

# J Sainsbury plc

(Registered in England and Wales – company number 185647)

## Notice of Annual General Meeting 2026

Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ

Thursday, 2 July 2026 at 11.00am

**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 so they can pass this document to the person who now holds the shares.

## Chair's Letter to Shareholders

### Dear Shareholder

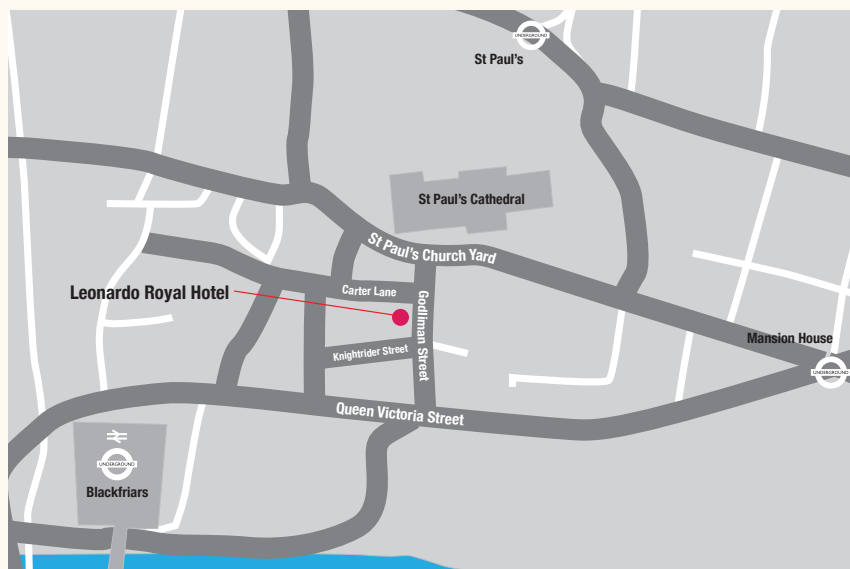
I am pleased to invite you to this year's Annual General Meeting (the AGM) of J Sainsbury plc (the Company) which you will be able to attend virtually or in person at **11.00am on Thursday, 2 July 2026**.

#### AGM venue

This year we will be holding our AGM at the **Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ**.

The nearest underground station is St Paul's (Central Line), which is approximately five minutes' walk from the venue. Shareholders may use the map opposite to plan their journeys.

Please note that there will be no facility to watch, attend or ask questions at the AGM at our registered office. Any shareholders arriving at our registered office will be redirected to the **Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ**.



### Business of the AGM

Full details of the meeting and the resolutions that will be put to shareholders are set out in the Notice of Annual General Meeting (the Notice). Shareholders are invited to vote on all AGM resolutions; an explanation of which can be found on pages 3 to 7 of this document.

### AGM arrangements

The AGM is an opportunity for shareholders to express their views directly to the Directors of the Company. Our experience in modernising the traditional format of the AGM has been very positive, enabling shareholders to take part in recent meetings virtually and to ask questions and vote during the meeting. Further details on how to participate in the AGM virtually, or how to attend the AGM in person, can be found on pages 11 to 14.

If you wish to attend the AGM in person, we request that you register your intention to do so on our website at <https://corporate.sainsburys.co.uk/AGM2026> by no later than **5.30pm on Tuesday, 30 June 2026**. Those entitled to attend in person will be able to access the venue from **10.00am on Thursday, 2 July 2026** and should allow extra time to enable security measures to be completed.

Only shareholders, proxies and corporate representatives and their accompanying carers will be allowed entry to the meeting. We request that you do not invite guests to the meeting.

Any changes to our AGM arrangements will be communicated to shareholders via the Company's website at <https://corporate.sainsburys.co.uk/AGM2026>. Our corporate website is the principal means that we use to communicate with our shareholders and we therefore encourage you to monitor this for updates about the AGM.

### Voting

Your vote is important to us and we encourage you to take the opportunity to provide us with your views. **Voting on all resolutions at the AGM will be by way of a poll.**

You can vote in a number of ways. You may vote in advance of the AGM by submitting a proxy vote online or by returning the proxy form posted to you. Those attending virtually will be able to cast their vote at <https://meetings.lumiconnect.com/100-043-544-835>. Shareholders attending in person will be provided with a Poll Card to vote at the venue.

We strongly encourage you to appoint the Chair of the meeting as your proxy. Proxies must be received by the Company's Registrar by no later than **11.00am on Tuesday 30 June 2026** to be valid. Further information on how to appoint a proxy and information on corporate representatives and voting is set out on pages 11 and 15.

The voting results will be announced through a regulatory information service and published on our website shortly after the meeting.

### Shareholder questions

You are welcome to submit questions in advance of the AGM using the dedicated email address [agm@sainsburys.co.uk](mailto:agm@sainsburys.co.uk). All questions should be submitted by **6.00pm on Tuesday 30 June 2026** and should include your full name and your Investor Code (IVC). 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. You may also ask questions in the meeting. Please note that where a number of similar questions have been asked, we will group these accordingly.

In line with our digital-first approach, we encourage all shareholders to register to manage their shareholdings virtually by registering on the Investor Centre via <https://uk.investorcentre.mpms.mufg.com/> or the app (see page 18 for details). This allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date and access a range of information.

### Recommendation

The Board believes that all of the resolutions are in the best interests of the Company and its shareholders and is unanimous in recommending that you vote in favour of each of them as the Board intends to do as fellow shareholders.

Yours sincerely

**Martin Scicluna**

Chair  
29 April 2026

# 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 the Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ and virtually at 11.00am on Thursday, 2 July 2026 for the transaction of the following business. Voting on all resolutions will be by way of a poll.

The resolutions numbered 1 to 18 will be proposed as ordinary resolutions and must each receive more than 50 per cent of the votes cast in favour in order to be passed (not counting votes 'Withheld'). Resolutions 19 to 22 will be proposed as special resolutions and must each receive at least 75 per cent of the votes cast in favour in order to be passed (not counting votes 'Withheld').

The Board considers resolutions 1 to 22 to be in the best interests of the Company and its shareholders as a whole and recommends that you vote 'For' these resolutions.

## Report and Accounts

1. To receive and adopt the Company's audited Annual Report and Financial Statements for the 52 weeks to 28 February 2026, together with the reports of the Directors and auditor.

## Directors' remuneration report and Directors' remuneration policy

2. To approve the annual report on remuneration set out on pages 94 to 103 (inclusive) of the Company's Annual Report and Financial Statements for the 52 weeks to 28 February 2026.
3. To approve the Directors' remuneration policy set out on pages 87 to 93 (inclusive) of the Company's Annual Report and Financial Statements for the 52 weeks to 28 February 2026.

## Final dividend

4. To declare a final dividend of 9.6 pence per ordinary share in respect of the 52 weeks to 28 February 2026.

## Re-election of Directors

5. To re-elect Bláthnaid Bergin as a Director.
6. To re-elect Jo Bertram as a Director.
7. To re-elect Katie Bickerstaffe as a Director.
8. To re-elect Steve Hare as a Director.
9. To re-elect Jo Harlow as a Director.
10. To re-elect Adrian Hennah as a Director.
11. To re-elect Tanuj Kapilashrami as a Director.
12. To re-elect Simon Roberts as a Director.
13. To re-elect Martin Scicluna as a Director.
14. To re-elect Keith Weed as a Director.

## Appointment of auditor

15. To re-appoint PricewaterhouseCoopers 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.

## Auditor's remuneration

16. To authorise the Audit Committee, for and on behalf of the Directors, to determine the auditor's remuneration.

## Political donations

17. That,
  - i. in accordance with section 366 of the Companies Act 2006 (the '2006 Act'), the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are authorised during the period beginning with the date of the passing of this resolution and ending at the conclusion of the AGM to be held in 2027 or at the close of business on 27 August 2027, whichever is earlier:
    - a) to make political donations to political parties and/or independent election candidates, not exceeding £50,000 in total;
    - b) to make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
    - c) to incur political expenditure, not exceeding £50,000 in total;
  - 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.

## Directors' general authority to allot shares

18. 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:
  - a) up to an aggregate nominal amount of £216,684,100 and
  - b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a further nominal value of £216,684,100 in connection with a pre-emptive offer,

such authorities 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 2027 or at the close of business on 27 August 2027, 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.

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

- i. 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
- ii. 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 amounts 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.

## Notice of Annual General Meeting continued

### General authority to disapply pre-emption rights

19. That, subject to the passing of Resolution 18, 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 18 above 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, in each case:

- i. in connection with a pre-emptive offer;
- ii. otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £65,005,200 and
- iii. otherwise than under paragraphs (i) and (ii) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the annual general meeting of the Company in 2027 or at the close of business on 27 August 2027, 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 and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, pre-emptive offer has the same meaning as in Resolution 18 above, references to an allotment of equity securities shall include a sale of treasury shares and the nominal amounts 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.

### 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

20. That, subject to the passing of Resolution 18 and in addition to any authority granted under Resolution 19, 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 18 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 £65,005,200, used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights most recently published prior to the date of the Notice; and
- ii. otherwise than under paragraph (i) above, allotments up to an aggregate nominal amount equal to 20 per cent of any allotment made from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to expire at the end of the annual general meeting of the Company in 2027 or at the close of business on 27 August 2027, 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 and/or sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, references to an allotment of equity securities shall include a sale of treasury shares.

### Authority to purchase own shares

21. 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<sup>1</sup>/<sub>2</sub> 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:

- i. the maximum number of ordinary shares which may be purchased is 227,518,400;
- ii. the minimum price which may be paid for an ordinary share is 28<sup>1</sup>/<sub>2</sub> pence (being the nominal value of an ordinary share) exclusive of associated expenses;
- iii. 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
- iv. the authority to purchase shares conferred by this resolution shall expire at the end of the Company's annual general meeting in 2027 or at the close of business on 27 August 2027, 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.

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

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

By order of the Board



**Nick Grant**  
Company Secretary  
29 April 2026

## Notes to the resolutions

### 1. Report and Accounts

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.

### 2–3. Directors' remuneration report and Directors' remuneration policy

Resolution 2 seeks shareholder approval for the annual report on remuneration which can be found on pages 94 to 103 (inclusive) of the Annual Report and Financial Statements for the 52 weeks to 28 February 2026. 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 and the Directors' entitlement to remuneration is not conditional upon the resolution being approved.

Resolution 3 seeks shareholder approval for the Directors' remuneration policy as set out on pages 87 to 93 (inclusive) of the Annual Report and Financial Statements for the 52 weeks to 28 February 2026 (the 'New Policy'). In accordance with the Companies Act 2006, this resolution is a binding vote. The New Policy sets out the Company's forward-looking policy of Directors' remuneration. If approved by shareholders, the New Policy will replace the policy approved in 2023, becoming effective following the AGM and will be valid for three years or, if earlier, until replaced by a new or amended Directors' remuneration policy. Any future changes to the New Policy will require shareholder approval. Once approved, all payments to Directors and former Directors will be in accordance with the New Policy, unless a payment has been separately approved by shareholders. If Resolution 3 is not approved, then the Directors' remuneration policy previously approved in 2023 would continue to apply until shareholders approve a revised Directors' remuneration policy.

### 4. Final dividend

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 9.6 pence per share which will be paid on 10 July 2026 to shareholders on the register of members at the close of business on 5 June 2026.

### 5–14. Re-election of Directors

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.

