

**THE COMPANIES ACT 2006**  
**PUBLIC LIMITED COMPANY BY SHARES**  
**J SAINSBURY PLC**  
**(the 'Company')**

(Registered in England & Wales no. 185647)

At the Annual General Meeting of the Company held 5 July 2017 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, resolutions 17, 18, 20 and 21 were passed as special resolutions.

**Resolution 17 – Authority to disapply pre-emption without restriction as to use**

That 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 16 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, 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 £31,273,000,

as if Section 561(1) of the 2006 Act did not apply to any such allotment;

such authority to expire at the end of the Annual General Meeting of the Company in 2018 or at the close of business on 9 September 2018, 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 open for acceptance for a period fixed by the Directors to (i) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, 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;
- (b) references to an allotment of equity securities shall include a sale of treasury shares; and
- (c) 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.

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#### **Resolution 18 – Authority to disapply pre-emption for acquisitions or specified capital investments**

That in addition to any authority granted under Resolution 17, 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 16 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, as if Section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £31,273,000; 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 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 2018 or at the close of business on 9 September 2018, 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 under any such offer or agreement as if the authority had not expired.

#### **Resolution 20 – To authorise the Company to purchase its own shares**

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>4</sup>/<sub>7</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 218,912,100;
- (ii) the minimum price which may be paid for an ordinary share is 28<sup>4</sup>/<sub>7</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 as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the EU Market Abuse Regulation (exclusive of associated expenses); and
- (iv) the authority to purchase hereby conferred shall expire at the end of the Company's Annual General Meeting in 2018 or on 9 September 2018, 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.

**Resolution 21 – To authorise the Company to call a general meeting on not less than 14 clear days' notice**

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.