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COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

CHFP029

Please do not write in this margin

Pursuant to section 169 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

Please do not write in the space below. For Inland Revenue use only.

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0445790

Name of company

* insert full name of company

* Tesco plc

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary		
Number of shares purchased	665,000		
Nominal value of each share	5p		
Date(s) on which the shares were delivered to the company	27 February 2007		
Maximum prices paid \$ for each share	443.0102p		
Minimum prices paid \$ for each share	443.0102p		

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was: £ 2,946,017.83

Stamp Duty is payable on the aggregate amount at the rate of 1/2% rounded up to the nearest multiple of £5 £ 14,735.00

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation ‡

COMPANY SECRETARY

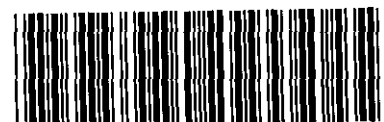
Date 28/2/07

Presentor's name address and reference (if any):

Miss C O'Connor
Tesco House,
Delamare Road,
Cheshunt, Herts
EN8 9SL

For official Use (10/03)
General Section

WEDNESDAY



A0XHT01U

A09

21/03/2007

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COMPANIES HOUSE

1. Before this form is delivered to Companies House it must be "stamped" by the Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. The Inland Revenue Stamp Offices is located at:

London Stamp Office
Ground Floor
South West Wing
Bush House
Strand
London
WC2B 4QN

Tel: 020 7438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to the Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the purchase of the shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England or Wales:

The Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

DX: 235 Edinburgh

or LP - 4 Edinburgh 2