

TESCO DISTRIBUTION HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 23 FEBRUARY 2008

Registered Number: 3193655



TESCO DISTRIBUTION HOLDINGS LIMITED

DIRECTORS' REPORT

Directors' Report for the 52 weeks ended 23 February 2008

The directors present their report and audited financial statements of Tesco Distribution Holdings Limited (the "company") for the 52 weeks (the "period") ended 23 February 2008

Business review and principal activities

The principal activity of the company is to act as a holding company

The company did not trade during the period and subsequently a Profit and Loss Account has not been produced

The directors do not recommend the payment of a dividend (2007 £nil)

The company has net assets of £150m (2007 £150m)

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Tesco PLC and are not managed separately. These risks are discussed on page 15 of the Tesco PLC group annual report for the 52 weeks ending 23 February 2008 which does not form part of this report

Future outlook

The company's level of trade is expected to continue throughout 2008 and the current performance levels should be maintained

Key performance indicators

Given the straightforward nature of the business, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business

Research and development

The company does not undertake any research and development activities

Employees

The company had no employees during the period (2007 none)

Directors

The following directors served during the period

A Higginson
L Neville-Rolfe
J Lloyd

TESCO DISTRIBUTION HOLDINGS LIMITED

DIRECTORS' REPORT (continued)

Directors' Report for the 52 weeks ended 23 February 2008 (continued)

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there will be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement on disclosure of information to auditors

Each director who is a director at the date of approval of this Annual Report confirms that


- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

Pursuant to Section 386 of the Companies Act 1985 the company has elected to dispense with the obligations to appoint auditors annually in both the next financial period and all subsequent periods.

By order of the Board

29th July 2008


J Lloyd
Director
Tesco Distribution Holdings Limited
Registered Number 3193655

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TESCO DISTRIBUTION HOLDINGS LIMITED

PricewaterhouseCoopers LLP
10 Bricket Road
St Albans AL1 3JX
Telephone +44 (0) 1727 844155
Facsimile +44 (0) 1727 845039

We have audited the financial statements of Tesco Distribution Holdings Limited for the period ended 23 February 2008 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 23 February 2008 and of its results for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
St Albans


4th August 2008

TESCO DISTRIBUTION HOLDINGS LIMITED

BALANCE SHEET AS AT 23 FEBRUARY 2008

	Notes	2008 £m	2007 £m
Fixed assets			
Investments	3	150	150
Net assets		150	150
Capital and reserves			
Called up share capital	4	100	100
Profit and loss reserve	5	50	50
Equity shareholder's funds	6	150	150

The financial statements on pages 5 to 8 were approved by the board of directors on 29th July 2008 and were signed on its behalf by



J Lloyd
Director
Tesco Distribution Holdings Limited
Registered Number 3193655

TESCO DISTRIBUTION HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 23 FEBRUARY 2008

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements are prepared on the going concern basis, in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 1985. The principal accounting policies are set out below.

In accordance with FRS 2 "Accounting for Subsidiary Undertakings" and Section 228 of the Companies Act 1985, group financial statements have not been prepared because the company is a wholly owned subsidiary of Tesco PLC, incorporated in England and Wales.

Cash flow statement

The company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

Fixed asset investments

Investments in subsidiaries and joint ventures are stated at cost plus incidental expenses less, where appropriate, provisions for impairment.

2. OPERATING PROFIT

The company has not traded during the period so a Profit and Loss Account has not been prepared.

The directors received no emoluments for their services to the company (2007: £nil).

The company had no employees during the period (2007: none).

The auditors' remuneration for the current and prior period was borne by another group company.

TESCO DISTRIBUTION HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 23 FEBRUARY 2008 (Continued)

3. INVESTMENTS

	£m
Cost	
At 24 February 2007	150
Additions	-
Disposals	-
At 23 February 2008	150
Provision for impairment charge	
At 24 February 2007	-
Provision for impairment	-
At 23 February 2008	-
Net book value	
At 23 February 2008	150
At 24 February 2007	150

The directors believe that the carrying value of the investments is supported by their underlying net assets

Details of the principal subsidiary undertaking at the period end is as follows

Subsidiary undertakings	Country of incorporation	% Shares held	Nature of business
Tesco Distribution Limited	England and Wales	100%	Transportation and storage of goods

4. CALLED UP SHARE CAPITAL

	2008 £m	2007 £m
Authorised		
99,999,999 (2007 99,999,999) ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
99,999,999 (2007 99,999,999) ordinary shares of £1 each	100	100

5. RESERVES

	Profit and loss reserve £m
As at 24 February 2007	50
Profit for the period	-
As at 23 February 2008	50

TESCO DISTRIBUTION HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 23 FEBRUARY 2008 (Continued)

6. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	2008	2007
	£m	£m
Profit for the period	-	-
Opening shareholder's funds	150	150
Closing shareholder's funds	150	150

7. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Tesco Holdings Limited

The company's ultimate parent undertaking and controlling party is 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 Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL

8. RELATED PARTY TRANSACTIONS

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under paragraph 3(c) of Financial Reporting Standard 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

9. POST BALANCE SHEET EVENT

A number of changes to the UK Corporation Tax system were announced as part of the March 2007 budget statement. Certain of these changes were substantively enacted in the 2007 Finance Act on 26 June 2007. The impact of these changes has been recognised in these financial statements.

Certain other changes are expected to be enacted in the 2008 Finance Act. The impact of these changes will be recognised in the period in which the 2008 Finance Act becomes substantively enacted, which is expected to be in the next financial year.