

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or transferred all your ordinary shares in J Sainsbury plc, you should pass this document to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## Chairman's Letter to Shareholders and 2021 Notice of Annual General Meeting

## J Sainsbury plc

Registered Office  
33 Holborn  
London  
EC1N 2HT  
Registered number 185647

12 May 2021

### Dear Shareholder

#### 2021 Annual General Meeting

I am pleased to invite you to this year's Annual General Meeting (AGM) of J Sainsbury plc (Company) which we are planning in the continuing unprecedented circumstances of the COVID-19 pandemic.

The AGM will be held at our registered office, 33 Holborn, London EC1N 2HT, at **11:00am on Friday, 9 July 2021** and, broadcast live so that you may join electronically. Full details of the AGM (including how to participate in this year's AGM) and the resolutions that will be put to shareholders are set out in the Notice of Annual General Meeting (Notice).

#### AGM arrangements

We are committed to engaging with our stakeholders, especially through these unprecedented times, and have given careful consideration to the arrangements for this year's AGM. The UK Government has announced its roadmap for easing lockdown restrictions, but there is still uncertainty at the time of writing this letter as to whether indoor public gatherings will be permitted without any restrictions, including capacity limits, at the time of the AGM. Therefore, we will be offering shareholders a range of ways to participate in the meeting.

The health and safety of our shareholders and colleagues is our priority in making the arrangements for the AGM. We **strongly encourage you to attend and participate in the AGM electronically** via a live webcast which you can access by logging on to **<http://web.lumiagm.com>**. On this website, you can also submit questions and vote once the poll has been opened. A step-by-step guide on how to join the meeting remotely and submit your votes and questions can be found on pages 14 to 16 of the Notice.

While we strongly encourage you to attend and participate electronically, if the UK Government eases COVID-19 restrictions to permit indoor public gatherings at the time of the AGM, you may attend in person. If you do wish to attend in person, you should register your intention on our website at **[www.about.sainsburys.co.uk/AGM2021](http://www.about.sainsburys.co.uk/AGM2021)** no later than **5.30pm on Tuesday, 6 July 2021**. To help keep everyone safe, there will be **no exhibitions and no refreshments**. We may require social distancing and the wearing of face coverings where appropriate. We may ask attendees to confirm that they (or members of their household, support bubble or childcare bubble) have not recently developed COVID-19 symptoms or been exposed to someone who has either tested positive for COVID-19 or is displaying COVID-19 symptoms. No guests will be allowed entry to the meeting, so attendance will be restricted to shareholders and accompanying carers. We may also put in place other safety and security measures as a condition of admission to the venue, including, but not limited to, mandatory searches and temperature checks. Shareholders registered to attend in person will be able to access the building from 9:30am and should expect a longer wait for increased safety and security measures to be completed.

We will continue to closely monitor the latest UK Government guidance in respect of COVID-19 and how this may affect the arrangements for the AGM. Given the evolving nature of the situation, we may need to adapt these arrangements to respond to changes in circumstances. Therefore, you should check our website for further information at **[www.about.sainsburys.co.uk/AGM2021](http://www.about.sainsburys.co.uk/AGM2021)**.

### Shareholder engagement

We would like to hear from our shareholders on any matters of concern. We encourage you to submit questions to the Board by **6:00pm on Monday, 28 June 2021** using the dedicated email address **agm@sainsburys.co.uk**. Please include your full name and your Shareholder Reference Number in your email. The Board will give priority to answering pre-submitted questions at the AGM and responses to these will be published on our website as soon as is practicable after the AGM. Please note that where a number of very similar questions have been asked, we will group these accordingly.

### Board changes

On 1 April 2021, we welcomed Adrian Hennah to the Board as a Non-Executive Director. Adrian brings significant and varied expertise and financial experience. He is a great addition to our Board and Audit Committee and will succeed David Keens as Chair of the Audit Committee after the AGM.

David Keens is stepping down from the Board following the AGM, after six years as Non-Executive Director and Chair of the Audit Committee. David has been a thoughtful and influential voice on the Board. He has made a significant contribution to our business and I thank him for his service during his tenure.

### Your vote

Your vote is important. I would strongly encourage you to take an active part in voting. If you are unable to attend the AGM either electronically or in person, you can exercise your right to vote in advance of the AGM by submitting a proxy appointment either electronically or by post. We would encourage you to appoint the chairman of the meeting as your proxy.

You can submit your proxy appointments and voting instructions in advance of the AGM as follows:

- register your proxy vote electronically by logging on to the Company's Registrar's website, **www.sharevote.co.uk**, or by using the service offered by Euroclear UK & Ireland Limited for members of CREST; or
- complete and return a paper Proxy Form to the Company's Registrar at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA.

Proxy appointments should be provided as soon as possible and must be received by the Company's Registrar no later than **11:00am on Wednesday, 7 July 2021** in order to be valid.

You can also vote electronically by logging on to **http://web.lumiagm.com**. Voting will open shortly after 11:00am on Friday, 9 July 2021. Voting on all resolutions at the AGM will be by way of a poll. Please see pages 14 to 16 of this Notice for guidance on joining the AGM electronically.

### Recommendation

In addition to our standard AGM resolutions, shareholders are also being invited to vote to authorise the directors of the Company (Directors) to operate the J Sainsbury 1980 Savings-Related Share Option Scheme, the Sharesave scheme for all our eligible employees, for a further 10 years.

Your Directors are of the opinion that all resolutions which are to be proposed at the AGM are in the best interests of the Company and shareholders and therefore unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of any shares which they beneficially own.

Yours sincerely



**Martin Scicluna**  
Chairman

# Notice of Annual General Meeting

**Notice is hereby given that the Annual General Meeting (the 'AGM') of J Sainsbury plc (the 'Company') will be held at 33 Holborn, London EC1N 2HT at 11:00am on Friday, 9 July 2021 with facilities to attend electronically, for the purpose of considering and, if thought fit, passing the resolutions set out in this Notice of Annual General Meeting (the 'Notice'). Voting on all resolutions will be by way of a poll.**

**The resolutions numbered 1 to 15, 18 and 20 will be proposed as ordinary resolutions and must each receive more than 50% of the votes cast in order to be passed (not counting votes 'Withheld'). Resolutions 16, 17, 19 and 21 will be proposed as special resolutions and must each receive at least 75% of the votes cast in order to be passed (not counting votes 'Withheld').**

## Report and Accounts

1. To receive and adopt the Company's audited Annual Report and Financial Statements for the 52 weeks to 6 March 2021, together with the Reports of the Directors and auditor.

For each financial year, the Directors must present the Directors' Report, the audited Financial Statements and the independent auditor's report to shareholders at a general meeting.

## Directors' Remuneration Report

2. To approve the Annual Report on Remuneration set out on pages 76 to 87 (inclusive) of the Company's Annual Report and Financial Statements for the 52 weeks to 6 March 2021.

