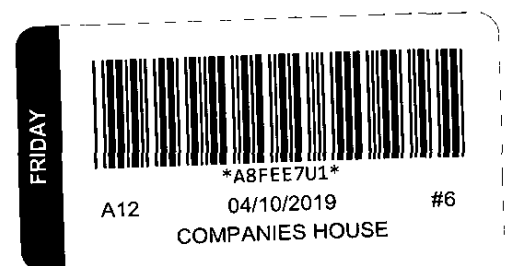


BUTTONCABLE LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL
STATEMENTS

FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019

Registered Number: 05294246



BUTTONCABLE LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019

The Directors present their Report and the unaudited financial statements of Buttoncable Limited (the "Company") for the 52 weeks ended 23 February 2019 (prior period: 52 weeks ended 24 February 2018 ("2018")).

Business review and principal activity

The principal activity of the Company is to act as a holding company of overseas operations.

However the subsidiary company has been dissolved during the period and the Directors expect the Company to cease to trade in the next financial period.

Results and dividends

The Company did not incur any expenditure or earn any income during the current and previous financial period. Consequently, a Profit and Loss Account has not been disclosed.

The Company does not have any net assets/liabilities at the period end (2018: net liabilities £36,732k) and has no net current assets/liabilities (2018: net current liabilities £36,732k).

The Directors do not recommend the payment of a dividend for the 52 weeks ended 23 February 2019 (2018: £nil).

Future developments

The performance of the Company is not expected to continue throughout the next financial period and the Company is expected to cease to trade.

The Company's future developments form a part of the Tesco PLC Group's (the "Group") long-term strategies, which are discussed on pages 14 and 15 of the Tesco PLC Annual Report and Financial Statements 2019, which do not form part of this Report.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include the Company, are discussed on pages 32 to 36 of the Tesco PLC Annual Report and Financial Statements 2019, which do not form a part of this Report.

Business Risk

Uncertainty around the UK's departure from the EU continues to grow as a result of the ongoing political deadlock. A failure to prepare for all eventualities, and any resulting disruption, could have an adverse impact on our primary business, financial results and operations. The Tesco PLC Board will continue to assess and monitor the potential risks and impacts on the Company and its stakeholders as a whole, while taking appropriate mitigation measures to address challenges as appropriate.

Key performance indicators (KPIs)

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.

The development, performance and position of the operations of the Group, which includes the Company, is discussed on pages 16 and 17 of the Tesco PLC Annual Report and Financial Statements 2019, which do not form part of this Report.

Going concern

The Company is not expected to trade in the foreseeable future. The financial statements have therefore been prepared on the basis other than going concern.

Events after the reporting period

Details of events after the reporting period can be found in Note 9 to the financial statements.

BUTTONCABLE LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019 (continued)

Political donations

There were no political donations for the period (2018: £nil) and the Company did not incur any political expenditure (2018: £nil).

Research and development

The Company does not undertake any research and development activities (2018: nil).

Strategic Report

The Directors have taken advantage of the exemption provided by section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 from preparing a strategic report.

Employees

The Company had no employees during the period (2018: none).

Directors

The following Directors served during the period and up to the date of signing these financial statements:

R Welch

L Heywood

Tesco Services Limited

B Mistry (Appointed 29 October 2018)

None of the Directors had any disclosable interests in the Company during this period.

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of the Tesco PLC Company Secretary (who is also a Director of the Company) in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors and officers may not be indemnified, Tesco PLC maintained a Directors' and Officers' liability insurance policy throughout the financial period and up to the date of signing the financial statements.

Cautionary statement regarding forward-looking information

Where this document contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this Report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement.

Directors' Responsibilities Statement

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

Under Company law, the Directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

BUTTONCABLE LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019 (continued)

Directors' Responsibilities Statement (continued)

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. 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.

Approved by the Board on 26 July 2019, and signed on behalf of the Board by



Lynda Heywood

Director

Buttoncable Limited

Registered number: 05294246

Registered office: Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA, United Kingdom

BUTTONCABLE LIMITED

BALANCE SHEET AS AT 23 FEBRUARY 2019

	Notes	23 February 2019 £'000	24 February 2018 £'000
Fixed assets			
Investments	5	-	-
Current liabilities			
Creditors: amounts falling due within one year	6	-	(36,732)
		-	(36,732)
Net current assets/(liabilities)		-	(36,732)
Total assets less current liabilities		-	(36,732)
Net assets/(liabilities)		-	(36,732)
Capital and reserves			
Share capital	7	36,753	21
Share premium		1,571,115	1,571,115
Profit and loss account		(1,607,868)	(1,607,868)
Total shareholders' funds /(deficit)		-	(36,732)

There are no recognised gains or losses and accordingly no separate Profit and Loss Account and Statement of Comprehensive Income have been prepared.

The notes on pages 6 to 9 form an integral part of the financial statements.

