



The Directors
Tesco PLC
Delamare Road
Cheshunt
Herts
EN8 9SL

8 May 2015

Dear Sirs,

Statement of Circumstances connected with ceasing to hold office as Auditors

We are writing to confirm that we will not be seeking re-appointment as auditors of Tesco PLC, registered no: 445790 (the 'Company') when our term of office expires at the end of the Annual General Meeting which is scheduled to take place on 26 June 2015.

In accordance with Section 519 of the Companies Act 2006, we set out below the circumstances connected with our ceasing to hold office as auditors of the Company effective from 26 June 2015.

The Company decided to put the audit out to tender. We mutually agreed with the Company that we would not take part in the tender process.

Yours faithfully,

PricewaterhouseCoopers LLP

WEDNESDAY



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COMPANIES HOUSE

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