

SH06

Notice of cancellation of shares

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.
Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency | Class of shares | Number of shares | Aggregate nominal value | Total aggregate amount |
|---|-------------------------------|------------------|---|--|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. | | (£, €, \$, etc) | unpaid, if any (£, €, \$, etc) |
| | | | Number of shares issued multiplied by nominal value | Including both the nominal value and any share premium |

Currency table A

| | | | | |
|--------|----------|---------------|-----------------|-------|
| GBP | Ordinary | 7,621,383,926 | £482,687,648.64 | |
| | | | | |
| | | | | |
| Totals | | 7,621,383,926 | £482,687,648.64 | £0.00 |

Currency table B

| | | | | |
|--------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table C

| | | | | |
|--------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | |
|---------------------------------------|------------------------|---------------------------------|---------------------------------|
| | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| Totals (including continuation pages) | 7,621,383,926 | £482,687,648.64 | £0.00 |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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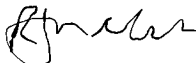
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Statement of capital (prescribed particulars of rights attached to shares)

| | | |
|-----------------------------|--|--|
| | Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4 . | <div>❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share. Continuation pages Please use a Statement of Capital continuation page if necessary.</div> |
| Class of share | Ordinary | |
| Prescribed particulars ❶ | The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. | |
| Class of share | | |
| Prescribed particulars ❶ | | |
| Class of share | | |
| Prescribed particulars ❶ | | |

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Signature

| | | |
|-----------|--|---|
| | I am signing this form on behalf of the company. | <div>❷ Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. ❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.</div> |
| Signature | <div>Signature</div> <div>X  X</div> | |
| | This form may be signed by: Director❷, Secretary, Person authorised❷, Administrator , Administrative receiver, Receiver, Receiver manager, CIC manager. | |

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

| | |
|---------------|---------------------------------|
| Contact name | Group Secretariat |
| Company name | Tesco PLC |
| Address | Maldon, Shire Park, Kestrel Way |
| Post town | Welwyn Garden City |
| County/Region | Herts |
| Postcode | A L 7 1 G A |
| Country | UK |
| DX | |
| Telephone | |

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH06 - continuation page
Notice of cancellation of shares

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

06/16 Version 6.0

In accordance with
Section 708 of the
Companies Act 2006.

SH06 - continuation page
Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights
attached to shares) ❶

| Class of share | |
|------------------------|---|
| Prescribed particulars | <div><div>❶ Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div></div> |