The Company is required to seek shareholder approval for the Annual Report on Remuneration which can be found on pages 76 to 87 (inclusive) of the Annual Report and Financial Statements for the 52 weeks to 6 March 2021. The Annual Report on Remuneration discloses how the Company's existing Directors' Remuneration Policy (the 'Policy') is implemented and sets out details of each Director's remuneration during the 52 weeks under review. In accordance with the relevant remuneration reporting rules, this resolution is an advisory vote. This means that the Company can still act according to the Annual Report on Remuneration as proposed and the Directors' entitlement to remuneration is not conditional upon the resolution being approved.

At the 2020 annual general meeting, shareholders approved the Policy with the resolution receiving 97% of the votes cast (not counting votes 'withheld'). As approval is required only once every three years, the Policy does not require approval at this year's AGM.

## Final Dividend

3. To declare a final dividend of 7.4 pence per ordinary share in respect of the 52 weeks to 6 March 2021.

The proposed dividend is declared as a final dividend and, as such, is dependent on shareholder approval. The Board has proposed a final dividend of 7.4 pence per share which will be paid on 16 July 2021 to shareholders on the Register of Members at the close of business on 11 June 2021.

## Election and Re-election of Directors

4. To elect Adrian Hennah as a Director.
5. To re-elect Brian Cassin as a Director.
6. To re-elect Jo Harlow as a Director.
7. To re-elect Tanuj Kapilashrami as a Director.
8. To re-elect Kevin O'Byrne as a Director.
9. To re-elect Dame Susan Rice as a Director.
10. To re-elect Simon Roberts as a Director.
11. To re-elect Martin Scicluna as a Director.
12. To re-elect Keith Weed as a Director.

In accordance with the Articles of Association of the Company, Directors appointed by the Board shall retire and be subject to election by shareholders at the first annual general meeting of the Company following their appointment. Adrian Hennah, who was appointed to the Board with effect from 1 April 2021, is accordingly seeking appointment by shareholders.

The UK Corporate Governance Code 2018 recommends that all Directors should be subject to annual re-appointment by shareholders. In accordance with this, all the Directors other than those appointed since the last annual general meeting will be submitting themselves for re-election at the AGM, except David Keens, who will retire at the conclusion of this AGM. Each Director will be standing for re-election by separate resolution.

Following a Board evaluation process, the Board is satisfied that each Non-Executive Director standing for re-election is independent, and each Director continues to perform very effectively and demonstrates their full commitment to the role.

The biographical details of each of the Directors can be found on pages 7 to 9 of this Notice.

## Appointment of auditor

13. To re-appoint Ernst & Young LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

This resolution proposes the re-appointment of Ernst & Young LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, which will normally be at each annual general meeting. The Audit Committee is responsible for overseeing the Company's relationship with the external auditor. The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity, have been evaluated by the Audit Committee which has recommended to the Board that Ernst & Young LLP be re-appointed.

The Board proposes the re-appointment of Ernst & Young LLP as the Company's auditor.

## Auditor's remuneration

14. To authorise the Audit Committee to determine the auditor's remuneration.

This resolution seeks authority for the Audit Committee to set the auditor's remuneration in accordance with the Competition and Markets Authority Audit Order 2014 which came into force on 1 January 2015.

### Directors' general authority to allot shares

**15.** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £213,174,900, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

The purpose of this resolution is to renew the Directors' power to allot shares.

The authority will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into shares up to a nominal value of £213,174,900 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 7 May 2021. As at 7 May 2021, the Company did not hold any shares in treasury.

The Directors consider the authority given by Resolution 15 to be desirable and appropriate to provide the flexibility to respond to market developments as well as to enable allotments to take place if they believe it would be appropriate to do so in respect of business opportunities that may arise.

The Company has previously issued bonds convertible into ordinary shares in order to finance its business in an efficient manner. It is possible that the Company may do so again when refinancing existing debt and if so, would utilise some of this authority.

If this resolution is passed, the authority will expire on the earlier of the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022.

### General authority to disapply pre-emption rights

**16.** That, subject to the passing of Resolution 15, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by Resolution 15 above or to sell equity securities held by the Company as treasury shares for cash, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, in each case:

- (i) in connection with a pre-emptive offer; and
- (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £31,976,200,

such authority to expire at the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, a pre-emptive offer means an offer of equity securities and/or sale of treasury shares open for acceptance for a period fixed by the Directors:

- (a) to holders (other than the Company) of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings on the register on a record date fixed by the Directors; and
- (b) to the holders of other equity securities, as entitled by the rights attaching to those securities, or as the Directors otherwise consider necessary,

but subject in both cases to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory whatsoever. The nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

The explanatory note for Resolution 16 is underneath Resolution 17.

### Authority to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders in connection with acquisitions or specified capital investments

**17.** That, subject to the passing of Resolution 15 and in addition to any authority granted under Resolution 16, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by Resolution 15 or to sell equity securities held by the Company as treasury shares for cash, as if Section 561(1) of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £31,976,200; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles on the disapplication of Pre-Emption Rights (the 'Statement of Principles') most recently published prior to the date of the Notice,

such power to expire at the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired, and the Directors may allot equity securities or sell treasury shares under any such offer or agreement as if the authority had not expired.

This explanatory note relates to both Resolutions 16 and 17.

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Resolution 16(i) seeks shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain situations.

Resolutions 16(ii) and 17 give the Directors the authority to allot a limited number of equity securities, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing holdings. The authority:

- a. pursuant to Resolution 16(ii) is limited to the aggregate nominal amount of £31,976,200, which is equivalent to approximately 5% of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 7 May 2021 (being the latest practicable date prior to the publication of this Notice), without restriction as to the use of proceeds of those allotments; and

- b. pursuant to Resolution 17 is limited to a further aggregate nominal amount of £31,976,200 which is equivalent to approximately 5% of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 7 May 2021 (being the latest practicable date prior to the publication of this Notice), to be used only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles) which is announced contemporaneously with the allotment or sale, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue or sale.

In respect of the authority referred to in Resolution 16(ii), the Board also confirms its intention to follow the provisions of the Statement of Principles, including where the Statement of Principles provide that usage of such authority in excess of 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period should not take place without prior consultation with shareholders or in connection with an acquisition or specified capital investment as referred to above.

The Board considers the authorities given by Resolutions 16 and 17 to be appropriate on occasions when, in order to act in the best interests of the Company, the Directors need the flexibility to finance business opportunities as they arise or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

These authorities in Resolutions 16 and 17 will automatically expire at the conclusion of the next annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier.

### Political donations

#### 18. That

- (i) in accordance with Part 14 of the 2006 Act, the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates are authorised to:
  - (a) make political donations to political parties and/or independent election candidates, not exceeding £50,000 in total;
  - (b) make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
  - (c) incur political expenditure, not exceeding £50,000 in total, during the period beginning with the date of the passing of this resolution and ending on the date of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier;
- (ii) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (iii) words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.

Part 14 of the 2006 Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions.

