

J Sainsbury plc

6 July 2016

RESOLUTIONS PASSED

At the Annual General Meeting of the Company held on 6 July 2016 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, resolutions 18, 19, 20 and 21 were passed as Special Resolutions.

SPECIAL RESOLUTIONS

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 Company's Annual General Meeting in 2017 or on 12 September 2017, 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.

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 28⁴/₇ 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 192,546,900;
- (ii) the minimum price which may be paid for an ordinary share is 284/7 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 middle market quotations 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 and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy back programmes and stabilisation of financial instruments (No. 2273/2003), or, from 3 July 2016, 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 2017 or on 12 September 2017, 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.
20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
21. That the rules of the J Sainsbury plc 2016 Long-Term Incentive Plan (the "LTIP"), the principal terms of which are summarised in the Appendix on pages 8 and 9 of this Notice of Meeting and a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all things necessary to operate the LTIP, including making such modifications as the Directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice.