



SPORTSDIRECT.com

SPORTS DIRECT INTERNATIONAL PLC

(incorporated and registered in England and Wales under number 06035106)

NOTICE OF ANNUAL GENERAL MEETING

Wednesday 5 September 2012 at 3.00pm

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt as to what action to take in relation to the AGM, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Sports Direct International plc, you should immediately send this document together with the accompanying form of proxy to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2012 Annual General Meeting (the "AGM") of Sports Direct International plc (the "Company") will be held in the auditorium, Unit D, Brook Park East, Shirebrook, NG20 8RY on Wednesday 5 September 2012 at 3.00pm to consider the following resolutions (14, 15, 16, 17 and 18 will be proposed as special resolutions, requiring not less than 75% of the votes cast to be in favour to be passed, with the remainder being proposed as ordinary resolutions, requiring more than 50% of the votes cast to be in favour to be passed).

Resolution 1:

That the audited accounts and the reports of the directors and of the auditors for the financial year ended 29 April 2012 be received.

Resolution 2:

That the Directors' Remuneration Report for the financial year ended 29 April 2012 be approved.

Resolution 3:

That Keith Hellawell be re-elected as a director.

Resolution 4:

That Mike Ashley be re-elected as a director.

Resolution 5:

That Simon Bentley be re-elected as a director.

Resolution 6:

That Dave Forsey be re-elected as a director.

Resolution 7:

That Bob Mellors be re-elected as a director.

Resolution 8:

That Dave Singleton be re-elected as a director.

Resolution 9:

That Claire Jenkins be re-elected as a director.

Resolution 10:

That Charles McCreedy be re-elected as a director.

Resolution 11:

That Grant Thornton UK LLP be re-appointed as the Company's auditors, to hold office until the conclusion of the next Annual General Meeting.

Resolution 12:

That the directors be authorised to determine the remuneration of the auditors.

Resolution 13:

That the Board be and they are generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company with an aggregate nominal value of up to £19,953,412 and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter provided that this authority shall expire at the close of the next

Annual General Meeting of the Company save that the Company may before such expiry make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if this authority had not expired.

Resolution 14: (to be proposed as a Special Resolution)

That, in addition to resolution 13, the Board be and they are generally and unconditionally authorised, pursuant to section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities, as defined in the Act, with an aggregate nominal value of up to £39,906,824 (including within such limit any shares issued under resolution 13) in connection with an offer by way of a rights issue:

- a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b. to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter provided that this authority shall expire at the close of the next Annual General Meeting of the Company save that the Company may before such expiry make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if this authority had not expired

Resolution 15: (to be proposed as a Special Resolution)

That the Board be and they are hereby empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolutions 13 and 14 (as applicable) and / or where the allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited:

- c. to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 14, by way of a rights issue only):

- d. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- e. to people who are holders of other equity securities, if this is required by the rights of those or if the Board considers it necessary, as permitted by the rights of those securities,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- a. in the case of the authority granted under resolution 13, to the allotment (otherwise than under 15(A) above) of equity securities with an aggregate nominal value of up to £2,993,011; and

provided further that this power shall expire at the close of the next Annual General Meeting of the Company save that the Company may before such expiry make offers and enter into agreements which would, or might, require equity securities to be allotted after this power expires and the Board may allot equity securities under any such offer or agreement as if this power had not expired.

Resolution 16: (to be proposed as a Special Resolution)

That the Company be generally and hereby is generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the Company subject to the following conditions:

- the maximum aggregate number of ordinary shares authorised to be purchased is 59,855,236 representing 10% of the Company's issued ordinary share capital;
- the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p (being the nominal value of an ordinary share);
- the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - a. an amount equal to 105% of the average of the middle market quotations for the ordinary shares in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - b. an amount equal to the higher of the price of the last independent trade of an ordinary share; and
 - c. the highest current independent bid for an ordinary share in the Company as derived from the London Stock Exchange Trading System;
 - d. unless previously renewed, varied or revoked, this authority shall expire at the close of the next Annual General Meeting of the Company; and
 - e. a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

Resolution 17: (to be proposed as a Special Resolution):

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

Resolution 18: (to be proposed as a Special Resolution):

That the rules of the Sports Direct International plc 2012 Super Stretch Executive Bonus Share Scheme in the form produced to the Annual General Meeting and initialled by the Chairman of the Annual General Meeting for the purposes of identification (the "Super Stretch Scheme"), the principal terms of which are summarised in the explanatory notes to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to:

- a. adopt the Super Stretch Scheme and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the Super Stretch Scheme; and
- b. establish further schemes based on the Super Stretch Scheme but modified to take account of local tax, exchange control or securities laws provided that the shares made available under such further plans are treated as counting towards the limit on overall participation in the Super Stretch Scheme.