The UK Corporate Governance Code recommends that all Directors should be subject to annual reappointment by shareholders. In accordance with this, all Directors will be submitting themselves for re-election at the AGM. Each Director will be standing for re-election by separate resolution.

Following the 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 for each Director can be found on pages 8 to 10 of this Notice.

### 15. Appointment of auditor

This resolution proposes the re-appointment of PricewaterhouseCoopers 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 PricewaterhouseCoopers LLP be appointed. The Board proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditor.

### 16. Auditor's remuneration

This resolution seeks authority for the Audit Committee to determine the auditor's remuneration in accordance with the Statutory Audit Services Order 2014, issued by the Competition and Markets Authority.

### 17. Political donations

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 2027 or at the close of business on 27 August 2027. 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 28 February 2026.

### 18. Directors' general authority to allot shares

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 in the Company:

- a) up to an aggregate nominal value of £216,684,100 which is equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 29 April 2026. As at 29 April 2026, the Company did not hold any shares in treasury; and
- b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a further nominal amount of £216,684,100 in connection with a pre-emptive offer.

For the purposes of this resolution, 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to:

- i. shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares in any circumstances up to a nominal value of £216,684,100 which is equivalent to approximately 33 per cent of the total issued share capital of the Company, exclusive of treasury shares, as at 29 April 2026.

## Notes to the resolutions continued

### 18. Directors' general authority to allot shares continued

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a pre-emptive offer up to a further nominal value of £216,684,100, which is equivalent to approximately 33 per cent of the total issued share capital of the Company, exclusive of treasury shares, as at 29 April 2026. This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

The Directors consider it desirable to have the flexibility provided through the granting of these authorities (which are in line with relevant guidance, including the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group) permitted by corporate governance guidelines to respond to market developments and 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 2027 or at the close of business on 27 August 2027.

### 19–20. General authority to disapply pre-emption rights and 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 or additional share issues in a related follow-on offer

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).

Paragraph (i) of Resolution 19 seeks shareholder approval for the Directors 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.

Paragraph (ii) of Resolution 19 and paragraph (i) of Resolution 20 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 paragraph (ii) of Resolution 19 is limited to the aggregate nominal amount of £65,005,200, which is equivalent to approximately 10 per cent of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 29 April 2026 (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 20 is limited to a further aggregate nominal amount of £65,005,200, which is equivalent to approximately 10 per cent of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 29 April 2026 (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 on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group) which is announced contemporaneously with the allotment or sale, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue or sale.

The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of "follow-on" offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of paragraph (iii) of Resolution 19 and paragraph (ii) of Resolution 20 is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022.

The features of follow-on offers which are set out in the Statement of Principles (in Part 2B, paragraph 3) include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20% of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing). The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles for any follow-on offers made, as far as practicable.

The maximum amount which can be issued in a follow-on offer is £26,002,103. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above, and, in total, is equivalent to four per cent of the total issued ordinary share capital of the Company excluding treasury shares as at 29 August 2026 (being the latest practicable date prior to the publication of this Notice and noting that at this date, the Company held no shares in treasury).

The Board has no current intention of exercising the authorities sought in these resolutions, but considers the authorities given by Resolutions 19 and 20 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 19 and 20 will automatically expire at the end of the annual general meeting of the Company in 2027 or at the close of business on 27 August 2027, whichever is the earlier.

### 21. Authority to purchase own shares

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.

Resolution 21, if passed, would give the Company the authority to purchase its own issued ordinary shares of 28 <sup>4</sup>/<sub>7</sub> pence each at a price (exclusive of expenses) of not less than 28 <sup>4</sup>/<sub>7</sub> 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 227,518,400 shares, being approximately 10 per cent of the Company's issued ordinary share capital as at 29 April 2026 and will expire at the end of the annual general meeting of the Company in 2027 or at the close of business on 27 August 2027, 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) 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.

## Notes to the resolutions continued

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, resold or used to provide shares for employee share plans. No treasury shares are held by the Company as at 29 April 2026 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 29 April 2026 (being the latest practicable date prior to the publication of this Notice) was 28,034,394, which, if exercised, would represent 1.23 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 29 April 2026 would represent 1.37 per cent of the reduced issued ordinary share capital.

The Company announced a share buyback programme on 23 April 2026 pursuant to which the Company will purchase up to £300 million of its own shares. The Directors intend that such programme will be executed pursuant to the existing authority given by shareholders at the 2025 AGM.

### 22. Notice period for general meetings other than annual general meetings

Under the 2006 Act, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. Resolution 22 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 2024 annual general meeting. If this resolution is passed, the authority will expire at the end of the annual general meeting of the Company in 2027, when it is intended that a similar resolution will be proposed. 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.

## Board of Directors 2026/27



### Martin Scicluna

#### Chair



#### Date appointed:

November 2018 (Chair from March 2019)

**Key competencies:** Martin brings a wealth of experience from over 30 years' service as an executive and non-executive board director at a wide range of companies. 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. As Chair, Martin has a deep understanding of governance and what is needed to lead an effective Board.

**External appointments:** None.

#### Previous roles:

- Chairman, RSA Insurance Group plc
- Chairman, Great Portland Estates plc
- Senior Independent Director and Chair of the Audit Committee, Worldpay Inc.
- Non-Executive Director and Chair of the Audit Committee, Lloyds Banking Group plc,
- Chairman, Deloitte LLP
- Partner, Deloitte LLP

**Tenure:** 7–9 years



### Simon Roberts

#### Chief Executive



#### Date appointed:

June 2020

**Key competencies:** Simon has over 35 years' retail sector experience, having started his career on the shop floor. Since joining Sainsbury's in 2017 as Retail & Operations Director, Simon has championed a people-first, purpose-driven approach, placing colleagues, customers, and communities at the heart of the business. A passionate advocate for UK farmers and suppliers, Simon is focused on creating long term partnerships with the people who make our food. Under Simon's leadership, Sainsbury's has also doubled down on its commitment to tackling food poverty through impactful partnerships with charities including Comic Relief and Fareshare.

