

**Extract from the Minutes of the Annual General Meeting of J Sainsbury plc,
held on Wednesday, 9 July 2014 at The Queen Elizabeth II Conference Centre,
Broad Sanctuary, Westminster, London SW1P 3EE**

Ordinary Resolution

- 16 "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 or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £181,809,000, 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 in 2015 or on 15 September 2015, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period 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 ends "

Special Resolution

- 17 "THAT subject to the passing of Resolution 16 above, the Directors be empowered 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 above 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 £27,271,000,

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

such power to expire at the end of the Annual General Meeting in 2015 or on 15 September 2015 whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might require equity securities to be allotted after the power ends "

Ordinary Resolution

- 18 " (i) THAT 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 donations to political parties or independent election candidates, not exceeding £50,000 in total,
 - (b) make 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,

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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 2015 or on 15 September 2015, whichever is earlier,

- (ii) All existing authorisations and approvals relating to political donations or expenditure under 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 "

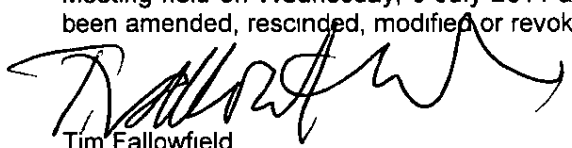
Special Resolution

- 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 Company ("ordinary shares") in such manner and upon such terms as the Directors may from time to time determine, provided that
- (a) the maximum number of ordinary shares which may be purchased is 190,900,000,
 - (b) 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,
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for 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) (exclusive of associated expenses), and
 - (d) the authority to purchase hereby conferred shall expire at the end of the next Annual General Meeting in 2015 or on 15 September 2015, 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 "

Special Resolution

- 20 "THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice "

I hereby certify that the above is a true extract from the Minutes of the Annual General Meeting held on Wednesday, 9 July 2014 and that the resolutions passed thereat have not been amended, rescinded, modified or revoked and are in force and effect


Tim Fallowfield
Company Secretary
9 July 2014