Resolution 19: To authorise the making of political donations:

That the Company be and hereby is generally and unconditionally authorised for the purposes of section 366 of the Act:

- a. to make donations to EU political organisations (as defined in section 364 of the Act) not exceeding £50,000 in total; and
- b. to incur EU political expenditure (as defined in section 365 of the Act) not exceeding £50,000 in total;

for the period expiring at the conclusion of the next Annual General Meeting of the Company.

By Order of the Board
Company Secretary
19 July 2012

Sports Direct International plc
Registered office: Unit A, Brook Park East, Shirebook, United Kingdom NG20 8RY
Registered in England and Wales under company no: 06035106

NOTICE OF ANNUAL GENERAL MEETING

Explanatory notes

Resolution 1: To receive the Annual Report and Accounts for 2011-12

The directors are required to present to the AGM the audited accounts, and the reports of the directors and auditors, for the financial year ended 29 April 2012. These are contained in the Company's Annual Report and Accounts 2012.

Resolution 2: To approve the Directors' Remuneration Report

In line with best practice in corporate governance and as required by Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 ("the Regulations"), the Board has presented its Directors' Remuneration Report to shareholders in the Annual Report and Accounts. The Company is seeking shareholders' approval of the Remuneration Report.

The Directors' Remuneration Report gives details of the directors' remuneration for the year ended 29 April 2012 and sets out the Company's overall policy on directors' remuneration. As required by the Regulations, the Company's auditors, Grant Thornton UK LLP, have audited those parts of the Directors' Remuneration Report capable of being audited, and their report can be found in the Annual Report and Accounts.

Resolution 3 to 10: Re-election of directors

In accordance with the provision of the UK Corporate Governance Code all directors will retire at each AGM. This year Keith Hellowell, Mike Ashley, Simon Bentley, Dave Forsey, Bob Mellors, Dave Singleton, Charles McCreedy and Claire Jenkins are standing for re-election. The Board believes that the directors continue to demonstrate commitment to their role, and are effective members of the Board and contribute to the required balance of skills, knowledge and experience identified by the Board. Information about these directors is set out below.

Resolution 3: That Keith Hellowell be re-elected as a director

Non-Executive Director and Chairman of the Board, Chairman of the Nomination Committee and a member of the Remuneration Committee. Keith Hellowell has over eleven years experience in private sector management serving as a Non-Executive Chairman or Director of a number of diverse companies including:- 1998/99 (Evans of Leeds (property)), 2003/2006 Dalkia plc (energy) and 2004/2006 Sterience Limited (sterilisation plants) both subsidiaries of the French Company Veolia Env. 2006/2009 Goldshield Group Plc. Prior to this, Keith Hellowell has over forty years experience in public sector management being a former Chief Constable of two British police forces. Between 1998 and 2002, working directly for the Prime Minister, he wrote and coordinated the United Kingdom national and international anti drugs policy.

Resolution 4: That Mike Ashley be re-elected as a director

Mike Ashley established the business of the Group upon leaving school in 1982 and was the sole owner of the business until the Company's listing in March 2007. Mike is the Executive Deputy Chairman and is responsible for formulating the vision and strategy of the Company.

Resolution 5: That Simon Bentley be re-elected as a director

Simon Bentley was appointed to the Board on 2 March 2007 and was Acting Chairman from 31 May 2007 to 23 November 2009. He is also Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees. Simon qualified as a Chartered Accountant in 1980 and in 1987 joined Blacks Leisure Group plc where he was Chairman and Chief Executive for 12 years until 2002. Simon chairs and is on the Board of

a range of companies and organisations. Among these, he is Chairman of the country's premier leadership in management organisation, The Leadership Trust. He is Chairman of the hair brand Umberto Giannini and is the principal owner and Chairman of the leading mobile ATM operator, Cash on the Move. He has lengthy experience of the sporting goods industry and was Acting Chairman of Sports Direct International Plc from 31 May 2007 to 23 November 2009.

Resolution 6: That Dave Forsey be re-elected as a director

Dave Forsey has been with the business for over 20 years, during which time he has acquired significant knowledge and experience. He is Chief Executive and has overall responsibility for the business.

Resolution 7: That Bob Mellors be re-elected as a director

Bob Mellors has been the Group's Financial Director since 2004. A graduate in economics, he qualified with PriceWaterhouseCoopers in London before joining Eacott Worrall, where Sports Direct became a client in 1982. He was managing partner and head of corporate finance at Eacott Worrall before joining the business.