#### External appointments:

- President of IGD
- Member of the Government's Food Strategy Advisory Board
- Advisory Board Member of Diversity in Retail
- Member of the Government's Retail Sector Council

#### Previous roles:

- Executive Vice President, Walgreens Boots Alliance
- President, Boots UK and Ireland
- Chair, Institute of Customer Service

**Tenure:** 4–6 years



### Bláthnaid Bergin

#### Chief Financial Officer

#### Date appointed:

March 2023

**Key competencies:** Bláthnaid brings strong financial leadership and international experience to the Board. She supports the development and execution of the Group's strategy through disciplined capital allocation, robust financial control and effective risk management. Her background in complex, global organisations and her audit committee experience enhance the Board's oversight of financial performance, reporting and investor engagement. Bláthnaid's background includes significant experience in financial services, audit and internal control, supporting disciplined risk management and high quality financial reporting in complex organisations.

#### External appointments:

Non-Executive Director of Haleon plc.

#### Previous roles:

- Senior finance leadership roles, Aviva and RSA
- Senior finance roles, GE (working across Europe, Asia and Australia)
- Non-Executive Director, Chair of the Audit Committee and Senior Independent Director for Artemis Alpha Investment Trust

**Tenure:** 1–3 years



### Jo Bertram

#### Non-Executive Director



#### Date appointed:

July 2022

**Key competencies:** Jo is a highly talented strategic business leader with significant experience leading transformation and change. Jo has worked in growing hi-tech sectors, which benefits our customers as we explore new ways to use digital solutions to make shopping easy and convenient.

#### External appointments:

- CEO, O2 Daisy
- Director of O2 Daisy subsidiary companies

#### Previous roles:

- Managing Director, Business & Wholesale, Virgin Media O2
- Senior leadership roles, O2
- Regional General Manager, Northern Europe, Uber
- Various roles at McKinsey & Company and Accenture

**Tenure:** 1-3 years

### Key to Committee members

- A** Audit Committee
- C** Corporate Responsibility and Sustainability Committee
- N** Nomination and Governance Committee
- R** Remuneration Committee
- Denotes Chair of Committee

## Board of Directors 2026/27 continued



### Katie Bickerstaffe

Non-Executive Director



**Date appointed:**  
3 July 2025

**Key competencies:** Katie is a highly regarded retail and consumer business leader, bringing strong perspectives on digital business models and transformation programmes. Katie's strong perspectives on digital transformation will greatly contribute to our strategic direction.

**External appointments:**

- Non-Executive Director of Aberdeen Group plc
- Non-Executive Director of Barratt Redrow plc
- Non-Executive Director and Senior Independent Director of Diploma plc

**Previous roles:**

- Co-CEO of Marks and Spencer Group plc
- Executive Chair and CEO Designate at SSE
- CEO, UK & Ireland at Dixons Carphone
- Various senior roles at Somerfield Stores group, Dyson, PepsiCo and Unilever

**Tenure:** Less than one year



### Steve Hare

Non-Executive Director



**Date appointed:**  
3 July 2025

**Key competencies:** Steve is a very experienced leader of digital and tech businesses. Steve built over 10 years' experience leading the finance function for three listed UK companies, Steve qualified as a chartered accountant in 1985 with Ernst & Whinney, now part of EY, and holds a bachelor of commerce degree from Liverpool University. Steve's expertise in leading tech businesses will greatly contribute to our strategic direction.

**External appointments:** CEO of Sage Group plc

**Previous roles:**

- Operating Partner and Co Head of the Portfolio Support Group, Apax Partners
- Chief Financial Officer, Invensys plc
- Group Finance Director, Spectris plc
- Chief Financial Officer, Marconi plc

**Tenure:** Less than one year



### Jo Harlow

Non-Executive Director



**Date appointed:**  
September 2017

**Key competencies:** Jo brings a wealth of experience in consumer-facing businesses and the telecoms and technology industries, both in the UK and internationally. Jo has broad experience from executive and nonexecutive roles. Jo was previously Chair of the Corporate Responsibility and Sustainability Committee and has helped the business deliver and evolve its sustainability strategy.

**External appointments:**

- Senior Independent Director and Chair of the Remuneration Committee of Halma plc
- Senior Independent Director and member of the Remuneration and Nominations Committees at Centrica plc
- Director of Chapter Zero

**Previous roles:**

- Non-Executive Director and Chair of the Remuneration Committee, InterContinental Hotels Group plc
- Corporate Vice President, Phones Business Unit, Microsoft Corporation
- Executive Vice President, Smart Devices, Nokia
- Senior management roles, Nokia
- Marketing, sales and management roles, Reebok International Limited and Procter & Gamble

**Tenure:** 7–9 years



### Adrian Hennah

Senior Independent Director  
(appointed 3 July 2025)



**Date appointed:**  
April 2021

**Key competencies:** Adrian has significant financial and strategic expertise from leading the performance and strategy of many large companies. 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.

**External appointments:**

- Non-Executive Director of Oxford Nanopore Technologies plc
- Non-Executive Director of Unilever plc
- Trustee of Our Future Health

**Previous roles:**

- Non-Executive Director and Chair of the Audit Committee, RELX plc
- Chief Financial Officer, Reckitt Benckiser plc
- Chief Financial Officer, Smith & Nephew plc
- Chief Financial Officer, Invensys plc
- Finance and operations roles, GlaxoSmithKline
- Audit and consultancy roles, PwC and Stadtsparkasse Köln

**Tenure:** 4–6 years

### Key to Committee members

- Audit Committee
- Corporate Responsibility and Sustainability Committee
- Nomination and Governance Committee
- Remuneration Committee
- Denotes Chair of Committee

## Board of Directors 2026/27 continued



### Tanuj Kapilashrami

Non-Executive Director



**Date appointed:**

July 2020

**Key competencies:** Tanuj is an international banker with significant experience in strategy, transformation, talent and change management, both in the UK and globally. Tanuj is a valuable member of the Board as the business continues to adapt and support its colleagues in a rapidly changing marketplace.

