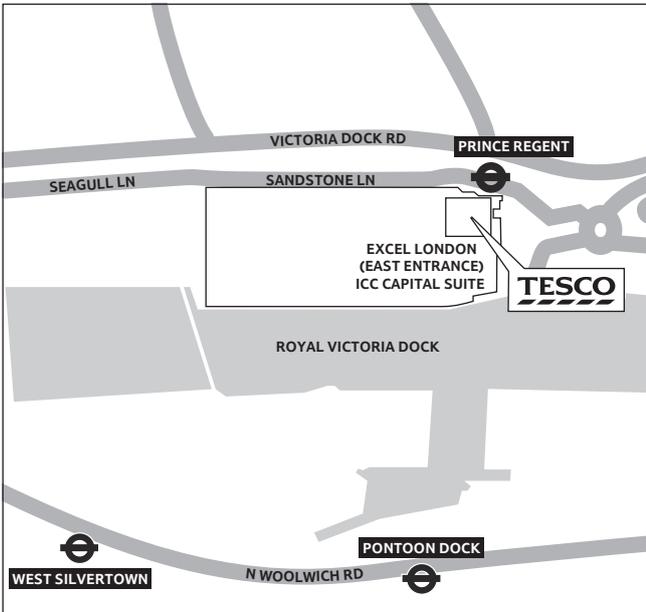
In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 2.00 p.m. on 14 June 2017. 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 or her 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.

# How do I get to the AGM?

The AGM will be held at the ICC Capital Suite on the 1st Floor of ExCeL London (the "ExCeL"), One Western Gateway, Royal Victoria Dock, London E16 1XL and can easily be reached by public transport. A map showing the location of the ExCeL is below and can also be found online at [www.excel.london/visitor/getting-here](http://www.excel.london/visitor/getting-here).



## By train:

You can plan your train journey online using the National Rail Enquiries website at [www.nationalrail.co.uk](http://www.nationalrail.co.uk). The nearest London mainline terminals to the ExCeL are Stratford International (12 minutes) and London Bridge (16 minutes). You can join the Jubilee line from both these stations. To plan your travel from any other London mainline terminals, use the Transport for London journey planner at [www.tfl.gov.uk/plan-a-journey](http://www.tfl.gov.uk/plan-a-journey).

## By tube and DLR:

The Jubilee line and the Docklands Light Railway ("DLR") are the quickest routes to the ExCeL (East entrance) from London mainline terminals. Take the Jubilee line to Canning Town station and change on to the Beckton-bound DLR train, from here it is two stops to Prince Regent for ExCeL (East entrance). There are lifts on the station platforms to the covered walkway into the ExCeL (East entrance). Once you have entered the ExCeL (East entrance) please follow our AGM signage or ask for further assistance at the information desk.

## By river and cable car:

River boats and The Emirates Air Line (cable car) connect the ExCeL and The O2 making it possible to travel by Thames Clipper between central London and The O2 and then by cable car across the Thames to the ExCeL. Thames Clipper departures are available from all major piers, including The O2, Greenwich, Canary Wharf, Tower, London Bridge, Embankment and Waterloo, every 20 minutes. When travelling to the ExCeL alight at North Greenwich Pier for The O2, where you can use the cable car to the ExCeL.

## By road:

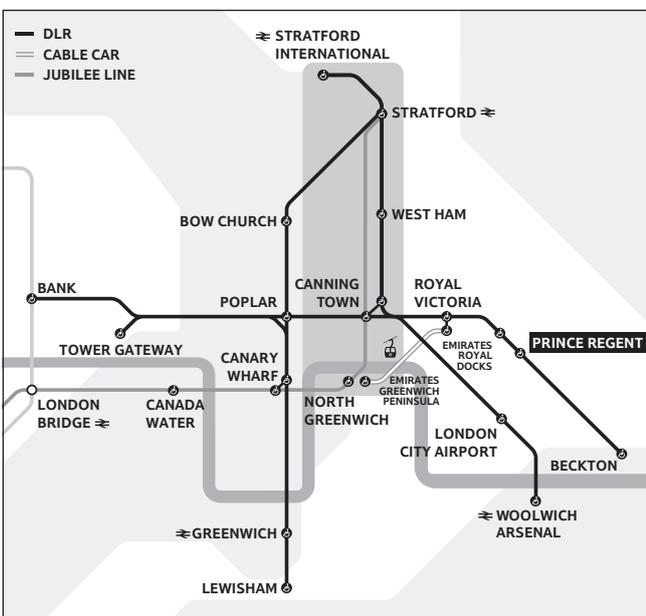
You can get to the ExCeL from many of the main routes into London including the M25, M11, the North Circular (A406) and the A13. As you get closer to the ExCeL, you will see signs for the Royal Docks, City Airport and the ExCeL. To help plan your journey please visit [www.excel.london/visitor/getting-here](http://www.excel.london/visitor/getting-here).