The Company has a policy that it does not make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates. However, the 2006 Act contains restrictions on companies making political donations or incurring political expenditure and it defines these terms very widely, such that activities that form part of the normal relationship between the Company and bodies concerned with policy review, law reform and other business matters affecting the Company may be included. Such activities, which are in shareholders' interests for the Company to conduct, are not designed to support or imply support for a particular political party, other political organisation or independent election candidate. The Company believes that the authority proposed under this resolution is

necessary to ensure that it does not commit any technical breach that could arise from the uncertainty generated by the wide definitions contained within the 2006 Act when carrying out activities in the furtherance of its legitimate business interests.

If this resolution is passed, the authority will expire on the earlier of the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022. Any political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's annual report and financial statements for next year, as required by the 2006 Act.

The Company made no political donations in the 52 weeks to 6 March 2021.

### Authority to purchase own shares

19. That the Company be generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of ordinary shares of 28 $\frac{1}{2}$  pence each in the capital of the Company ('ordinary shares') in such manner and upon such terms as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 223,833,600;
- (b) the minimum price which may be paid for an ordinary share is 28 $\frac{1}{2}$  pence (being the nominal value of an ordinary share) exclusive of associated expenses;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (i) 105 per cent of the average of the closing price of an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current bid for an ordinary share on the trading venue where the purchase is carried out (exclusive of associated expenses); and
- (d) the authority to purchase hereby conferred shall expire at the end of the Company's annual general meeting in 2022 or at the close of business on 5 September 2022, whichever is the earlier, save that the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be completed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

The 2006 Act permits a company to purchase its own shares provided that the purchase has been authorised by the company in a general meeting. Whilst the Directors have no present intention of making such purchases, it is common practice for listed companies to seek such authority and the Directors consider that it is prudent for them to do so.

Resolution 19, if passed, would give the Company the authority to purchase its own issued ordinary shares of 28 $\frac{1}{2}$  pence each at a price (exclusive of expenses) of not less than 28 $\frac{1}{2}$  pence per share (being the nominal value of the ordinary shares) and not more than the higher of: (a) an amount equal to 105 per cent of the average of the closing price of the Company's ordinary shares as shown in the London Stock Exchange Daily Official List for the five business days immediately preceding the date the purchase is made; and (b) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out (exclusive of associated expenses). The authority is for the purchase of a maximum number of 223,833,600 shares, being approximately 10 per cent of the Company's issued ordinary share capital as at 7 May 2021 and will expire at the end of the annual general meeting of the Company in 2022 or at the close of business on 5 September 2022, whichever is the earlier. The Directors presently intend that a resolution to renew this authority will be proposed at each succeeding annual general meeting.



The Directors would not propose to exercise their authority to make purchases other than for the purposes of the Company's employee share plans or unless the expected effect of the purchase would be to increase the earnings per share of the remaining shares in the capital of the Company and the purchase is in the best interests of the shareholders generally.

Any shares purchased under this authority may be either treated as cancelled and the number of shares in issue reduced accordingly, or held as treasury shares in accordance with the 2006 Act. The 2006 Act allows listed companies, with authorisation from shareholders, to buy and hold their shares instead of cancelling them immediately. Shares purchased under this authority and held in treasury can in the future be cancelled, re-sold or used to provide shares for employee share plans. No treasury shares are held by the Company as at 7 May 2021 and it is not intended that any shares purchased pursuant to this authority will be held in treasury, although the decision whether to cancel any shares purchased by the Company or hold such shares as treasury shares, could be made by the Directors at the time of the purchase, on the basis of shareholders' best interests.

The total number of options to subscribe for shares outstanding as at 7 May 2021 (being the latest practicable date prior to the publication of this Notice) was 70,802,070 which, if exercised, would represent 3.16 per cent of the issued ordinary share capital at that date. If the Company were to buy back the maximum number of shares permitted pursuant to this resolution, then the total number of options to subscribe for shares as at 7 May 2021 would represent 3.51 per cent of the reduced issued ordinary share capital.

#### **Authority to operate the J Sainsbury 1980 Savings-Related Share Option Scheme (Sharesave)**

**20.** That the Directors be authorised to operate the J Sainsbury 1980 Savings-Related Share Option Scheme (the 'Scheme') (as described in the explanatory Notes to this Resolution) for a further 10 years from the date of the passing of this Resolution and that the Directors be authorised to establish such further schemes for the benefit of employees overseas based on the Scheme subject to such modifications as may be necessary or desirable to take account of overseas security laws, exchange control and tax legislation provided that any shares of the Company made available under such further schemes are treated as counting against any limits on individual participation, where appropriate, or overall participation in the Scheme.

The Scheme was first approved by shareholders at the AGM in 1980 and forms part of the Company's total remuneration package for all of the Company's colleagues. The Scheme rules were last approved by shareholders on 13 July 2011. The authority to operate the current Scheme requires it to be reapproved by shareholders every 10 years. Shareholders are therefore being asked to renew authority to operate the Scheme for a further 10 years from 9 July 2021. The Scheme rules are substantially the same as the existing rules, subject to amendments to take into account changes in legislation. A summary of the main terms of the Scheme is set out on page 10 of this Notice.

The rules of the Scheme will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at 33 Holborn, London EC1N 2HT from the date of this Notice until the close of the AGM, and on the Company's website at **[www.about.sainsburys.co.uk](http://www.about.sainsburys.co.uk)**.

#### **Notice period for general meetings other than annual general meetings**

**21.** That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Under the 2006 Act, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. Resolution 21 seeks approval to call general meetings (other than annual general meetings) on 14 clear days' notice without obtaining shareholder approval. A similar authority was sought and approved at the 2020 annual general meeting. If this resolution is passed, the authority will expire at the end of the annual general meeting of the Company in 2022, when it is intended that a similar resolution will be proposed.

You should note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

By order of the Board

**Tim Fallowfield OBE**

Company Secretary and Corporate Services Director  
12 May 2021

## Directors' biographies



### Martin Scicluna

Chairman

C (N)

**Appointment to the Board:** 1 November 2018. Martin joined the Board as Chairman Designate and Non-Executive Director on 1 November 2018. He was appointed Chairman of the Board on 10 March 2019.

**Skills and experience:** Martin is Chairman of RSA Insurance Group plc and was previously Chairman of Great Portland Estates plc. He brings a wealth of experience from over 25 years' service as an executive and non-executive board director at a wide range of companies.

**Career experience:** Previous roles include Senior Independent Director and Chair of the Audit Committee of Worldpay Inc. and Non-Executive Director and Chair of the Audit Committee of Lloyds Banking Group plc. He was a partner at Deloitte LLP for 26 years, serving as Chairman from 1995 to 2007, where his clients included Dixons, WHSmith, Alliance Unichem and Cadbury.

#### Current directorships/business

**interests:** Chairman of RSA Insurance Group plc.

#### Specific contributions to the

**Company:** Martin has extensive experience as a Chair. He brings valuable knowledge and skills in developing strategy and evaluating business opportunities, along with understanding of the financial services sector and how it operates. Martin also led a robust selection process, culminating in the appointment of Simon Roberts as Sainsbury's Chief Executive Officer.

