



The Directors  
Tesco Personal Finance Plc  
Interpoint Building  
22 Haymarket Yards  
Edinburgh  
EH12 5BH

SL173199.

30 June 2015

Dear Sirs,

**Ceasing to hold office as auditors**

Further to our discussions and in accordance with Section 519 of the Companies Act 2006 (the "Act"), we enclose our statement of no circumstances connected with ceasing to hold office as auditors of Tesco Personal Finance Plc (the "Company"). In addition, we would like to remind you of your reporting requirements under the Act.

The Company's statutory obligations can be found in Sections 514 and 515 of the Act. Unless we receive notice of an application to the court<sup>1</sup> within 21 days of the date on which our statement of no circumstances is deposited at your registered office ("Date of Deposit"), we must within a further 7 days send a copy of our statement of no circumstances to the Registrar of Companies.

The Act also obliges PricewaterhouseCoopers LLP ("PwC") under Section 522(1) of the Act to notify the "appropriate audit authority" of the fact that PwC, as auditor of the Company, is leaving office and the reasons for our ceasing to hold office. As the audit of the Company meets the definition of a "major audit" under Section 525(2) of the Act and statutory guidance in relation to notifications by auditors and companies issued by the Financial Reporting Council ("FRC"), the appropriate audit authority is the FRC.

The FRC's statutory guidance contains a flowchart and relevant definitions to assist companies in relation to their reporting obligations.

If you have any concerns as to how the Company and its directors should meet their obligations then we recommend that you seek legal advice.

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Enclosures

FRIDAY



SCT 10/07/2015 #72  
COMPANIES HOUSE

<sup>1</sup> pursuant to Section 520(2) of the Act

PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT  
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 7500, [www.pwc.co.uk](http://www.pwc.co.uk)

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.



The Directors  
Tesco Personal Finance Plc  
Interpoint Building  
22 Haymarket Yards  
Edinburgh  
EH12 5BH

SC 173199

30 June 2015

Dear Sirs,

**Statement of Circumstances connected with our ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditors of Tesco Personal Finance Plc, registered no: SC173199 (the Company) effective from 30 June 2015, which we consider should be brought to the notice of the Company's shareholders or creditors.

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

**PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT**  
**T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 7500, [www.pwc.co.uk](http://www.pwc.co.uk)**

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.