If you choose to drive to the ExCeL, the venue has 3,070 parking spaces. When using a satellite navigation system, enter the postcode E16 1FR which will direct you to the ExCeL car parks. The location of car parking facilities for the East entrance can be found at [www.excel.london/visitor/getting-here/driving-and-parking](http://www.excel.london/visitor/getting-here/driving-and-parking). All on-site parking is pay and display. All machines accept cash or major credit cards.

Motorcycles can be parked free of charge in the designated motorcycle parking area.

## Access for disabled persons:

The ExCeL offers limited accessible parking spaces, located within close proximity of the venue. Spaces are available to blue badge holders only and badges must be displayed at all times. Accessible parking is charged at the normal rate. For enquiries on accessible parking, please call the ExCeL directly on 020 7069 4568 (within office hours).



# Directors' biographies

## John Allan CBE

### Non-executive Chairman

Appointed 1 March 2015

**Skills and experience** John brings a wealth of executive management expertise from across 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 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 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 and London First, and a non-executive director of Worldpay Group PLC.

## Mark Armour

### Independent non-executive director

Appointed 2 September 2013

**Skills and experience** Mark has significant strategic and financial expertise. 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. 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.

## Steve Golsby

### Independent non-executive director

Appointed 1 October 2016

**Skills and experience** Steve has a wealth of knowledge of operating internationally and a strong background in consumer marketing. He 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 and then President and CEO from 2008 to 2013. He was previously a non-executive director of Beam Inc.

**External appointments** Non-executive director of Mead Johnson Nutrition Company, advisor to Thai Union Group PLC, a global leader in the seafood industry, and an Honorary Advisor to the Thailand Board of Investment.

## Byron Grote

### Independent non-executive director

Appointed 1 May 2015

**Skills and experience** Byron brings broad financial and international experience to the Board. 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 and a non-executive director of Anglo American PLC and Standard Chartered PLC.

## Dave Lewis

### Group Chief Executive

Appointed 1 September 2014

**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

Appointed 1 November 2014

**Skills and experience** Mikael provides the Board with valuable retail and value chain experience as well as knowledge of sustainability, people and strategy in an international environment. He worked for IKEA Group for 35 years and was a member of the executive committee from 1995 until 2013, holding the position of CEO and President from 2009 until 2013.

**External appointments** Non-executive director and vice chairman of Volvo Cars Group, non-executive director of Ikano S.A., Lindengruppen AB and The Schiphol Group.

## Deanna Oppenheimer

### Senior Independent Director

Appointed 1 March 2012

Appointed Senior Independent Director 3 January 2017

**Skills and experience** Deanna has significant marketing, brand management and consumer knowledge and experience. She held a number of senior roles at Barclays plc, including Chief Executive of UK Retail and Business Banking and Vice Chair of Global Retail Banking. Prior to Barclays, Deanna held senior positions at Washington Mutual, Inc. She was previously a non-executive director of Catellus and Plum Creek Timber.

**External appointments** Founder of consumer-focused boutique advisory firm, CameoWorks LLC, a non-executive director of AXA Group, the Joshua Green Corporation, Whitbread PLC, Worldpay Group PLC and Brooks Sports. Additionally, she is a senior advisor to Bain & Company.

## Simon Patterson

### Independent non-executive director

Appointed 1 April 2016

**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, a Trustee of the Natural History Museum and a Trustee of the Royal Foundation of the Duke and Duchess of Cambridge and Prince Harry.

## Alison Platt

### Independent non-executive director

Appointed 1 April 2016

**Skills and experience** Alison has extensive experience of the property sector and customer service delivery. She has also significant business-to-business and international commercial experience, having held a number of senior positions at Bupa. 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.

**External appointments** Chief Executive of Countrywide plc.

## Lindsey Pownall OBE

### Independent non-executive director

Appointed 1 April 2016

**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.

**External appointments** Non-executive director of Meadow Foods Limited.

## Alan Stewart

### Chief Financial Officer

Appointed 23 September 2014

**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 and Tesco Personal Finance Group Limited (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.