### Key to Committee members

- A Audit Committee
- C Corporate Responsibility and Sustainability Committee
- N Nomination Committee
- R Remuneration Committee

(A) Denotes proposed Chair of Committee

(C) (N) (R) Denotes Chair of Committee



### Simon Roberts

Chief Executive Officer

C

**Appointment to the Board:** 1 June 2020. Simon was appointed as Chief Executive Officer on 1 June 2020, having joined Sainsbury's and the Operating Board in July 2017 as Retail & Operations Director, responsible for Stores, Central Operations and Logistics.

**Skills and experience:** Simon brings a wide range of experience and leadership skills to the Board from previous executive and non-executive roles. He has over 30 years' experience leading major UK retail brands, having spent 15 years at Marks and Spencer and 13 years at Boots.

**Career experience:** Prior to joining Sainsbury's, Simon was Executive Vice President of Walgreens Boots Alliance and President of Boots UK and Ireland. During his tenure, Simon led Boots to achieve growth in sales and transactions, increased retail gross margin and doubled sales online. Before Boots, Simon was at Marks and Spencer Group plc, where he started his career in stores.

#### Current directorships/business

**interests:** Non-Executive Chairman of the Institute of Customer Service.

#### Specific contributions to the

**Company:** Simon led Sainsbury's industry-leading store operations restructure and digitalisation throughout 2018, which is now delivering improved customer satisfaction, market leading productivity and further investment in value for customers. He has enabled a significant transformation in capabilities and leadership across Sainsbury's operations. Simon is a dedicated, determined and enthusiastic champion of customers and colleagues. He is the Operating Board Sponsor of diversity and inclusion within Sainsbury's.

### Retirements in 2020/21

Mike Coupe, Matt Brittin and Jean Tomlin retired from the Board on 2 July 2020.

### Life President

Lord Sainsbury of Preston Candover KG.



### Kevin O'Byrne

Chief Financial Officer

**Appointment to the Board:** 9 January 2017.

**Skills and experience:** Kevin brings a wealth of retail and finance experience to the Board from his varied previous Chief Executive and Chief Financial Officer roles. His skills and experience in leading finance and driving performance improvement provide the business with valuable expertise in pursuing its strategy.

**Career experience:** Kevin was previously Chief Executive Officer of Poundland Group Limited until December 2016 and held executive roles at Kingfisher plc from 2008 to 2015, including Divisional Director UK, China and Turkey, Chief Executive Officer of B&Q UK & Ireland and Group Finance Director. Prior to this, he was Group Finance Director of Dixons Retail plc and European Finance Director of Quaker Oats. He was a Non-Executive Director of Land Securities Group PLC from 2008 to September 2017, where he was Chairman of the Audit Committee and Senior Independent Director.

#### Current directorships/business

**interests:** Non-Executive Director and Chairman of the Audit Committee of Centrica plc.

#### Specific contributions to the

**Company:** Kevin is a skilled Chief Financial Officer, with extensive international retail and finance experience gained during previous and current executive and non-executive positions. He has applied this knowledge to the Finance, Internal Audit, Investor Relations, Property, Procurement and Strategy functions at Sainsbury's, driving the performance of the business. Kevin is the Operating Board Sponsor for the LGBT+ inclusion stream within Sainsbury's.



### Brian Cassin

#### Non-Executive Director

A N

**Appointment to the Board:** 1 April 2016.

**Skills and experience:** Brian brings relevant experience of running a FTSE 30 group with knowledge of big data and analytics, both areas of key importance to Sainsbury's. As Chief Executive Officer of Experian plc, Brian brings strong leadership experience and a substantial background in operating within a regulated environment.

**Career experience:** Brian joined Experian plc as Chief Financial Officer in April 2012, a post he held until his appointment as Chief Executive Officer in July 2014. Prior to this, Brian spent his career in investment banking at Greenhill & Co, where he was Managing Director and Partner. Brian has also held various roles at Baring Brothers International and at the London Stock Exchange.

#### Current directorships/business

**interests:** Chief Executive Officer of Experian plc.

#### Specific contributions to the

**Company:** Brian's experience as a current chief executive and his work in the financial and technology sectors provide valuable industry insight.



### Jo Harlow

#### Non-Executive Director

C N R

**Appointment to the Board:** 11 September 2017.

**Skills and experience:** Jo brings a wealth of experience in consumer-facing businesses and the telecoms and technology industries, both in the UK and internationally.

**Career experience:** Jo was Corporate Vice President of the Phones Business Unit at Microsoft Corporation and before that was Executive Vice President of Smart Devices at Nokia Corporation, following a number of senior management roles at Nokia from 2003. Prior to that, she held marketing, sales and management roles at Reebok International Limited from 1992 to 2003 and at Procter & Gamble Company from 1984 to 1992.

#### Current directorships/business

**interests:** Non-Executive Director and Chair of the Remuneration Committee of InterContinental Hotels Group plc, Non-Executive Director and Chair of the Remuneration Committee of Halma plc and Member of the Supervisory Board of Ceconomy AG.

#### Specific contributions to the

**Company:** Jo has broad experience from executive and non-executive roles and as Chair of the Corporate Responsibility and Sustainability Committee, she has helped the business deliver its sustainability strategy. She also brings current external Remuneration Committee experience.



### Adrian Hennah

#### Non-Executive Director

A N

**Appointment to the Board:** 1 April 2021.

**Skills and experience:** Adrian has significant financial and strategic expertise leading the performance and strategy of many large companies.

**Career experience:** Adrian started his career working in audit and consultancy with PwC and Stadtsparkasse Koeln, the German regional bank. Adrian spent 18 years in Chief Financial Officer roles at three FTSE 100 companies. He was Chief Financial Officer at Reckitt Benckiser (RB) for seven years and held the same position at Smith & Nephew and Invensys. Prior to this he spent 18 years at GlaxoSmithKline working in both finance and operations. He was also previously Non-Executive Director and Chair of the Audit Committee at RELX.

#### Current directorships/business

**interests:** External member (NED) of the Finance Committee (Board) of Oxford University Press.

#### Specific contributions to the

**Company:** Adrian brings extensive financial and leadership experience to Sainsbury's gained from Chief Financial Officer positions held in some of the UK's largest companies, notably at RB, which produces leading hygiene, health and nutritional brands. His considerable financial expertise will be valuable as successor to the Chair of the Audit Committee.

### Key to Committee members

- A Audit Committee
- C Corporate Responsibility and Sustainability Committee
- N Nomination Committee
- R Remuneration Committee

(A) Denotes proposed Chair of Committee

(C) (N) (R) Denotes Chair of Committee





### Tanuj Kapilashrami

**Non-Executive Director**

**N R**

**Appointment to the Board:** 1 July 2020.

**Skills and experience:** Tanuj is a highly experienced HR professional with significant experience in talent and change management both in the UK and internationally.

