

TESCO PENSION TRUSTEES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENT

FOR THE 52 WEEKS ENDED 26 FEBRUARY 2000



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TESCO PENSION TRUSTEES LIMITED

DIRECTORS' REPORT

The directors present their annual report and financial statements for the 52 weeks ended 26 February 2000.

REVIEW OF THE BUSINESS

During the year the company has not traded and has not incurred any liabilities and consequently has made neither profit nor loss.

DIRECTORS AND THEIR INTERESTS

The following Directors served during the year:-

R.S. Ager	
P Bateman	
M McMillan	
V.W. Benjamin	
L.James	(Resigned 30 April 99)
N S Gellatly	
S Marriott	(Resigned 14 July 00)
C M Chapman	(Appointed 12 October 99)
J M Wemms	(Resigned 12 October 99)
E Watts	
M Risk	(Appointed 30 April 99)

The directors at 26 February 2000 who are not also directors of Tesco PLC, the company's ultimate holding company, had the following interests in the shares of Tesco PLC at the beginning (or subsequent date of appointment) and end of the year:

	Ordinary Shares			Share Options *		
	<u>2000</u>	<u>1999</u>	<u>2000</u>	Granted	Exercised	<u>1999</u>
E Watts	27,697	6,740	-	-	2,834	2,834
P Bateman	212,103	191,146	302,021	114,862	285,078	472,237
M McMillan	143,302	116,330	157,818	30,000	84,000	211,818
V W Benjamin	95,693	95,664	-	-	-	-
N S Gellatly	1,309	927	7,447	1,341	-	6,106
S Marriott	332	405	1,283	1,283	1,424	1,424
M Risk	128,602	125,805	322,791	14,561	5,592	313,822
C Chapman	-	-	308,486	160,122		148,364

* Executive share option scheme (1984,1994 & 1996) and Savings related share option scheme (1981). Details of those schemes are set out in the annual report and accounts of Tesco PLC.

By order of the Board on 6/12/00

Nadine Sanha
Secretary

Tesco Pension Trustees Limited
Registered Number 118945

TESCO PENSION TRUSTEES LIMITED

BALANCE SHEET - 26 FEBRUARY 2000

	<u>2000</u> £	<u>1999</u> £
CURRENT ASSETS		
Amounts due from group undertakings	<u>2</u>	<u>2</u>
NET CURRENT ASSETS	<u>2</u>	<u>2</u>
 CAPITAL AND RESERVES		
Called up share capital (Note 3)	<u>2</u>	<u>2</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the 52 weeks ended 26 February 2000.

Approved by the Board on 6/12/00



DIRECTOR

The notes on page 3 form part of these accounts.

TESCO PENSION TRUSTEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 26 FEBRUARY 2000

1. ACCOUNTING POLICY

These financial statements are prepared under the Historical Cost Convention and in accordance with applicable accounting standards.

In accordance with the Financial Reporting Standard 1 "Cash flow statements " (revised), the company being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flow of this company, has not prepared such a statement itself.

2. ACTIVITY AND DIRECTORS

The company has not traded during the 52 weeks ended 26 February 2000, has not incurred any liabilities and consequently has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the company.

3. CALLED UP SHARE CAPITAL

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Authorised		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

4. ULTIMATE PARENT UNDERTAKING

The company is a wholly owned subsidiary of its parent and ultimate parent company Tesco PLC, which is incorporated in Great Britain and registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the group financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

5. RELATED PARTY DISCLOSURES

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard No. 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC in which the company is included are available at the address noted above.

TESCO PENSION TRUSTEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (continued)

6. FINANCIAL SUPPORT

The parent company has indicated that it will provide financial support to the company for the foreseeable future.