

**Corporate Responsibility & Sustainability Committee  
Terms of Reference**

Approved by the Board on 6 March 2025

Note: References to “the Committee” shall mean the Corporate Responsibility & Sustainability (CR&S) Committee; references to “the Board” shall mean the Board of Directors; references to “the Company” shall mean J Sainsbury plc, and references to the Code shall mean the applicable UK Corporate Governance Code.

**1. Purpose**

- 1.1 The primary function of the Committee is to assist the Board in fulfilling its oversight and governance of all social and environmental sustainability matters relating to the Group and its supply chain and the process for compliance with laws and regulation.

**2. Membership**

- 2.1 The Board is responsible for the appointment of members to the Committee, for setting the term of members’ appointments and for the revocation of any such appointments.
- 2.2 The Committee shall comprise not less than three members, all of whom shall be Board Directors.
- 2.3 The Chair of the Committee shall be an Independent Non-Executive Director.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Company’s Chief of Marketing, Head of Corporate Responsibility & Sustainability and Director of Corporate Affairs may be invited to all or part of any meetings, as and when appropriate and necessary.

**3. Secretary**

- 3.1 The Company Secretary, or their nominee, shall act as secretary to the Committee and will ensure that the Committee receives information and papers in good time in advance of the meeting, to enable full and proper consideration to be given to issues.

**4. Quorum**

- 4.1 The quorum necessary for the transaction of business shall be two members, one of whom should be the Committee Chair unless they are unable to attend.

## **5. Meetings**

- 5.1 Meetings of the Committee shall be held at least three times a year.

## **6. Minutes**

- 6.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee.
- 6.2 The minutes of the meetings shall be circulated in a timely manner to all members of the Committee.

## **7. Duties**

The Committee shall:

- 7.1 oversee the Group's sustainability strategy taking into account current practice, external developments, reputational risk and the Group's stated purpose, strategy, culture and valued behaviours.
- 7.2 monitor the Company's progress and performance against the Group's sustainability strategy including its related targets.
- 7.3 provide support, input and guidance to management on sustainability matters as appropriate.
- 7.4 monitor external developments on sustainability-related issues.
- 7.5 receive updates on the Group's engagement in relation to sustainability matters with external stakeholders, non-Governmental organisations and other interested parties.
- 7.6 review proposals for the funding of community programmes and charity partnerships.
- 7.7 work and liaise as necessary with all other Board Committees, ensuring interaction between committees and with the Board is regularly reviewed.
- 7.8 with the Board, monitor the Group's engagement with its stakeholders including colleagues, customers, suppliers, the community, investors and government, on sustainability and corporate responsibility matters.
- 7.9 The Committee shall be responsible for recommending the approval of the Company's Modern Slavery Statement to the Board.

## **8. Reporting Responsibilities**

- 8.1 The Chair of the Committee shall report to the Board following each meeting of the Committee.
- 8.2 The Committee shall approve the Committee report on its activities and any sustainability content in the Company's Annual Report, including any disclosure requirements in accordance with the Code. It shall also approve any standalone Sustainability Report.

## **9. Other Matters**

- 9.1 The Committee shall undertake any other duties as directed by the Board.

## **10. Authority**

- 10.1 The Committee is authorised by the Board to obtain external advice and support as and when required, at the Company's expense, and to appoint and secure the attendance at its meetings of external consultants and advisors if it considers this beneficial.