**External appointments:**

- Chief Strategy and Talent Officer of Standard Chartered Bank
- Member of Standard Chartered Foundation Board of Trustees
- Member of the Asia House Board of Trustees
- Director of Mindbeat Global Limited

**Previous roles:**

- Director, Financial Services Skills Commission Limited
- Chief Human Resources Officer, Standard Chartered
- Senior HR leadership roles across global and regional markets, HSBC
- Board member of Vault22
- Associate Non-Executive Director of the Board of NHS England

**Tenure:** 4–6 years



### Keith Weed CBE

Non-Executive Director



**Date appointed:**

July 2020

**Key competencies:** Keith is an exceptionally capable marketing and digital leader. He has championed new ways of integrating sustainability into business and building brands with purpose. Keith plays an important role in Sainsbury's plan to become First choice for food and delivering on our Plan for Better. He has an excellent understanding of both sustainability and digital, and the ways that technology is transforming businesses.

**External appointments:**

- Non-Executive Director of WPP plc
- Independent Non-Executive Director of i-Genie
- Trustee Director of Business in the Community
- Trustee Director of the Leverhulme Trust
- President of the Royal Horticultural Society
- Trustee of Grange Park Opera

**Previous roles:**

- Chief Marketing and Communications Officer, Unilever plc
- Senior leadership roles across multiple businesses, Unilever plc
- Leadership of the global sustainability programme, Unilever plc

**Tenure:** 4–6 years



### Nick Grant

General Counsel and Company Secretary

**Date appointed:**

July 2024

**Key competencies:** Nick provides legal and corporate governance advice and support to the Board and Committees and oversees secretarial support for all legal entities within the Group. Prior to this appointment Nick was Director of Legal Services at Sainsbury's for eight years, leading a full-service in-house team of 40 legal advisers and advising senior management on corporate transactions, material litigation and reputation management.

### Key to Committee members

- A** Audit Committee
- C** Corporate Responsibility and Sustainability Committee
- N** Nomination and Governance Committee
- R** Remuneration Committee
- Denotes Chair of Committee

## Attending the AGM virtually

The Company is pleased to be able to invite shareholders to attend the AGM virtually to view a live broadcast of the meeting, vote online and submit questions to the Board in writing during the meeting.

In order to join the AGM electronically and to vote and ask questions via the platform, shareholders will need to connect to the following site: <https://meetings.lumiconnect.com/100-043-544-835>. Lumi is compatible with the latest browser versions of Chrome, Firefox, Edge and Safari, but not Internet Explorer, and can be accessed using any web browser on a tablet, smartphone or computer.

Once you have accessed <https://meetings.lumiconnect.com/100-043-544-835> from your web browser on a tablet, smartphone or computer, you will be asked to enter your unique 11-digit Investor Code (IVC), including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your dividend notification or by emailing the Company's Registrar, MUFG Corporate Markets, on [Sainsburys@cm.mpms.mufg.com](mailto:Sainsburys@cm.mpms.mufg.com) or by calling +44 (0) 371 664 0555. Lines are open from 9.00 am to 5.30 pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Access to the AGM will be available from 60 minutes before the meeting start time, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on the resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your internet connection.

### Technical requirements

You can access the website to join the AGM virtually on a PC, laptop, or internet-enabled device (such as a tablet or smartphone) and you will need the latest version of one of the following internet browsers: Chrome, Safari, Edge or Firefox, Internet Explorer is not supported. An active internet connection is required at all times to view, vote and submit questions during the meeting. It is your responsibility to ensure you remain connected for the duration of the meeting.

### Home page and broadcast

Once logged into the website, you will see the home page which contains instructions for using the platform. When the meeting starts, the live broadcast of the proceedings will be available on the right-hand side of your device. If required, click play on the broadcast, ensure that your device is unmuted and the volume is turned up.

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 and the resolutions to be put forward to the AGM. These slides will change automatically as the meeting progresses.

### Voting


Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received; there is no submit button.

To vote on all resolutions in the same direction, select the 'Vote in the same direction for all items' option at the top of the screen. To change your vote, reselect your choice. 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 Chair announces its closure.

### Questions

Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the send button to submit the question.

Copies of questions you have submitted can be viewed by selecting 'My messages'.

 A Lumi user guide can be found on pages 12 to 13.

### Accessibility

Any shareholder with accessibility requirements wishing to attend the AGM virtually should call +44 (0) 371 277 1020 to ensure that appropriate arrangements can be made. Lines are open from 9.00 am to 5.30 pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

### Duly appointed proxies and corporate representatives

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting MUFG Corporate Markets on +44 (0) 371 277 1020 in order to obtain their IVC and PIN. Lines are open from 9.00am to 5.30pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a bank, broker or custodian and you wish to attend the electronic meeting, you will need to contact your bank, broker or custodian as soon as possible. Your bank, broker or custodian will need to present a corporate letter of representation to MUFG Corporate Markets, our Registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order to obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

### Validity of meeting

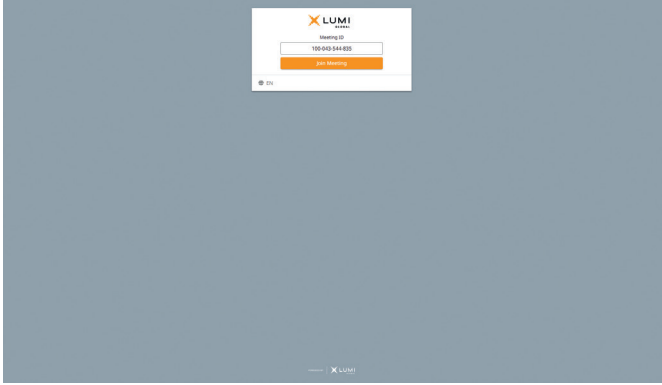
In accordance with the Company's Articles of Association, under no circumstances shall the inability of one or more shareholders, proxies or corporate representatives to access, or continue to access, the electronic meeting platform despite adequate facilities being made available by the Company, affect the validity of the AGM or any business conducted at the AGM.

