

J Sainsbury plc

Corporate Responsibility & Sustainability Committee Terms of Reference

Approved by the Board on 6 November 2013
Reviewed by the Committee on 1 November 2017

Note: References to “the Committee” shall mean the Corporate Responsibility & Sustainability (CR&S) Committee; references to “the Board” shall mean the Board of Directors; references to “the Company” shall mean J Sainsbury plc.

1. Membership

- 1.1 The Board is responsible for the appointment of members to the Committee, for setting the term of members’ appointments and for the revocation of any such appointments.
- 1.2 The Committee shall comprise not less than three members who shall be Board Directors.
- 1.3 The Chairman of the Committee shall be a Non-Executive Director.

2. Secretary

- 2.1 The Director of Sainsbury’s Brand or Company Secretary shall act as secretary to the Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members.

4. Meetings

- 4.1 Meetings of the Committee shall be held at least twice a year.
- 4.2 Agendas and relevant papers shall be circulated to all members of the Committee even if they are unable to be present and, in whole or in part as appropriate, to other invited attendees in good time in advance of each meeting.

5. Minutes

- 5.1 The minutes of the meetings shall be circulated to all members of the Committee and the Board.

6. Duties

- 6.1 The Committee shall agree and approve the annual CR&S Report.
- 6.2 The Committee shall consider and recommend to the Board the broad CR&S strategy taking into account the company’s desired CR&S positioning and objectives and related costs and benefits, the overall strategic plan, relevant external and other factors.
- 6.3 The Committee shall review progress and development of the 5 CR values consistent with the CR&S policy referred to above.

7. Reporting Responsibilities

7.1 The Chair of the Committee shall report to the Board following each meeting of the Committee.

8. Other Matters

8.1 The Committee shall undertake any other duties as directed by the Board.

9. Authority

9.1 The CR&S Committee is authorised by the Board to obtain external advice and support as and when required, at the Company's expense, and to appoint and secure the attendance at its meetings of external consultants and advisors if it considers this beneficial.