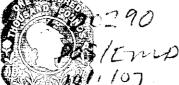
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CHFP029

Please do not write in this margin

COMPANIES FORM No. 169

Return by a company purchasing its own shares



Pursuant to section 169 of the Companies Act 1985

rar of Companies

erleaf)

mpany

Tesco plc





Company Tu

00445







Please complete legibly, preferabl in black type, or bold block lettern

* insert full name

* insert full name of company

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:

For official use

ed	Class of shares	Ordinary
	Number of shares purchased	6,071,706
	Nominal value of each share	5p
,	Date(s) on which the shares were delivered to the company	15 December 2006
	Maximum prices paid § for each share	396.2258p
	Minimum prices paid § for each share	396.2258p

§ 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: £ 24,057,666.00

Stamp Duty is payable on the aggregate amount at the rate of $^{1}/_{2}\%$ rounded up to the nearest multiple of £5

£ 120,290.00

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

Signed

Designation ‡

SECRETARY

Date /8/12/06

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

MISS CO'CONNOL

TESCO HOUSE DELAMARE ROAD

CHESTON

HERTS EN 8 95L

For official Use (10/03) General Section

Post room





A58 27/01/2007 COMPANIES HOUSE

641

 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