

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**TESCO PLC**

(Passed on 26 June 2015)

At a general meeting of the Company duly convened and held at the QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on 26 June 2015, the following resolutions were duly passed as ordinary and special resolutions of the Company respectively

**ORDINARY RESOLUTIONS**

- 1 that the Reports and Accounts for the 53 weeks ended 28 February 2015 be received
- 2 that the Directors' Remuneration Report for the financial year ended 28 February 2015 be approved
- 3 that the Directors' Remuneration Policy be approved
- 4 that John Allan be elected as a Director of the Company
- 5 that Dave Lewis be elected as a Director of the Company
- 6 that Alan Stewart be elected as a Director of the Company
- 7 that Richard Cousins be elected as a Director of the Company
- 8 that Byron Grote be elected as a Director of the Company
- 9 that Mikael Olsson be elected as a Director of the Company
- 10 that Mark Armour be re-elected as a Director of the Company
- 11 that Deanna Oppenheimer be re-elected as a Director of the Company
- 12 that the Auditors, Deloitte LLP be appointed as the Company's auditors to hold office until the conclusion of the next Annual General Meeting
- 13 that the Directors be authorised to fix the remuneration of the auditors for the current financial year
- 14 that the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot
  - (a) shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of £135,383,474; and in addition

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- (b) equity securities (as defined in section 560 of the Act) of the Company up to an aggregate nominal amount of £135,383,474 in connection with an offer of such securities by way of a rights issue,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such expiry, and the directors may allot equity securities or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired

“rights issue” means an offer of equity securities to

- (i) holders of Ordinary Shares on the register on a record date fixed by the directors in proportion (as nearly as may be practicable) to their existing holdings, and
- (ii) holders of other securities as required by the rights of those securities or as directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory

### **SPECIAL RESOLUTIONS**

- 15 that, subject to the passing of resolution 14, the directors be empowered pursuant to section 570 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 14 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited

- (a) to the allotment and/or sale of equity securities in connection with an offer of such securities by way of a rights issue (as defined in resolution 14), and
- (b) to the allotment and/or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £20,307,521,

such authority to expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry, and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 16 that the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the “Act”)) of Ordinary Shares of 5 pence each in the capital of the Company (“Shares”), on such terms as the directors think fit provided that

- (a) the maximum number of Shares which may be purchased is 812,300,844 Shares,
- (b) the minimum price, exclusive of any expenses, which may be paid for each Share is 5 pence,
- (c) the maximum price, exclusive of any expenses, which may be paid for each Share is an amount equal to the higher of

- (i) 105% of the average of the middle market quotations of a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased, and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid as stipulated by the Buy-back and Stabilisation Regulation (EC2273/2003),
- (d) this authority will expire at the close of the next Annual General Meeting of the Company, except in relation to the purchase of Shares under this authority the contracts for which are made before the expiry of this authority and which are executed wholly or partly thereafter

#### **ORDINARY RESOLUTION**

- 17 that in accordance with section 366 of the Companies Act (the "Act"), the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect be authorised to
- (a) make donations to political parties and/or independent election candidates, not exceeding £100,000,
  - (b) make political donations to political organisations, other than political parties, not exceeding £100,000, and
  - (c) incur political expenditure not exceeding £100,000,

as such terms are defined in Part 14 of the Act during the period beginning on the date of the passing of this resolution and ending on the date of the Company's next Annual General Meeting, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 in total

#### **SPECIAL RESOLUTION**

- 18 that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice



**Paul Moore**

Company Secretary

Tesco PLC

26 June 2015