**Career experience:** Tanuj joined Standard Chartered Bank in 2017 and is currently the Group Head of HR. Prior to this, she spent 17 years in key global and regional HR leadership roles within HSBC.

#### **Current directorships/business**

**interests:** Group Head of HR at Standard Chartered Bank, Trustee of Asia House and a Director of Financial Services Skills Commission Limited.

#### **Specific contributions to the**

**Company:** Tanuj is an excellent addition to the Board as the business continues to adapt and support its colleagues in a rapidly changing marketplace.



### Dame Susan Rice

**Non-Executive Director**

**N (R)**

**Appointment to the Board:** 1 June 2013. Susan has been the Senior Independent Director since 6 July 2016.

**Skills and experience:** Susan has extensive experience as a Non-Executive Director, as well as in retail banking, financial services, leadership and sustainability.

**Career experience:** Susan has been a member of the Scottish First Minister's Council of Economic Advisors, a Managing Director of Lloyds Banking Group Scotland and Chief Executive, then Chairman, of Lloyds TSB Scotland plc. She has also held a range of non-executive directorships, including at the Bank of England and SSE plc.

#### **Current directorships/business**

**interests:** Chair of Scottish Water and Scottish Water Business Stream Limited, Chair of the Banking Standards Board, Chair of the Scottish Fiscal Commission and Senior Independent Director of The North American Income Trust plc.

#### **Specific contributions to the**

**Company:** Susan provides insight to the Board from her extensive experience gained as Chair, Senior Independent Director and Non-Executive Director of various businesses. As Chair of the Remuneration Committee, she has played a key role in revising the current Remuneration Policy and strategy. Her expertise in financial services is invaluable to the Board as part of its oversight of Sainsbury's Bank and Argos Financial Services.



### Keith Weed CBE

**Non-Executive Director**

**A C N**

**Appointment to the Board:** 1 July 2020.

**Skills and experience:** Keith is an exceptionally capable marketing and digital leader. He has championed new ways of integrating sustainability into business and building brands with purpose.

**Career experience:** Keith has a strong business background, having spent 36 years at Unilever, most recently as Chief Marketing and Communications Officer which included leading the company's ground-breaking sustainability programme globally. While at Unilever, Keith led different parts of the business, where he worked closely with Sainsbury's and other retailers. He has strong international experience and knowledge, having run international businesses and worked in other countries.

#### **Current directorships/business**

**interests:** Non-Executive Director of WPP PLC, President of the Advertising Association, Trustee Director of Business in the Community and President of the Royal Horticulture Society. He is also a trustee of Grange Park Opera. Keith was awarded a CBE for services to the advertising and marketing industry in the 2021 New Year Honours List.

#### **Specific contributions to the**

**Company:** Keith plays an important role as Sainsbury's focuses on putting food back at the heart of the business and delivering the Net Zero by 2040 plan. He has an excellent understanding of sustainability and digital, and the ways that technology is transforming businesses.

### Key to Committee members

- A** Audit Committee
- C** Corporate Responsibility and Sustainability Committee
- N** Nomination Committee
- R** Remuneration Committee

**(A)** Denotes proposed Chair of Committee

**(C) (N) (R)** Denotes Chair of Committee

## Summary of the main terms of the J Sainsbury 1980 Savings-Related Share Option Scheme

Under Resolution 20, the Company is proposing that the Directors be authorised to operate the J Sainsbury 1980 Savings-Related Share Option Scheme (the 'Scheme') for a further 10 years from the date of the AGM. The Scheme rules are substantially the same as the existing rules, subject to amendments to take into account changes in legislation.

The principal terms of the Scheme are as follows:

### Invitations

When the Scheme is operated, invitations must be sent to any employee or full-time director that satisfies the following conditions. The conditions are that:

- they are employed by the Company or any participating subsidiary of the Company; and
- they have been continuously employed by the Company or a participating subsidiary of the Company for a minimum period (up to 5 years).

In addition, the Directors may send invitations to any other employee (including executive directors) of the Company or any participating subsidiary of the Company who do not meet those criteria.

Invitations will normally be made within 42 days of an announcement of results. Options will not be pensionable and are not transferable.

### Savings contract

The principle of the Scheme is that an employee is granted an option to acquire Company shares at a fixed option price (see below). The employee must enter into a savings contract and save at least £5 but not more than £500 per month (or such other sum as may be allowed by legislation). Shares can only be bought with the amount saved plus any bonus paid under the savings contract.

### Option price

The option price must not be less than 80% of the market value of the shares when the Scheme is operated.

### Scheme limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the Scheme and all other employees' share schemes adopted by the Company.

### Exercise of options

Options are normally exercisable within 6 months after the third or fifth anniversary of the start of the savings contract. Options may however, be exercised early in certain circumstances. These include, for example, an employee leaving because of ill health, retirement, death or redundancy. On cessation of employment for other reasons, options will normally lapse.

### Change of control, merger or other reorganisation

Options may generally be exercised early on a takeover, scheme of arrangement, merger or other reorganisation. Alternatively, option holders may be allowed or required to exchange their options for options over shares in the acquiring company.

### Issue of shares

Any shares issued on the exercise of options will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

### Variation in share capital

Options may be adjusted following a variation in the share capital of the Company.

### Non-UK employees

The Scheme may be extended to employees outside of the UK on terms appropriate to the jurisdiction in which they work. These options will not be HMRC approved.

### Amendments to the Scheme

The Directors may amend the Scheme as they consider appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of option holders. These provisions relate to: eligibility; individual and scheme limits; option price; rights attaching to options and shares; adjustment of options on variation in the Company's share capital; and the amendment powers.

The Directors can make, without shareholder approval, amendments to the Scheme to obtain or maintain HMRC approval. They can also make certain minor amendments, without shareholder approval.

The Directors may also, without shareholder approval, establish further schemes based on the Scheme, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further schemes will be treated as counting against any limits on participation in the Scheme.

## Notes

### AGM arrangements

As detailed in the Chairman's Letter to Shareholders, our AGM this year is a combined physical and electronic meeting.

The health and safety of our shareholders and colleagues is our priority in making the arrangements for the AGM. We **strongly encourage shareholders to attend the AGM electronically or to submit a proxy vote in advance of the meeting**. These explanatory Notes to the Notice should be read in this context.

We may need to adapt the arrangements in place for the AGM, so you should check our website for further information at **[www.about.sainsburys.co.uk/AGM2021](http://www.about.sainsburys.co.uk/AGM2021)**.

### Accessibility

Our AGM venue is fully accessible. Shareholders attending the AGM in person may request accessibility assistance from the Concierge in the Atrium upon arrival. For shareholders joining the meeting electronically, the Lumi website is designed to work with the accessibility tools on your own device. Please note that sign language interpreters will not be present at the AGM. In advance of the AGM, queries relating to accessibility may be directed to **[agm@sainsburys.co.uk](mailto:agm@sainsburys.co.uk)**.