### Further information

Further information about the AGM, including updates to the information contained in this Notice, is available at <https://corporate.sainsburys.co.uk/AGM2026>.

# Using the Lumi website

## 01



### Website

Go to <https://meetings.lumiconnect.com/100-043-544-835>.

You may be prompted to enter the meeting ID: 100-043-544-835. Access to the meeting will be made available from **10.00am on Thursday, 2 July 2026**.

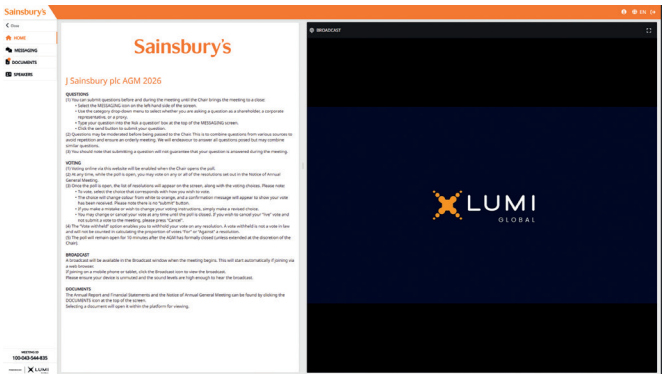
## 02



### Login credentials

After entering the meeting ID, you will be prompted to enter your unique Investor Code (IVC) and PIN, which is the last four digits of your IVC.

## 03

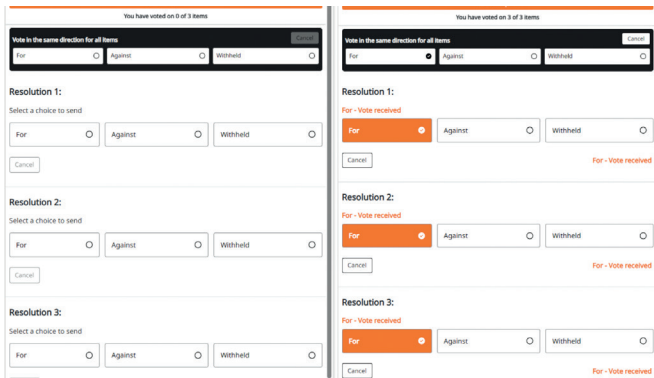


### AGM home screen

When successfully entered, you will be taken to the AGM home screen. The meeting presentation/panel will appear automatically if viewing via a web browser.

## Using the Lumi website continued

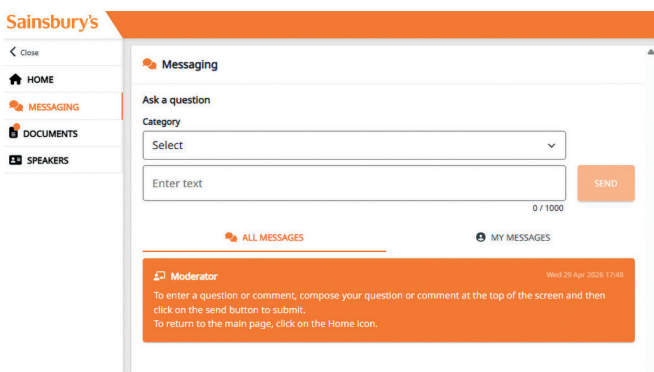
### 04



### Voting

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button.

### 05



### Questions (written)

Selecting the messaging icon from the navigation bar, type your question into the 'Enter a question' box and click the send button to submit the question.

## Attending the AGM in person

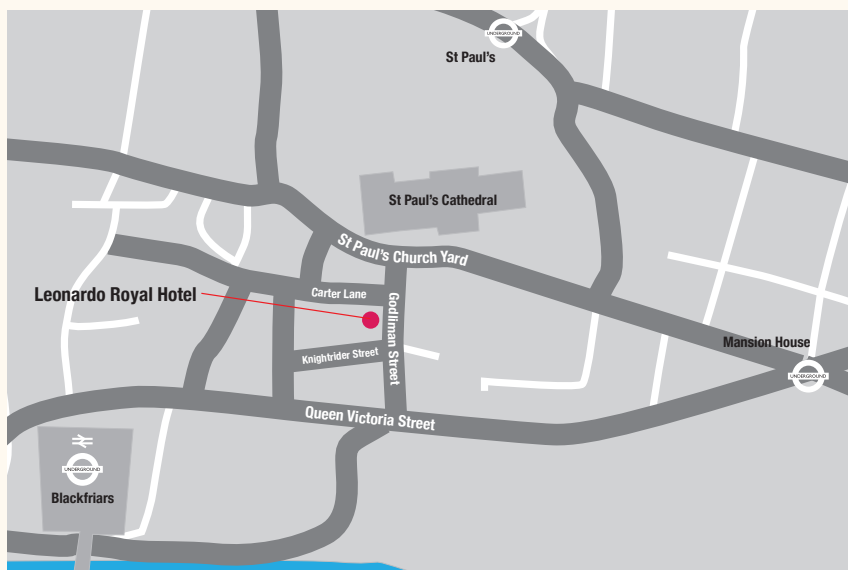
Shareholders may attend the AGM in person.