Resolution 8: That Dave Singleton be re-elected as a director

Dave Singleton joined the Board on 25 October 2007. Dave spent 25 years with Reebok International Limited until April 2007 having helped to successfully integrate Reebok following its acquisition by adidas Group in January 2006. For eight years he was Vice President Northern Europe Region & UK and since 2003 was Senior Vice President Europe, Middle East & Africa. Dave has an extensive senior management record and brings valuable experience of international sports brand operations. He is Chairman of the Board's Remuneration Committee and a member of the Board's Audit and Nomination Committees. He is also a Director of Bolton Lads & Girls Club, is Chairman of Bolton Community Leisure Trust and a Trustee of Bolton Wanderers Community Trust.

Resolution 9: That Claire Jenkins be re-elected as a director

Claire Jenkins was appointed to the Board on 25 May 2011. She is a Non-Executive Director and Member of the Audit Committee and Remuneration Committee. Claire is Group Director Corporate Affairs and a member of the Executive Leadership Team at Rexam Plc, the leading global consumer packaging company. Prior to joining Rexam (in May 2010), she sat on the Management Committee of international tobacco company Gallaher Group Plc (acquired by Japan Tobacco in 2007) where she was responsible for investor relations and group planning. She has also gained corporate experience in various consulting roles and at Laing & Cruickshank. She is a trustee of Amicus.

Resolution 10: That Charles McCreedy be re-elected as a director

Charles McCreedy was appointed to the Board on 31 March 2011. He is a Non-Executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee. Charles currently holds a Non-Executive Director position at Ryanair Holdings plc, Ryanair Limited, BNY Mellon Clearing Plc, Sentenial Limited, Celsius Funds plc, Celsius Funds II plc and Grove Limited. Prior to this he was a highly experienced politician who previously served as EU Commissioner for Internal Markets and Services (2004-2010) and has held positions in several Irish Government Ministerial Offices, including Minister for Finance (1997-2004), Minister for Tourism & Trade (1993-1994) and Minister for Social Welfare (1992-1993).

Resolution 11: To reappoint the auditors

The auditors of a company must be re-appointed at each general meeting at which accounts are laid. This resolution proposes the reappointment of the Company's existing auditors, Grant Thornton UK LLP, until the conclusion of the next Annual General Meeting.

Resolution 12: To authorise the directors to determine the auditors' remuneration

This resolution authorises the directors to determine the auditors' remuneration.

Resolution 13: To authorise the directors to allot shares

Under Section 549 of the Act, the Board may allot shares only if authorised to do so. This resolution gives the Board authority to allot new shares up to a nominal value of £19,953,412 being approximately one third of the issued share capital of the Company on 19 July 2012, the latest practical date before the printing of this Notice (the "Printing Date"). There are currently no plans to allot any new shares in the capital of the Company except in connection with the Company's employee share scheme (to which section 549 of the Act does not apply).

Resolution 14: (to be proposed as a Special Resolution) Additional authority to allot shares in connection with a rights issue

In line with guidance issued by the Association of British Insurers resolution 14 is proposed to give authority to the directors to issue up to a further third of the issued share capital (over and above the authority granted under resolution 13) provided it is only applied on the basis of a rights issue. If any of the additional authority in resolution 14 is used all the directors of the Company wishing to remain in office shall stand for re-election at the next Annual General Meeting of the Company.

Resolution 15: (to be proposed as a Special Resolution) To disapply pre-emption rights

Section 561(1) of the Act requires that if shares are to be issued for cash then, except to the extent disapplied by shareholders, those shares be offered first to existing shareholders in proportion to their existing holding. However, it may sometimes be in the interests of the Company for directors to have greater flexibility.

This resolution, proposed as a special resolution, allows the directors to allot shares having a nominal amount of £2,993,011 (approximately 5% of the issued ordinary share capital of the Company on the Printing Date) for cash on a non pre-emptive basis, including the allotment of ordinary shares which the Company has purchased and elected to hold as treasury shares.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. These principles provide that companies should not issue for cash shares representing in excess of 7.5% of the Company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Resolution 16: (to be proposed as a Special Resolution) To authorise the Company to purchase its own shares

In this resolution, proposed as a special resolution, shareholders are being asked to renew, until the next Annual General Meeting, the Board's authority to buy the Company's own shares subject to the constraints set out in resolution 16. The Board would exercise this power only if satisfied that it was in the interest of the shareholders as a whole to do so and that it was likely to result in an increase in earnings per share and would benefit shareholders generally.

