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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF TESCO PLC

TUESDAY



PC1 *PAV21BQY* 21/07/2009 532
COMPANIES HOUSE

Passed 3rd July 2009

At an Annual General Meeting ("AGM") of the Company duly convened and held at the Scottish Exhibition & Conference Centre, Exhibition Way, Finnieston, Glasgow, G3 8YW on Friday, 3rd July 2009.

Ordinary Resolutions

1. That the accounts and reports of the directors and the auditors for the financial year ended 28 February 2009 be received.
2. That the directors' remuneration report for the financial year ended 28 February 2009 be approved.
3. That a final dividend of 8.39 pence per share be declared upon the Ordinary Shares of the Company in respect of the period ended 28 February 2009 payable on the 10 July 2009.
4. That Richard Brasher, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
5. That Philip Clarke, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
6. That Andrew Higginson, who was retiring from the Board by rotation in accordance with the Articles of Association, be re-elected as a Director of the Company.
7. That Charles Allen who was appointed as a non-executive, be re-elected as a Director of the Company.
8. That Harald Einsmann, who was appointed as a non-executive, be re-elected as a Director of the Company.
9. That Jacqueline Tammenoms Bakker, who was retiring from the Board following her appointment to the Board in January 2009, be re-elected as a Director of the Company.
10. That Patrick Cescau, who was retiring from the Board following his appointment to the Board in February 2009, be re-elected as a Director of the Company.
11. That Ken Hanna, who was retiring from the Board following his appointment to the Board in April 2009, be re-elected as a Director of the Company.
12. That Laurie McIlwee, who was retiring from the Board following his appointment to the Board in January 2009, in accordance with the Articles and Association, be re-elected as a Director of the Company.

13. That PricewaterhouseCoopers LLP be reappointed auditors of the Company, to hold office until the conclusion of the next Annual General Meeting.
14. That the remuneration of PricewaterhouseCoopers LLP be determined by the directors.
15. That the authorised share capital of the Company be increased from £542,900,000 to £667,900,000 by the creation of an additional 2,500,000,000 ordinary shares of 5p each.
16. (a) That the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "1985 Act") to:
 - (i) allot relevant securities (as defined in the 1985 Act):
 - (A) up to an aggregate nominal amount of £130,360,454; and
 - (B) comprising equity securities (as defined in the 1985 Act) up to an aggregate nominal amount of £260,720,908 (including within such limit any shares issued under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

for the period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 2 October 2010); and

 - (ii) make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired;
- (b) That, subject to paragraph (c), all existing authorities given to the directors pursuant to section 80 be revoked by this resolution; and
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special Resolutions

17. That the directors be generally empowered pursuant to section 95 of the 1985 Act to allot equity securities (as defined in the 1985 Act) for cash, as if section 89(1) of the 1985 Act did not apply to any such allotment. This power:
 - (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 2 October 2010), but the Company may make an offer or agreement

which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 16(a)(i)(B), by way of a right issue only):

(i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(c) in the case of the authority granted under resolution 16(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £19,751,583.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in the first paragraph of the resolution the words "pursuant to the authority conferred by the resolution numbered 16 in the notice of the meeting" were omitted.

18. That the Company be and hereby is generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the 1985 Act) of its ordinary shares of 5p each in the capital of the Company ("Shares"), subject to the following conditions:

(a) the maximum number of Shares which may be purchased is 790,063,358 Shares;

(b) the minimum price, exclusive of any expenses, which may be paid for each Share is 5p;

(c) the maximum price, exclusive of any expenses, which may be paid for each Share:

(i) an amount equal to 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) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share as derived from the London Stock Exchange Trading System ("SETS"); and

(d) unless previously revoked or varied, this authority will expire at the conclusion of the next AGM of the Company held in 2010 or 18 months from the date of this resolution (whichever is the earlier);

(e) a contract to purchase Shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after expiry of this authority.

Ordinary Resolutions

19. That the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be and hereby is authorised to:
- (a) make donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
 - (b) make donations to political organisations other than political parties, not exceeding £100,000 in total;
 - (c) incur political expenditure not exceeding £100,000 in total,
- during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next annual general meeting.
- For the purposes of this resolution, the terms "political expenditure", "independent election candidates", "political parties" and "political organisations" shall have the meaning given by Part 14 of the 2006 Act.
20. That the rules of the Tesco PLC Group Bonus Plan (the principal features of which are summarised in the Appendix to this notice) are hereby approved and adopted and the Directors of the Company be and are hereby authorised to do all things necessary or expedient to carry the Group Bonus Plan into effect.
21. That the rules of the Tesco PLC 2004 Discretionary Share Option Plan are hereby amended and take effect in the form of the rules produced to the meeting and signed, for the purposes of identification, by the Chairman of the Meeting and the Directors of the Company be and are hereby authorised to do all things necessary or expedient to carry the revised rules into effect (including making such further modifications as are necessary to maintain approval of the approved part of the Plan by HM Revenue & Customs).

Special Resolution

22. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

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Company Secretary