

**SUPPLEMENT DATED 26 AUGUST 2008
TO THE OFFERING CIRCULAR DATED 23 JANUARY 2008**

**TESCO PLC
(incorporated with limited liability in England)**

£10,000,000,000 Euro Note Programme

This Supplement ("**Supplement**") to the Offering Circular dated 23 January 2008 (the "**Offering Circular**") issued by Tesco PLC (the "**Issuer**") constitutes a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the £10,000,000,000 Euro Note Programme (the "**Programme**") established by the Issuer. Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and all documents which are incorporated therein by reference.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Publication of Annual Report

On 28 April 2008 the Issuer published its annual report and financial statements 2008 for its financial year ended 23 February 2008 (together the "**Annual Report**") which include the independent auditors' report and audited consolidated financial statements for that period (which appear on pages 41 to 108 of such annual report).

A copy of the Annual Report has been filed with the Financial Services Authority and, by virtue of this Supplement, is incorporated in, and forms part of, the Offering Circular.

A copy of the Annual Report may also be viewed at www.tesco.com/annualreport08.

South Korea

On 14 May 2008 the Issuer announced that it was to acquire, subject to the usual regulatory approvals, 36 Homever stores in South Korea from the E-Land Group, for a total consideration of £958 million, including existing debt.

The Homever stores, most of which were formerly Carrefour hypermarkets, have a total sales area of 3.0 million square feet, plus a further 1.3 million square feet of adjacent shopping mall space. 21 of the stores are freehold or ground leases and the remaining 15 are leasehold.

Tesco Personal Finance

On 28 July 2008 the Issuer announced that it was to acquire, subject to the usual regulatory approvals, The Royal Bank of Scotland plc's 50% shareholding in Tesco Personal Finance Group Limited for a cash consideration of £950million.

The acquisition is part of the strategy by Tesco, Britain's largest retailer, to grow its share in retailing services.

Miscellaneous

Copies of all documents incorporated by reference in the Offering Circular can be obtained from the registered office of the Issuer and from the specified office of the Paying Agents for the time being.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

If documents which are incorporated by reference into this Supplement to the Offering Circular themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

In accordance with section 87Q(4) of the FSMA, investors who have agreed to purchase or subscribe for Notes under the Programme before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances.

Tesco PLC
Tesco House
Delamare Road
Cheshunt
Hertordshire EN8 9SL