### Share capital and voting rights

To be entitled to attend and to vote at the AGM (and for the purposes of determining the number of votes shareholders may cast), shareholders must be entered on the Company's Register of Members by **6:30pm on Wednesday, 7 July 2021** or, if the meeting is adjourned, shareholders must be entered on the Company's Register of Members at 6:30pm two days before the time fixed for the adjourned meeting. In each case, changes to the Register of Members after such time will be disregarded.

The total number of issued ordinary shares in the Company on 7 May 2021 (which is the latest practicable date before the publication of this document) is 2,238,336,854. As at 7 May 2021, the Company did not hold any shares in treasury. Therefore, the total number of votes exercisable as at 7 May 2021 is 2,238,336,854.

On a vote by show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote, every member or by proxy has one vote for every ordinary share of which they are the holder. We will take all resolutions on a poll vote as required by the provisions of the Company's Articles of Association. The results of the voting on the resolutions will be posted on the Company's website as soon as practicable after the AGM, announced on a Regulatory Information Service, and notified to the Financial Conduct Authority.

### Voting and proxy arrangements

There are a variety of ways in which a shareholder can vote on the resolutions to be put to the AGM.

#### Voting online/electronically at the AGM

Shareholders are, for the first time, able to attend and participate in the AGM electronically and the Board encourages them to do so.

We recommend that shareholders attend and participate electronically via the Lumi AGM website at **<https://web.lumiagm.com>**. This website allows shareholders to view a webcast of the AGM, vote electronically and submit questions to the Board in writing or by telephone. Further details and joining instructions can be found on pages 14 to 16 of this Notice. Details for the telephone line will be available on the website once shareholders log in to attend the AGM.

Please note that shareholders are required to have an active internet connection at all times in order to allow them to cast their vote when the poll opens at the AGM, submit questions and watch the webcast of the AGM. It is the user's responsibility to ensure they remain connected for the duration of the meeting.

#### Voting at the AGM in person

Voting on each of the resolutions to be put to the AGM will be taken on poll. On a poll, each shareholder has one vote for every share they hold. As explained in the Chairman's Letter to Shareholders and above, we would encourage shareholders to either attend the AGM electronically or register your vote in advance by appointing the chairman of the meeting as your proxy with voting instructions.

#### Giving your voting instruction in advance of the AGM by appointment of a proxy

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM instead of them, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Proxy Form is enclosed, and further details are given on this form.

Please note that a vote 'Withheld' option is provided on the Proxy Form to enable you to abstain on any particular resolution. However, a vote 'Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution. If you do not have a Proxy Form and believe that you should be sent one or if you require additional Proxy Forms, please contact Equiniti at the address given on page 14 of this Notice.

As noted above, we strongly suggest that shareholders attend the AGM electronically or submit a proxy vote in advance of the meeting. Shareholders are encouraged to appoint the chairman of the meeting as their proxy, with voting instructions, particularly those shareholders who are not planning to attend the AGM electronically and vote during the AGM.

If you wish to register your proxy appointment, you can do so in the following ways:

#### Post

If you wish to appoint a proxy by post, you can do so by completing, signing and returning a paper Proxy Form to the Company's Registrar at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA to arrive as soon as possible, but in any event no later than **11:00am on Wednesday, 7 July 2021**.

#### Online

If you would like to submit your proxy appointment online, you can do so by accessing our Registrar's website at **[www.sharevote.co.uk](http://www.sharevote.co.uk)**, so as to be received no later than **11:00am on Wednesday, 7 July 2021**. In order to submit your proxy appointment electronically, you will require the Voting ID, Task ID and Shareholder Reference Number, printed on the Proxy Form, or, if you have received electronic notification of the AGM, detailed in the email bulletin that you have received. You can access this site from any internet-enabled computer, tablet or mobile phone.

#### CREST voting facility

Those shareholders who hold shares through CREST may choose to appoint a proxy or proxies using CREST.

The CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction as described in the CREST Manual available via **[www.euroclear.com](http://www.euroclear.com)**. Personal or sponsored members and those with a voting service provider should request the sponsor or provider to take the appropriate action.

Time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which our Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means. The Directors may treat a CREST Proxy Instruction which purports to be or is expressed to be sent on behalf of a shareholder as sufficient evidence of the authority of the person sending that instruction to send it on behalf of the holder.

CREST Proxy Instructions must be received by our Registrar (ID RA19) by **11:00am on Wednesday, 7 July 2021**.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Although this Notice is sent to beneficial owners of shares under the Sainsbury's and Sainsbury's Argos Share Purchase Plans, only registered holders of ordinary shares or their proxy are entitled to attend and vote at the meeting. If you are a beneficial holder but not included on the Register of Members and enjoy 'information rights', you should contact the person who nominated you to receive these rights to see if the agreement you have with them gives you the right to be appointed as a proxy. If you do not have this right, or do not wish to exercise it, you may still have the right to tell the person who nominated you how you would like them to vote.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ('Nominated Persons'). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

The return of a completed Proxy Form, other instrument or any CREST Proxy Instruction will not prevent a shareholder from participating in the AGM electronically and submitting a vote online at the AGM if they wish to do so. If a duly appointed proxy would like to join the AGM electronically, they will need to contact the Company's Registrar before **11:00am on Thursday, 8 July 2021** to receive their details (i.e. the Shareholder Reference Number and PIN). The Company's Registrar can be contacted at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, or at the J Sainsbury plc Shareholder Helpline on 0333 207 6557\* (UK calls) or +44 (0) 121 415 0959\* (international calls).

In the case of joint shareholders, the vote of the senior holder who tenders a vote (whether electronically or by proxy) shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

### Corporate Sponsored Nominee

Shareholders who have deposited ordinary shares with Equiniti Corporate Nominees Limited, being the nominee in connection with the Sainsbury's Corporate Sponsored Nominee (the 'Nominee'), may exercise their voting rights in respect of those shares by completing and returning their Form of Direction to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA or by submitting their vote via our Registrar's website at **www.sharevote.co.uk**, in either case so as to be received no later than **11:00am on Tuesday, 6 July 2021**.

### Corporate representatives

A corporate shareholder may authorise a person to act as its representative(s) at the AGM. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares.

If a corporate representative would like to join the AGM electronically, they will need to contact the Company's Registrar before **11:00am on Thursday, 8 July 2021** to receive their details (i.e. the Shareholder Reference Number and PIN). The Company's Registrar can be contacted at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, or at the J Sainsbury plc Shareholder Helpline on 0333 207 6557\* (UK calls) or +44 (0) 121 415 0959\* (international calls).

### Website statement

Shareholders should note that, under Section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the 52 weeks to 6 March 2021; or (ii) any circumstance connected with an auditor of the Company appointed for the 52 weeks to 6 March 2021 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

\*Lines are open from 8:30am to 5:30pm (UK time), Monday to Friday, excluding public holidays in England and Wales.

## Questions at the AGM

### Right to ask questions

Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. Shareholders will be able to ask questions at the AGM by: (a) submitting questions by email to **agm@sainsburys.co.uk** by **6:00pm on Monday, 28 June 2021**; (b) submitting questions in writing via the Lumi AGM website at **<https://web.lumiagm.com>**; (c) asking questions by telephone on the day of the AGM; or (d) asking questions in person at the AGM. Further details about how to do this if attending electronically are provided on page 14 of this Notice.

