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The Directors
Tesco PLC
Tesco House
Delamare Road
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21 February 2003

Our Ref: LLP 6

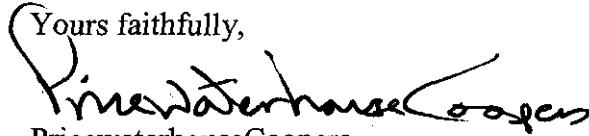
Dear Sirs,

Notice of resignation as auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP will be replacing us as auditors.

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of Tesco Distribution Holdings Limited, registered number 03193655 with effect from 23 February 2003.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of Tesco Distribution Holdings Limited.

Yours faithfully,

PricewaterhouseCoopers

