

No. 00445790

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

TESCO PLC

(Passed on 14 May 2020)

At a general meeting of the Company duly convened and held at 184 Shepherds Bush Road, Brook Green, Hammersmith, London, W6 7NL on Thursday, 14 May 2020, the following resolution was duly passed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

(1) **THAT:**

- (A) the Disposal, as described in the circular to the Company's shareholders dated 22 April 2020, substantially on the terms as set out in the sale and purchase agreement entered into on 9 March 2020, together with any associated and ancillary arrangements thereto, be and are hereby approved; and
- (B) the directors of the Company (the "Directors") (or any duly constituted committee thereof) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Disposal and give effect thereto with such modifications, variations, revisions or amendments (not being modifications, variations, revisions or amendments of a material nature) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Disposal.

Robert Welch

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Robert Welch

Company Secretary

Tesco PLC

14 May 2020

