

SUPPLEMENT DATED 25 MAY, 2022 TO THE OFFERING CIRCULAR DATED 11 OCTOBER, 2021



TESCO PLC

(Incorporated with limited liability in England with registered number 00445790)

TESCO CORPORATE TREASURY SERVICES PLC

(Incorporated with limited liability in England with registered number 08629715)

TESCO CORPORATE TREASURY SERVICES EUROPE DAC

(Incorporated with limited liability in Ireland with registered number 697759)

£15,000,000,000

Euro Note Programme

unconditionally and irrevocably guaranteed in the case of Notes issued by Tesco Corporate Treasury Services PLC and Tesco Corporate Treasury Services Europe DAC by Tesco PLC (in such capacity, the “Guarantor”)

This Supplement (the “Supplement”) to the Offering Circular dated 11 October, 2021 (the “Offering Circular”), which comprises a base prospectus for the purposes of the UK Prospectus Regulation, constitutes a supplement to the prospectus for the purposes of Article 23 of the UK Prospectus Regulation and Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in connection with the £15,000,000,000 Euro Note Programme (the “Programme”) established by Tesco PLC (“Tesco”), Tesco Corporate Treasury Services PLC (“TCTS”) and Tesco Corporate Treasury Services Europe DAC (“TCTSE”) (each an “Issuer” and, together, the “Issuers”). Terms defined in the Offering Circular have the same meaning when used in this Supplement. When used in this Supplement, UK Prospectus Regulation means Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuers.

This Supplement has been approved as a supplementary prospectus issued in compliance with the UK Prospectus Regulation by the Financial Conduct Authority in its capacity as competent authority under the UK Prospectus Regulation. The Financial Conduct Authority only approves this supplementary prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers.

Each Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

No other person has been authorised to give any information or to make representations contained in this Supplement and no other person accepts any responsibility or liability in respect of information contained or incorporated by reference in this Supplement.

Purpose of the Supplement

The purpose of this Supplement is (a) to incorporate by reference Tesco’s audited consolidated financial statements as at and for the 52 weeks ended 26 February, 2022 (the “Tesco Consolidated Financial Information”), which is set out in Tesco’s annual report for the financial year 2021/22 (the “Tesco 2022 Annual Report”) and (b) following the publication

of the Tesco Consolidated Financial Information, to update the no significant or material change statement for Tesco and its subsidiaries (the “Group”).

Tesco Consolidated Financial Information

A copy of the Tesco Consolidated Financial Information, which was set out in the Tesco 2022 Annual Report, has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the Tesco Consolidated Financial Information, which is set out at the following pages of the Tesco 2022 Annual Report, is incorporated in, and forms part of, the Offering Circular:

Independent auditor’s report – Pages 106 to (and including) 115

Group income statement - Page 116

Group statement of comprehensive income/(loss) - Page 117

Group balance sheet - Page 118

Group statement of changes in equity - Pages 119 to (and including) 120

Group cash flow statement - Page 121

Notes to the Group financial statements - Pages 122 to (and including) 191

Glossary - Alternative performance measures - Pages 207 to (and including) 212

Any non-incorporated parts of the Tesco Consolidated Financial Information are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular.

Copies of all documents incorporated by reference in the Offering Circular can be obtained from the registered office of the relevant Issuer and from the specified offices of the Paying Agents for the time being and have been made available at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

Any documents themselves incorporated by reference in the document incorporated by reference into the Offering Circular by this Supplement shall not form part of this Supplement.

Significant or Material Change

As a result of the publication of the Tesco Consolidated Financial Information, and by way of update to the information contained on page 112 of the Offering Circular in the section headed “General Information – Significant or Material Change”, there has been no significant change in the financial performance or financial position of TCTS since 27 February, 2021, or of Tesco or the Group since 26 February, 2022, and there has been no material adverse change in the prospects of TCTS since 27 February, 2021, or of Tesco or of the Group since 26 February, 2022.

There has been no significant change in the financial performance or financial position of TCTSE, and there has been no material adverse change in the prospects of TCTSE since 11 June 2021, being its date of incorporation.

General Information

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in

the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement (and any supplement to the Offering Circular previously issued), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.