### AGM venue

This year we will be holding our AGM at the **Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ.**

The nearest underground station is St Paul's (Central Line), which is approximately a five minutes' walk from the venue. Shareholders may use the map on the right to plan their journey.

Please note that there will be no facility to watch, attend or ask questions at the AGM at our registered office. Any shareholders arriving at our registered office will be redirected to the **Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ.**



### Pre-registration

Shareholders, proxies or corporate representatives intending to attend in person are requested to register on our website at <https://corporate.sainsburys.co.uk/AGM2026> by no later than **5.30pm on Tuesday, 30 June 2026.**

### Meeting access

Shareholders registered to attend in person will be able to access the meeting area from **10.00am on Thursday, 2 July 2026.** You should allow extra time to enable security measures to be completed.

Upon entry to the building, you will be directed to the meeting area and to the meeting registration desk to authenticate your right to attend, speak and vote at the meeting. Please bring your Attendance Card and photographic proof of your identity with you on the day. If you are attending on behalf of a registered shareholder, you must also bring evidence of your appointment to represent the shareholder. Once registered, you will be given a Poll Card to vote during the meeting.

Only shareholders, proxies or corporate representatives and accompanying carers will be allowed entry to the meeting.

### Refreshments

Please note that, for security reasons, attendees will not be permitted to take water bottles into the meeting, but water will be provided in the refreshments area.

### Asking questions

Shareholders are strongly encouraged to submit their questions for the Board upon arrival at the AGM Question Desk. Representatives from our customer services team will be in attendance to help with any general queries and representatives from our registrar, MUFG, will be available to answer any queries shareholders have relating to their shareholdings.

### Accessibility

Any shareholder with accessibility requirements wishing to attend the AGM should email [agm@sainsburys.co.uk](mailto:agm@sainsburys.co.uk) so that appropriate arrangements can be made. Anyone accompanying a shareholder in need of assistance will be admitted to the AGM.

### Security

Photography is not permitted throughout the venue and you may be asked to leave cameras or other recording devices with the security team in the meeting welcome area. All mobile phones must be switched off for the duration of the AGM.

Attendees will be subject to a bag search upon arrival in the meeting welcome area. To ensure the safety of all attendees, if any prohibited items are identified (including all liquids), they will be secured safely and returned to the attendee at the conclusion of the event.

Questions regarding security arrangements should be emailed to [agm@sainsburys.co.uk](mailto:agm@sainsburys.co.uk).

## Further information

### Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members at **6.30pm on Tuesday 30 June 2026** (or in the event of an adjournment, 6.30pm on the date two days (excluding non-working days) before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadlines shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the register.

### Website giving information regarding the AGM

3. Information regarding the AGM, including the information required by section 311A of the 2006 Act, is available at <https://corporate.sainsburys.co.uk/AGM2026>.

### Duly appointed proxies and corporate representatives

4. If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting MUFG Corporate Markets on +44 (0) 371 277 1020 in order to obtain their IVC and PIN. Lines are open from 9.00am to 5.30pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate.
5. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.
6. If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to MUFG Corporate Markets, our Registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order to obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

### Appointment of proxies

7. To be valid, any proxy form or other instrument appointing a proxy must be received at the office of the Registrar by no later than **11.00am on Tuesday 30 June 2026**.
8. A member who is entitled to vote at the AGM may appoint one or more proxies to vote 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 which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar given on page 18 of this Notice.
9. The return of a completed proxy form, other such instrument, any CREST/ Proximity Proxy Instruction or any other instruction or any other electronic voting instruction will not prevent a shareholder attending the AGM in person or online and voting themselves should they wish to do so.
10. A vote 'Withheld' is not a vote in law, which means that the vote will not be counted in the calculation of votes 'For' or 'Against' a resolution. Unless otherwise indicated on the proxy form, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

### Electronic submission of proxy form

11. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's Registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



### Appointment of proxies through CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited'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)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 7 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 ([www.euroclear.com](http://www.euroclear.com)). 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 (as amended).

## Further information continued

### Appointment of proxies through Proxymity

14. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by **11.00am on Tuesday 30 June 2026** in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

### Appointment of proxy by joint holders

15. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointed proxy submitted by the most senior holder (i.e. the first-named joint holder recorded in the Company's register of members) will be accepted.

### Termination of proxy appointments

16. In order to revoke a proxy instruction, you will need to inform the Company using one of the following methods:
- By sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
  - In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- In either case, the revocation notice must be received by no later than **11.00am on Tuesday 30 June 2026**. Appointment of a proxy does not preclude you from attending the AGM in person or online and voting yourself. If you have appointed a proxy to attend the AGM, your proxy appointment will automatically be terminated.

### Nominated Persons

17. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
18. The statement of the rights of shareholders in relation to the appointment of proxies on page 15 of this Notice does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.

### Corporate Sponsored Nominee

19. If you hold your shares in the J Sainsbury plc Corporate Sponsored Nominee, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. You can tell them how you want the votes in respect of your shares to be cast at the AGM by completing a Form of Instruction. This can be done electronically via the Investor Centre app or via a web browser at <https://uk.investorcentre.mpms.mufg.com/> or by completing and returning a hard copy Form of Instruction. You can request a hard copy form by contacting the Registrar using the details provided on page 18 of this Notice. To be effective, in either case the Form of Instruction must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than **11.00am on 29 June 2026** (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days). MUFG Corporate Markets Trustees (Nominees) Limited will appoint the chair of the meeting as its proxy to cast your votes. The appointed proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting.

If you wish to attend the AGM in person, or appoint someone else to attend the AGM on your behalf, you must request a letter of representation from MUFG Corporate Markets by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) or writing to MUFG Corporate Markets, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.00am on 29 June 2026 (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

If you wish to attend the meeting virtually, please submit your Form of Instruction (see above for details) as you will only be able to attend and ask questions online. In order to join the AGM online, participants will need to connect to the following site: <https://meetings.lumiconnect.com/100-043-544-835>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari (not Internet Explorer) and can be accessed using any web browser on a tablet, smartphone or computer.

