

Form **8937**
 (December 2017)
 Department of the Treasury
 Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Tesco Plc		2 Issuer's employer identification number (EIN) N/A	
3 Name of contact for additional information Robert Welch	4 Telephone No. of contact 07793 222569	5 Email address of contact robert.welch@tesco.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Tesco House, Shire Park, Kestrel Way		7 City, town, or post office, state, and ZIP code of contact Welwyn Garden City, Hertfordshire, AL7 1GA	
8 Date of action 2/15/21 for Ordinary Shares, 2/16/21 for ADRs		9 Classification and description Share Consolidation--368(a)(1)(E) Recapitalization	
10 CUSIP number 088470000	11 Serial number(s) N/A	12 Ticker symbol TSCDY	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On February 15, 2021, Tesco Plc ("Tesco") engaged in the share consolidation. The share consolidation was effective as of February 15, 2021 for any Ordinary Shares not held through ADRs, and became effective for any shares held through ADRs on February 16, 2021.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A holder's aggregate tax basis in the Ordinary Shares of Tesco received in the Share consolidation equals the aggregate tax basis of the Tesco Ordinary Shares surrendered (including such shares held and received through ADRs) excluding any portion of such basis that was allocated to any fractional shares.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See question 15 above.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a)(1)(E), 354.

18 Can any resulting loss be recognized? ▶ If any cash is received in respect of a fractional share, a holder will be treated as having received gain or loss in respect of the sale of such fractional share. Gain or loss will equal the difference between the cash received and the amount of basis in their Tesco stock which was allocated to their fractional share for which cash was received. However, otherwise no loss may be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The share consolidation occurred on February 15, 2021 for Ordinary Shares not held through ADRs and on February 16, 2021 for Ordinary Shares held through ADRs. So, holders should report the adjustment to their basis in their taxable years which include the relevant dates.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Robin Booth Date ▶ 10/03/2021

Print your name ▶ Robin Booth Title ▶ Group Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.