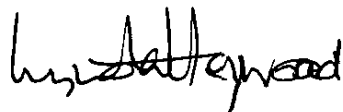
For the period ending 23 February 2019, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities

Each Director who is the Director of the Company at the date of approval of these financial statements confirms:

- the members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- the Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements on pages 4 to 9 were approved by the Board and authorised for issue on 26 July 2019. They were signed on its behalf by:



Lynda Heywood

Director

Buttoncable Limited

Registered number: 05294246

Registered office: Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA, United Kingdom

BUTTONCABLE LIMITED**STATEMENT OF CHANGES IN EQUITY FOR THE 52 WEEKS ENDED
23 FEBRUARY 2019**

	Called up share capital*	Share premium	Profit and loss account	Total
	£'000	£'000	£'000	£'000
Balance as at 25 February 2017	21	1,571,115	(1,607,868)	(36,732)
Balance as at 24 February 2018	21	1,571,115	(1,607,868)	(36,732)
Issue of share capital	36,732	-	-	36,732
Balance as at 23 February 2019	36,753	1,571,115	(1,607,868)	-

The notes on pages 6 to 9 form an integral part of the financial statements.

*See Note 7 for a breakdown of the Called up share capital.

BUTTONCABLE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Buttoncable Limited (the “Company”) for the 52 weeks ended 23 February 2019 were approved by the Board of Directors on 26 July 2019 and the Balance Sheet was signed on the Board’s behalf by Lynda Heywood. The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. These financial statements were prepared in accordance with Financial Reporting Standard 101 “Reduced Disclosure Framework” (“FRS 101”). The financial statements have been prepared under the historical cost convention and the Companies Act 2006, modified to include certain items at fair value.

The Company’s financial statements are presented in Pound Sterling (£), except when otherwise indicated and all values are rounded to the nearest thousands (£’000), except when otherwise indicated.

2. General information

The Company is a private company limited by shares and is incorporated in England and Wales under the Companies Act 2006. The address of the registered office is Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA, United Kingdom. The nature of the Company’s operations and its principal activity are set out in the Directors’ Report on page 1.

The principal accounting policies are summarised below. They have all been applied consistently throughout the period and to the preceding period, unless otherwise stated.

3. Accounting policies

a) Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 101 “Reduced Disclosure Framework” issued by the Financial Reporting Council.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

- the requirements of paragraphs 10(d), 10(f) and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirement of paragraph 79(a) (iv) of IAS 1.

The Company is a qualifying entity for the purposes of FRS 101. Note 8 provides details of the Company’s parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

BUTTONCABLE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019 (continued)

3. Accounting Policies (continued)

a) Basis of preparation (continued)

i) New and revised IFRS applied with no material effect on the financial statements

The following standards were adopted in the current period and there has been no impact on the financial statements upon their adoption:

- IFRS 9 'Financial instruments'
- IFRS 15 'Revenue from Contracts with customers'

Other changes to standards, interpretations and amendments effective in the current period had no material impact on the Company financial statements.

b) Going concern

The company is not expected to trade in the foreseeable future. The financial statements have therefore been prepared on the basis other than going concern

c) Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions in applying the Company's accounting policies to determine the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

There are no judgements and estimates that have a significant effect on amounts recognised in the financial statements.

d) Significant accounting policies

Financial instruments

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument. The expected maturity of the financial assets and liabilities is not considered to be materially different to their current and non-current classification.

Financial assets

Financial assets are recognised initially at fair value, and subsequently at amortised cost using the effective interest rate method, less provision for impairment calculated using the expected credit losses (ECL) model.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are recorded at amortised cost.

Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

4. Staff costs and Directors' remuneration

The Directors received no emoluments for their services to the Company during the period (2018: £nil).

The Company had no employees during the period (2018: none).

BUTTONCABLE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019 (continued)

5. Investments

	23 February 2019 Shares in Group undertakings £'000	24 February 2018 Shares in Group undertakings £'000
Cost		
At beginning of period	56,077	56,077
Investments written off on liquidation of subsidiary	(56,077)	-
At the end of the period	-	56,077
Impairment		
At beginning of period	56,077	56,077
Reversal of impairment	(56,077)	-
At the end of the period	-	56,077
Carrying value		
At the end of period	-	-

The Company's subsidiary Old FEHC Inc. (100% shared held as on 24 February 2018) was dissolved on 28 February 2018 owing to which the investment has been written off and related impairment has been reversed in the current period.

6. Creditors: amounts falling due within one year

	23 February 2019 £'000	24 February 2018 £'000
Amounts owed to Group undertakings	-	36,732
Total	-	36,732

7. Called up share capital

	23 February 2019 £'000	24 February 2018 £'000
Allotted, called up and fully paid		
36,753,589 (2018: 20,554) Ordinary shares of £1 each	36,753	21
Total	36,753	21

36,733,035 ordinary shares of £1 each have been issued during the current period.

BUTTONCABLE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2019 (continued)

8. 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 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 Annual Report and Financial Statements 2019 are available from the Company Secretary at its registered office address: Tesco PLC, Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA, United Kingdom.

9. Events after Balance Sheet date

There have been no material events since the Balance Sheet date which require disclosure.

10. Related Party Transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.