Once you have accessed <https://meetings.lumiconnect.com/100-043-544-835> from your web browser on a tablet, smartphone or computer, you will be asked to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a participant.

Your IVC can be found on your dividend notification. You can also obtain this by contacting MUFG Corporate Markets, our Registrar, by calling +44 (0) 371 664 0555.

If you wish to appoint someone else to attend the AGM virtually on your behalf, please submit your Form of Instruction (see note 17 for details) as the appointee will only be able to attend and ask questions online. You must then contact MUFG Corporate Markets on +44 (0) 371 277 1020\* in order to obtain the appointee's IVC and PIN. It is suggested that you do this as soon as possible and at least 72 hours (excluding non-business days) before the meeting.

## Further information continued

### Sainsbury's or Sainsbury's Argos Share Purchase Plan Participants:

**20.** For participants in the Sainsbury's or Sainsbury's Argos Share Purchase Plans, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. You can tell them how you want the votes in respect of your shares to be cast at the AGM by completing a Form of Instruction. This can be done electronically via the Investor Centre app or via a web browser at <https://uk.investorcentre.mpms.mufg.com/> or by completing and returning a hard copy Form of Instruction. You can request a hard copy form by contacting the Registrar using the details provided on page 18 of this Notice. To be effective, in either case the Form of Instruction must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than **11.00am on 29 June 2026** (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

MUFG Corporate Markets Trustees (Nominees) Limited will appoint the chair of the meeting as its proxy to cast your votes. The appointed proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting.

In order to attend the meeting virtually, please submit your Form of Instruction at <https://uk.investorcentre.mpms.mufg.com/> or via the Investor Centre app, as you will only be able to attend and ask questions online. To join the AGM online, participants will need to connect to the following site: <https://meetings.lumiconnect.com/100-043-544-835>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari (not Internet Explorer) and can be accessed using any web browser on a tablet, smartphone or computer.

Once you have accessed <https://meetings.lumiconnect.com/100-043-544-835> from your web browser on a tablet, smartphone or computer, you will be asked to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a participant.

Your IVC can be found on your dividend notification. You can also obtain this by contacting MUFG Corporate Markets, our Registrar, by calling +44 (0) 371 664 0555.

### Corporate representatives

**21.** A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.

### Questions at the AGM

- 22.** Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. Such persons will be able to ask questions at the AGM by: (a) submitting questions in advance of the AGM by email to [agm@sainsburys.co.uk](mailto:agm@sainsburys.co.uk) by 6pm on Friday 19 June 2026; (b) submitting questions in writing online during the AGM via the Lumi system; or (c) asking questions in person at the AGM. Further details about how to ask questions if attending virtually are provided on pages 12 to 13 of this Notice.
- 23.** Shareholders who submit questions in advance of the AGM should include their full name and Investor Code (IVC) in their emails. Members of the Board intend to prioritise responding to pre-submitted questions, before responding to questions raised in the physical venue that have not been addressed already. The responses to the pre-submitted questions will be published on the Company's website as soon as is practicable after the AGM.
- 24.** 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.

### Documents on display

- 25.** 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, 33 Charterhouse Street, London EC1M 6HA. The documents will also be available for inspection on the date of the AGM at the location of the AGM, Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London EC4V 5AJ:
- the Articles of Association of the Company; and
  - the service contracts and letters of appointment of the Directors.

### Issued shares and total voting rights

- 26.** As at 29 April 2026 (being the latest practicable date before the publication of this document), the total number of issued ordinary shares in the Company is 2,275,184,012. As at 29 April 2026, the Company did not hold any shares in treasury. Therefore, the total number of votes exercisable as at 29 April 2026 is 2,275,184,012. One share equals one vote. Details of the number of shares and voting rights in the Company are available on the Company's website at <https://corporate.sainsburys.co.uk>.

### Electronic addresses

- 27.** You may not use any electronic addresses provided in this Notice to communicate with the Company for any purpose other than those expressly stated

### Shareholders' rights under Section 527 of the Companies Act 2006

- 28.** 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: (a) 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 28 February 2026; or (b) any circumstance connected with an auditor of the Company appointed for the 52 weeks to 28 February 2026 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.

### Privacy statement

- 29.** 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://corporate.sainsburys.co.uk/privacy-policy/>, for details of how the Company will process personal data.

### Annual Report

View our 2026 Annual Report at <https://corporate.sainsburys.co.uk/AnnualReport2026>.

## Further information continued

### Registrar information

The Company's Registrar, MUFG Corporate Markets, provides a range of services to shareholders.

Have your Investor Code (IVC) to hand and scan the QR code below for access to Investor Centre, a free, online secure service that enables you to manage and monitor all of your shares in one place via a mobile app or the web.



Please contact MUFG Corporate Markets for assistance with the QR code or the Investor Centre service.



**Provide and maintain your bank/  
building society details to receive  
your dividend payments**



**Change your address**



**Submit your proxy voting  
instructions**



**Elect to receive shareholder  
communications  
electronically**

### If you need to contact MUFG Corporate Markets



**Sainsburys@cm.mpms.mufg.com**

**+44 (0) 371 664 0555**

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the international rate. We are open Monday – Friday, 9.00-5.30 excluding bank holidays in England and Wales.

For deaf and speech impaired customers, MUFG Corporate Markets welcome calls via Relay UK. see [www.relayuk.bt.com](http://www.relayuk.bt.com) for more information.



MUFG Corporate Markets, Central Square,  
29 Wellington Street, Leeds, LS1 4DL



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# J Sainsbury plc

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