

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “EU PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

29 October 2021

Tesco Corporate Treasury Services PLC

Legal entity identifier (LEI): 21380018AJDKNF3A6712

Issue of
£400,000,000 1.875 per cent. ESG Notes due 2028
Guaranteed by Tesco PLC
under the
£15,000,000,000 Euro Note Programme

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Offering Circular dated 11 October, 2021 which constitutes a base prospectus for the purposes of the UK Prospectus Regulation (the “Offering Circular”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Offering Circular in order to obtain all the relevant information. The Offering Circular has been published on the website of the Issuer at <https://www.tescopl.com/investors/debt-investors/outstanding-bonds/>.

1.	(i) Issuer:	Tesco Corporate Treasury Services PLC
	(ii) Guarantor:	Tesco PLC
2.	(i) Series Number:	10
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	Sterling ("£")
4.	Aggregate Nominal Amount:	
	(i) Tranche:	£400,000,000
	(ii) Series:	£400,000,000
5.	Issue Price:	99.296 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000.
	(ii) Calculation Amount (in relation to calculation of interest in global form see Conditions):	£1,000
7.	(i) Issue Date:	2 November 2021
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	2 November 2028
9.	Interest Basis:	Subject as set out in Condition 4(e) and paragraph 16 below, Fixed Rate (see paragraphs 13 and 16 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call Restructuring Event Put (see paragraphs 18 and 20 below)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.875 per cent. per annum payable in arrear on each Interest Payment Date, subject as set out in Condition 4(e) and paragraph 16 below
	(ii) Interest Payment Date(s):	2 November in each year, commencing on 2 November 2022, up to and including the Maturity Date
	(iii) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Subject to adjustment as a result of the application of Condition 4(e) and paragraph 16 below, £18.75 per Calculation Amount
	(iv) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable

	(v) Fixed Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	2 November in each year
14.	Floating Rate Note Provisions	Not Applicable
15.	Zero Coupon Note Provisions	Not Applicable
16.	Step Up Option:	Applicable
	(i) Step Up Event:	GHG KPI Step Up Event
	(ii) Step Up Margin:	0.375 per cent. per annum in respect of a GHG KPI Step Up Event.
	(iii) Food Waste KPI Percentage Reference Year(s):	Not Applicable
	(iv) GHG KPI Percentage Reference Year(s):	2025/2026 financial year
	(v) Food Waste KPI Percentage Threshold(s):	Not Applicable
	(vi) GHG KPI Percentage Threshold(s):	60 per cent.

PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 6(b)	Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call	Applicable
	(i) Optional Redemption Date(s):	Any Business Day (as defined in Condition 4(b)) falling in the period from (and including) the Issue Date to (but excluding) the Maturity Date
	(ii) Optional Redemption Amount(s):	In respect of the Optional Redemption Date(s) falling prior to 2 August 2028, the Make-Whole Redemption Amount In respect of the Optional Redemption Date(s) falling on or after 2 August 2028, £1,000 per Calculation Amount
	(iii) If redeemable in part:	Not Applicable, as the Notes are not redeemable in part
	(iv) Notice periods:	Minimum period: 10 days Maximum period: 30 days
	(v) Make-Whole Redemption:	Applicable
	(a) Make-Whole Redemption Margin:	0.20 per cent.
	(b) Quotation Time:	11.00 a.m. (London time)
	(c) Determination Date:	The third Business Day preceding the applicable Optional Redemption Date
	(d) Reference Bond:	United Kingdom Treasury Gilt 1.625 per cent. due October 2028 (ISIN: GB00BFX0ZL78)
19.	Investor Put	Not Applicable
20.	Restructuring Event Put	Applicable
21.	Final Redemption Amount	£1,000 per Calculation Amount

22. Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. (i) Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.
- (ii) New Global Note: No
24. Additional Financial Centre(s): TARGET2 System
25. Talons for future Coupons to be attached to Definitive Notes: No

THIRD PARTY INFORMATION

The description of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from the websites of S&P, Moody's and Fitch (as defined below). Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Moody's and Fitch (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Tesco Corporate Treasury Services PLC

By: .....
Duly authorised

Signed on behalf of Tesco PLC

By: .....
Duly authorised

PART B — OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and listing on the Official List of the FCA with effect from 2 November 2021.
- (ii) Estimate of total expenses related to admission to trading: £ 4,840

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- BBB- by S&P Global Ratings, acting through S&P Global Ratings UK Limited ("S&P")
- Baa3 by Moody's Investors Services Limited ("Moody's")
- BBB- Fitch Ratings Ltd. ("Fitch")
- An obligation rated 'BBB' by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories (Source: https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352).
- Obligations rated 'Baa' by Moody's are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '3' indicates a ranking in the lower end of that generic rating category (Source: <https://www.moodys.com/sites/products/AboutMoodyRatingsAttachments/MoodysRatingSymbolsandDefinitions.pdf>).
- An obligation rated BBB by Fitch indicates that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories (Source: <https://www.fitchratings.com/research/fund-asset-managers/rating-definitions-11-06-2020>).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to Citigroup Global Markets Limited, HSBC Bank plc, Lloyds Bank Corporate Markets plc and NatWest Markets Plc (the "Joint Lead Managers"), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) Reasons for the offer: | See "Use of Proceeds" in the Offering Circular |
| (ii) Estimated net proceeds: | £395,984,000 |

5. YIELD

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| Indication of yield: | 1.984 per cent. per annum |
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- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) ISIN: | XS2403381069 |
| (ii) Common Code: | 240338106 |
| (iii) CFI: | DTFXFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv) FISN: | TESCO CORP TREA/MTN 20281101, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vi) Delivery: | Delivery against payment |
| (vii) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (ix) Prohibition of Sales to EEA Retail Investors: | Applicable |
| (x) Prohibition of Sales to United Kingdom Retail Investors: | Applicable |
| (xi) Prohibition of Sales to Belgian Consumers: | Applicable |

7. U.S. SELLING RESTRICTIONS

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| U.S. selling restrictions: | Reg. S Compliance Category 2; TEFRA D |
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