

**J Sainsbury plc**

**J SAINSBURY PLC**

*(incorporated with limited liability under the laws of England and Wales with registered number 00185647)*

**£5,000,000,000**

## **Euro Medium Term Note Programme**

This Supplement (the “**Supplement**”) to the prospectus dated 17 January 2025 (the “**Prospectus**”) constitutes a supplement to the Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) (the “**UK Prospectus Regulation**”) and is prepared in connection with the £5,000,000,000 Euro Medium Term Note Programme established by J Sainsbury plc (the “**Company**”). This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus subsequently issued by the Company.

The purpose of this Supplement is to incorporate by reference into the Prospectus the audited financial statements of the Company for the 52-week period ended on 1 March 2025. The Company, being the person responsible for the financial information included in the consolidated financial results, approves such financial information. Unless otherwise defined in this Supplement, terms defined in the Prospectus have the same meaning when used in this Supplement. Unless stated otherwise, page numbers referred to in this Supplement refer to pages in the Prospectus.

The Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

### **Financial Results**

The Company has prepared an annual report containing its audited consolidated financial statements for the 52-week period ended on 1 March 2025 (available at pages 125 – 214 of the following link: <https://www.about.sainsburys.co.uk/~media/Files/S/Sainsburys/documents/reports-and-presentations/annual-reports/2025/sainsbury-annual-report-and-financial-statements-2025.pdf>).

Copies of the financial results have been filed with the FCA and, by virtue of this Supplement, the financial results are incorporated in, and form part of, the Prospectus. The financial results have been properly prepared on the basis stated and the basis of accounting is consistent with the accounting policies of the Company.

Copies of all documents incorporated by reference in the Prospectus can be obtained (without charge) from the Company's website at <https://www.about.sainsburys.co.uk/>, and may be requested from the registered office of the Company, 33 Charterhouse Street, London, EC1M 6HA, United Kingdom, as described in the Prospectus. In addition, copies of such documents will be available on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/pricesand-news/news/market-news/market-news-home.html>. Please note, however, that the contents of any websites referred to in this Supplement do not form part of this Supplement or the Prospectus, except where that information has been incorporated into the Prospectus.

### **Update to the Description of the Issuer**

#### **Overview of the Issuer**

The following paragraph is to be added to the section entitled “Overview of the Issuer” on page 124 of the Prospectus:

“On 22 April 2025 the Group announced the commencement of a share buyback programme of up to £200 million by 12 September 2025. The share buyback programme will be carried out by the Company using the authority to purchase its own shares as approved by its shareholders. On the 17 April 2025 the Group also announced it expects to return bank disposal

proceeds of £250m via a special dividend in the second half of the financial year ending 28 February 2026. The special dividend will be accompanied by a proposed share consolidation. Any distributable bank disposal proceeds in excess of £250m will be used to enhance the already announced share buyback programme of up to £200 million.”

### **Financial Services**

The first three paragraphs of the section entitled “Financial Services” on page 126 of the Prospectus are to be deleted in their entirety and replaced with the following:

“In January 2024, the Group announced the completion of the financial services strategic review resulting in the Group’s strategy to move to a model where financial services that are complementary to the retail offer will be provided by third parties. The sale of the Argos Financial Services portfolio to NewDay Group, and the sale of the core banking business to NatWest, were both completed in the first half of calendar year 2025. The ATM migration to NoteMachine was also completed in the first half of calendar year 2025. Transition Services Agreements are in place with NewDay Group and Natwest.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference or where this Supplement is specifically defined as including such information.

This Supplement has been approved by the FCA, which is the United Kingdom competent authority for the purposes of Article 23 of the UK Prospectus Regulation in the United Kingdom, as a base prospectus supplement issued in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of either the Company or the Obligors or the quality of the Notes that are the subject of this Supplement and investors should make their own assessment as to the suitability of investing in the Notes. An investor should be aware of its rights arising pursuant to Article 23 of the UK Prospectus Regulation.