Some questions may not be answered if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Pre-submitted questions

The Directors would like to hear from shareholders. Therefore, if shareholders are unable to join the AGM on the day (whether electronically or in person), they are encouraged to submit questions or raise any matters of concern in advance of the AGM by emailing **agm@sainsburys.co.uk** by **6:00pm on Monday, 28 June 2021**. Shareholders should include their full name and Shareholder Reference Number in their email. Members of the Board intend to prioritise responding to pre-submitted questions, followed by questions raised through the Lumi AGM website at **<https://web.lumiagm.com>**, over the telephone and in the physical venue that have not been addressed already. The responses to the pre-submitted questions will be published on our website as soon as is practicable after the AGM.

## Other Information

### Privacy statement

The Company may process personal data of participants at the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the Company's privacy policy, which can be found at **<https://about.sainsburys.co.uk/site-services/privacy-policy>**, for details of how the Company will process personal data.

### Emails

No electronic addresses provided in this document (or any related documents) may be used to communicate with the Company for any purpose other than those expressly stated.

### Documents on display

Copies of the following documents will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) up to and including the date of the AGM at the Company's registered office at 33 Holborn, London EC1N 2HT:

- (a) the rules of the J Sainsbury 1980 Savings-Related Share Option Scheme;
- (b) the Articles of Association of the Company; and
- (c) the service contracts and letters of appointment of the Directors.

### Website information

A copy of this Notice, a copy of the rules of the J Sainsbury 1980 Savings-Related Share Option Scheme, and any other information required by Section 311A of the 2006 Act can be found at **[www.about.sainsburys.co.uk](http://www.about.sainsburys.co.uk)**.

Further details on our AGM and any updates to these arrangements will be made available on our website **[www.about.sainsburys.co.uk/AGM2021](http://www.about.sainsburys.co.uk/AGM2021)** prior to the meeting.

### Annual Report and Financial Statements

A copy of the Annual Report and Financial Statements for the 52 weeks to 6 March 2021 can be found at **[www.about.sainsburys.co.uk/ar2021](http://www.about.sainsburys.co.uk/ar2021)**.



## Information for the day of the AGM

### COVID-19 and physical attendance

Our AGM this year is a combined physical and electronic meeting.

Should you wish to attend the AGM in person, please note that there will be **no exhibitions and no refreshments** to help keep everyone safe. We may require social distancing and the wearing of face coverings where appropriate. We may ask attendees to confirm that they (or members of their household, support bubble or childcare bubble) have not recently developed COVID-19 symptoms or been exposed to someone who has either tested positive for COVID-19 or is displaying COVID-19 symptoms. No guests will be allowed entry to the meeting, so attendance will be restricted to shareholders and accompanying carers. We may also put in place other safety and security measures as a condition of admission to the venue, including, but not limited to, mandatory searches and temperature checks. Shareholders registered to attend in person will be able to access the building from 9:30am and should expect a longer wait for increased safety and security measures to be completed.

For your safety and security, there will be checks and bag searches upon entry to the venue. Photography is not permitted throughout the venue and you may be asked to leave cameras or other recording devices with the Concierge in the Atrium. All mobile phones must be switched off for the duration of the AGM.

We will continue to closely monitor the latest UK Government guidance in respect of COVID-19 and how this may affect the arrangements for the AGM. Given the evolving nature of the situation, we may need to adapt these arrangements to respond to changes in circumstances. Therefore, you should check our website for further information at **[www.about.sainsburys.co.uk/AGM2021](http://www.about.sainsburys.co.uk/AGM2021)**.

### How to join the AGM electronically

You are strongly encouraged to participate in the meeting via the Lumi AGM website as this will enable you to watch and listen to the meeting, ask questions of the Board in writing and on the telephone line provided, and submit your vote.

The Lumi AGM website can be accessed online using most well-known internet browsers (such as Edge, Chrome, Firefox and Safari) on a PC, laptop or internet-enabled device (such as a tablet or smartphone). If you wish to access the AGM using this method, please go to **<https://web.lumiagm.com>** on the day. Please ensure that your chosen device has the latest version of an internet browser.

### Logging in via the Lumi AGM website

You will need to enter **<https://web.lumiagm.com>**. You will be asked to enter a Meeting ID, which is 149-187-776. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN, which is the first two and last two digits of your SRN. The SRN can be found printed on your Proxy Form, Form of Direction, Notice of Availability or other correspondence from Equiniti.

Access to the meeting via the Lumi AGM website will be available from 9:30am on 9 July 2021. Your ability to vote will not be enabled until the chairman of the AGM formally declares the poll open.

### Broadcast

The AGM will be broadcast in video format with presentation slides. You will be able to watch and listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting, including the resolutions to be put forward to the AGM. These slides will change automatically as the meeting progresses.

### Voting

Once the chairman of the AGM has formally opened the meeting, he will explain the voting procedure. Voting will be enabled on all resolutions once the chairman of the AGM opens the poll. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

The list of resolutions will appear on the screen along with the voting options available. Select the option that corresponds with how you wish to vote, 'For', 'Against' or 'Withheld'. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. Please note that there is no submit button. If you make a mistake or wish to change your vote, select the revised choice. If you wish to cancel your vote, select the 'Cancel' button. You will be able to do this at any time whilst the poll remains open and before the chairman of the AGM announces its closure at the end of the meeting.

### Questions

Any shareholder or duly appointed proxy or corporate representative attending electronically may ask questions via the Lumi AGM website by typing and submitting their question in writing. To do this, select the messaging icon from within the navigation bar and type your question at the bottom of the screen, and once finished, press the 'Send' icon to the right of the message box to submit your question.

Shareholders, duly appointed proxies and corporate representatives will also be able to submit their question via telephone. The telephone number to call will be available on the information page of the Lumi AGM website when you log in on the day of the AGM. You will need to provide your SRN to access the telephone service and be invited to speak by the chairman of the meeting.

During the meeting, questions will be moderated before being passed to the chairman of the AGM. Questions are combined from different sources to avoid repetition and to ensure an orderly meeting. Please note that where a number of very similar questions have been asked, we will group these accordingly. There is no guarantee that your question will be answered during the meeting, as outlined on page 13.

### Duly appointed proxies and corporate representatives

If a duly appointed proxy or corporate representative would like to join the AGM electronically, they will need to contact the Company's Registrar before **11:00am on Thursday, 8 July 2021** to receive their details (i.e. the SRN and PIN). The Company's Registrar can be contacted at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, or on the telephone numbers below.

### Useful Contacts

If you require assistance on the day, please use the following contact details:

Equiniti – J Sainsbury plc Shareholder Helpline: 0333 207 6557\* (UK calls) or +44 (0) 121 415 0959\* (international calls).

\*Lines are open from 8:30am to 5:30pm (UK time), Monday to Friday, excluding public holidays in England and Wales.

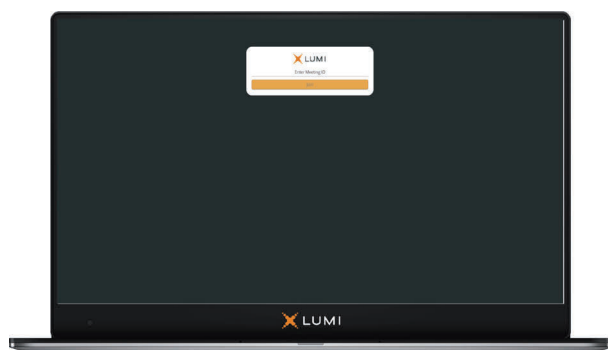
## User Guide to joining the Sainsbury's 2021 Annual General Meeting electronically

**Meeting ID: 149-187-776**

### To login, you must have your Shareholder Reference Number (SRN) and PIN

Your SRN can be found printed on your Proxy Form, Form of Direction, Notice of Availability or other correspondence from Equiniti. Your PIN is the first two and last two digits of your SRN.

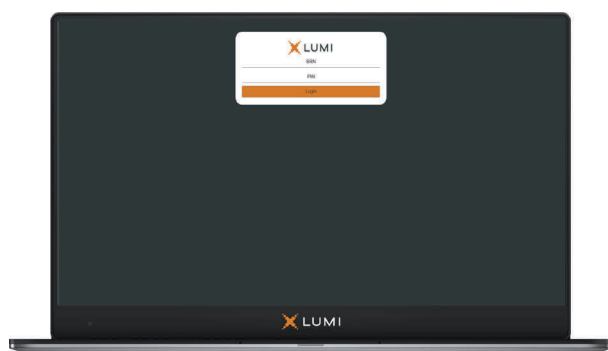
**01**



Open the Lumi AGM website at <https://web.lumiagm.com> and you will be prompted to enter the Meeting ID. If you attempt to login before the meeting is live\*, you will be unable to access the website.

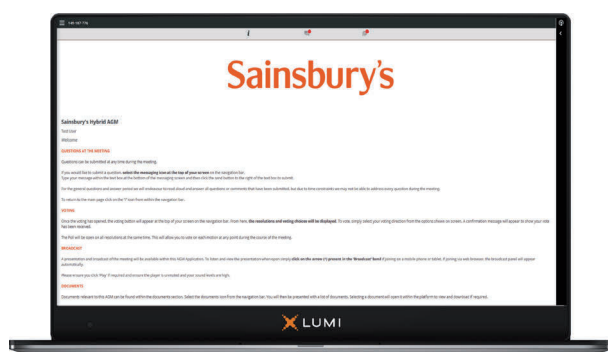
\*9:30am on 9 July 2021.

**02**



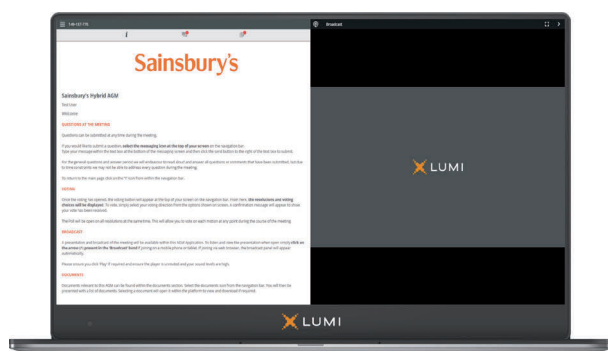
After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN (as described above).

**03**




When successfully authenticated, you will be taken to the Home Screen.

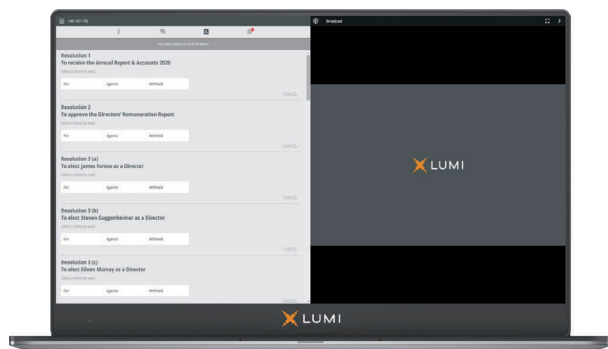
**04**



To view the meeting presentation, expand the 'Broadcast Panel' on screen, located at the bottom of your device. If viewing through a web browser, it will appear automatically.

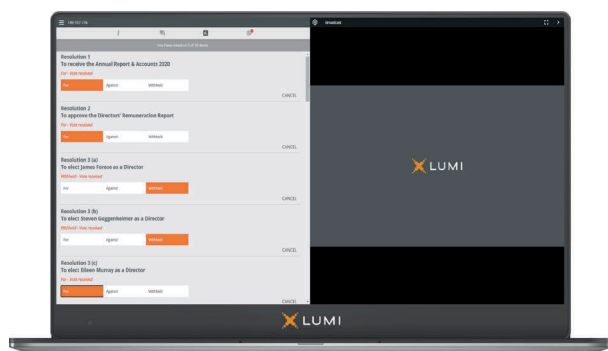
This can be minimised by pressing the same button. 

05



When the chairman of the AGM declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions.

06

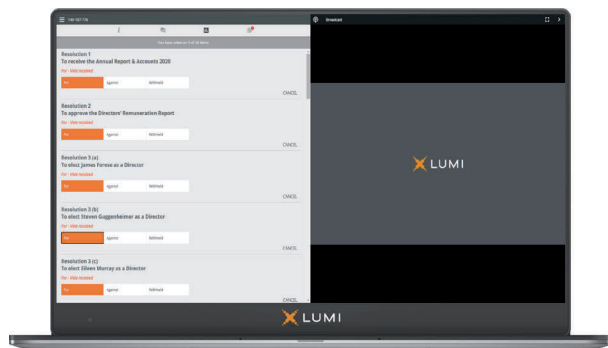


For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear:

**For - Vote received**

07

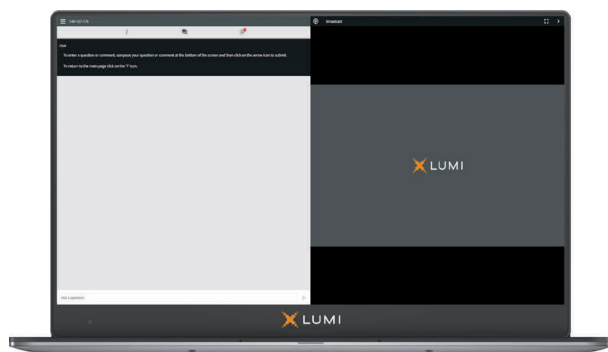


To change your mind, press the correct choice to override your previous selection. To cancel your vote, press 'Cancel'.

To return to the voting screen whilst the poll is open, select the voting icon.



08



If you would like to ask a question, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen.

Click the 'Send' button to submit.