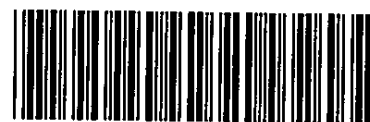


WHITECASTLE PROPERTIES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013

Registered Number: SC244329

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WHITECASTLE PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013

The Directors present their report and the audited financial statements of Whitecastle Properties Limited (the "Company") for the 52 week period ended 23 February 2013 (prior period: 52 weeks ended 25 February 2012).

Business review and principal activities

The principal activity of the Company was to act as an agent for Tesco Stores Limited. In June 2012 the Company ceased to act as an agent for Tesco Stores Limited and the Company has been dormant since this date.

Results and dividends

The results for the period show a pre-tax profit of £nil (2012: £1).

The Directors do not recommend payment of a dividend for the 52 weeks ended 23 February 2013 (2012: £nil).

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Tesco PLC group (the "Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include the Company, are discussed on pages 38-41 of the Tesco PLC group annual report for the 52 weeks ending 23 February 2013 which does not form part of this report.

Charitable and political contributions

There were no charitable or political donations for the period (2012: £nil).

Future outlook

The Company's performance is expected to remain dormant throughout the next financial period.

Key performance indicators (KPI's)

Given the straightforward nature of the business, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Research and development

The Company does not undertake any research and development activities (2012: none).

WHITECASTLE PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013 (continued)

Supplier payment policy

The Company does not have any direct supplier relationships.

Employees

The Company had no employees during the period (2012: none).

Directors and their interests

The following Directors served during the period and up to the date of signing the financial statements.

A Higginson	(Resigned 29 February 2012)
J Lloyd	
H Lu	(Appointed 1 August 2012)
L Neville-Rolfe	(Resigned 2 January 2013)
S Rigby	(Resigned 1 August 2012)
Tesco Services Limited	(Appointed 24 January 2013)

Save as set out below, none of the Directors had any disclosable interests in the Company during this period

A Higginson and L Neville-Rolfe are also former directors, of Tesco PLC, the Company's ultimate parent company, and as such their disclosable interests in Tesco PLC are all declared in the financial statements of that company.

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the former Tesco PLC directors listed above and the Tesco PLC company secretary (who is also a director of this company) in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors may not be indemnified, the Company maintained a directors' and officers' liability insurance policy throughout the financial period.

Cautionary statement regarding forward-looking information

Where this review contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of important factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement.

WHITECASTLE PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013 (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

The Companies Act 2006 requires the Directors to prepare financial statements for each financial period. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under the Companies Act 2006, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company, and of the profit or loss of the Company for that period.

In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions, disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

Each Director who is a director of the Company at the date of approval of this Annual Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he/she has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The independent auditor of the Company, PricewaterhouseCoopers LLP, is proposed for reappointment.

On behalf of the Board

3 October

2013.

J Lloyd
Director

Whitecastle Properties Limited
Registered Number: SC244329

Registered Office: Saltire Court, 20 Castle Terrace, Edinburgh, Scotland EH1 2EN

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF WHITECASTLE PROPERTIES LIMITED

We have audited the financial statements of Whitecastle Properties Limited for the 52 weeks ended 23 February 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of Directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 23 February 2013 and of its result for the 52 weeks then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Wendy Russell

Wendy Russell (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans

3 October 2013

WHITECASTLE PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013

	Notes	52 weeks to 23 February 2013 £	52 weeks to 25 February 2012 £
Interest receivable and similar income	3	-	1
Profit on ordinary activities before taxation	2	-	1
Tax on profit on ordinary activities	4	-	-
Profit for the financial period	7,8	-	1

There are no recognised gains or losses other than those shown in the Profit and Loss Account above, and therefore no separate statement of total recognised gains and losses has been presented.

There are no material differences between the profit on ordinary activities before taxation and the profit for the period stated above and their historical cost equivalents.

The notes on pages 8 to 10 form part of these financial statements.

WHITECASTLE PROPERTIES LIMITED

BALANCE SHEET AS AT 23 FEBRUARY 2013

	Notes	23 February 2013 £	25 February 2012 £
Current assets			
Debtors: Amounts falling due within one year	5	236	236
Net current assets		236	236
Net assets		236	236
Capital and reserves			
Called up share capital	6	2	2
Profit and loss account	7	234	234
Total shareholder's funds	8	236	236

The financial statements on pages 6 to 10 were approved by the board of Directors on 3 October 2013 and were signed on its behalf by:



J Lloyd
Director
Whitecastle Properties Limited
Registered Number: SC244329

WHITECASTLE PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements are prepared on the going concern basis, in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 2006. The Company's principal accounting policies have been applied consistently during the period.

Cash flow statement

The Company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC which are publicly available. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 "Cash Flow Statements".

Current taxation

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

Group relief on taxation

The company will claim group relief from group companies for no payment and consequently there may be no tax charge in the Profit and Loss Account.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The Directors received no emoluments for their services to the Company (2012: £nil).

The Company had no employees during the period (2012: none).

The auditor's remuneration for the current and prior period was borne by Tesco Stores Limited.

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	52 weeks ended 23 February 2013 £	52 weeks ended 25 February 2012 £
Interest receivable on bank deposits	-	1
	-	1

WHITECASTLE PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013 (continued)

4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

Factors that have affected the tax charge

The standard rate of Corporation Tax in the UK was changed from 26% to 24% with effect from 1 April 2012. This gives an overall blended Corporation Tax rate for the company for the full year of 24.2 %.

	52 weeks to 25 February 2012 £	52 weeks to 25 February 2012 £
Current tax:		
UK Corporation tax on profit for the financial period	-	-
Total current tax	-	-
Tax on profit on ordinary activities	-	-

The tax assessed for the period is same (2012: lower) than the blended rate of corporation tax in the UK of 24.2% (2012: 26.2%). The differences are explained below:

	52 weeks to 23 February 2013 £	52 weeks to 25 February 2012 £
Profit on ordinary activities before tax	-	1
Profit on ordinary activities multiplied by the blended rate in the UK 24.2% (2012: 26.2%)	-	-
Effects of:		
Group relief received without payment	-	-
Current tax charge for the financial period	-	-

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	23 February 2013 £	25 February 2012 £
Cash held in trust	-	234
Amounts due from group undertaking	236	2
	236	236

Amounts due from group undertaking are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

WHITECASTLE PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 23 FEBRUARY 2013 (continued)

6. CALLED UP SHARE CAPITAL

	23 February 2013 £	25 February 2012 £
Allotted, called up and unpaid:		
2 Ordinary shares of £1 each (2012: 2)	2	2

7. RESERVES

	Profit and loss reserve £
As at 26 February 2012	234
Profit for the financial period	-
As at 23 February 2013	234

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS AS AT 23 FEBRUARY 2013

	23 February 2013 £	25 February 2012 £
Profit for the financial period	-	1
Net additions to shareholder's funds	-	1
Opening shareholder's funds	236	235
Closing shareholder's funds	236	236

9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Tesco Stores Limited.

The Company's ultimate parent undertaking and controlling party is Tesco PLC which is registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

10. RELATED PARTY TRANSACTIONS

Transactions with other subsidiary companies within the group are not disclosed as the Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the Company is included, can be obtained from the address stated above.