The total number of options to subscribe for ordinary shares and share Awards under the Bonus Share Scheme and Executive Bonus Share Scheme giving an eligibility to receive shares subject to the satisfaction of performance conditions outstanding as at the Printing Date was 46,103,188 shares. The number of options and share Awards outstanding represents 7.7% of the issued share capital (excluding treasury shares) at the Printing Date and, if both the existing authority to purchase shares and the authority being sought were fully utilised and the shares so purchased cancelled, 8.56% of the share capital which would be in issue.

Resolution 17: (to be proposed as a Special Resolution): To reduce the notice period for all General Meetings other than Annual General Meetings

Changes made to the Act by the Companies (Shareholder Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increase the notice period required for general meetings of companies to 21 days unless a company offers shareholders an electronic voting facility, and shareholders approve a shorter notice period, which cannot however be less than 14 clear days.

Prior to the Shareholders' Rights Regulations which came into force on 3 August 2009, the Company was able to call general meetings, other than its Annual General Meeting, on 14 clear days' notice without obtaining shareholder approval. In order to preserve this ability, resolution 19 seeks approval for a notice period of 14 days to apply to general meetings. The shorter notice period will not be used as a matter of routine but only where flexibility is merited by the business of the meeting, and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. Annual General Meetings will continue to be held on at least 21 clear days' notice.

Resolution 18: To authorise the Directors to adopt the 2012 Super Stretch Executive Bonus Share Scheme (the "Super Stretch Scheme")

As stated when the company announced in December 2011 its interim results for the period to 23 October 2011, the company is seeking shareholder approval for the Super Stretch Scheme in which Mike Ashley, the company's Executive Deputy Chairman, can participate. Mr Ashley receives no remuneration for his substantial contribution to the company and is not a participant in the 2011 Executive Bonus Share Scheme, which is a situation the Board wishes to remedy. Accordingly, the adoption of the Super Stretch Scheme is proposed.

The Super Stretch Scheme is designed with flexibility to permit the grant of awards to other employees and executive directors.

The principal terms of the Super Stretch Scheme are described below.

Eligibility

Any employee (including any executive director) of the company or any of its subsidiaries will be eligible to participate in the Super Stretch Scheme. Those employees who do participate will be chosen at the discretion of the Board of directors or a duly authorised committee (the "Committee").

It is currently intended that an award under the Super Stretch Scheme will be granted to Mike Ashley as described below under the heading "Proposed Option", which reflects the terms referred to in the Company's pre-close trading update announced on 25 April 2012.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory notes

Form of awards

An award under the Super Stretch Scheme will take the form of an option to acquire shares in the company at no cost to the participant (an "Option").

Performance Targets

The vesting of an Option will be subject to the satisfaction of a performance target. The performance target which will apply to the Option proposed to be granted to Mike Ashley is described below under the heading "Proposed Option".

A performance target may be varied if one or more events occur which cause the Committee to consider that a varied performance target would be more appropriate. Any varied performance target would not be materially more or less difficult to satisfy.

Proposed Option

Subject to the approval of the Super Stretch Scheme, the Committee proposes to grant to Mike Ashley an Option over eight million shares which, subject to the satisfaction of the performance targets described below, will vest in 2018.

The Option to be granted to Mr Ashley will only vest if the following performance targets are met.

- a. Adjusted Underlying EBITDA targets

Financial Year	Adjusted Underlying EBITDA
2013	£270 million
2014	£290 million
2015	£340 million

For these purposes, "Adjusted Underlying EBITDA" means Underlying EBITDA as reported in the Company's accounts for the relevant financial year after such adjustments as the Committee considers appropriate to ensure consistent calculation year to year and to ensure a fair comparison with previous years including but not limited to excluding the results of acquired business where the funding costs of acquisition do not fall within published group EBITDA.

- b. Net debt ratio

The company's net debt / EBITDA ratio must be 1.5x or less in FY 2015.

Individual Limits

Consistent with the Executive Bonus Share Scheme approved by shareholders in 2010, it is not proposed that the Super Stretch Scheme includes a limit on the number or value of shares over which an award may be granted to any one person.

Grant of Options

Options may be granted under the Super Stretch Scheme within the six week period following its approval by the company's shareholders.

Thereafter, Options may only be granted under the Plans within the six week period following the announcement of the company's results for any period, any day on which a restriction on the grant of Awards or Options is lifted, or on any day on which the Committee determines that exceptional circumstances exist.

Terms of Awards

Options may be granted over newly issued shares, treasury shares or shares purchased in the market. Options are not transferable (other than on death). No payment will be required for the grant of an Option. Options will not form part of pensionable earnings.

Overall limits

The Super Stretch Scheme is subject to the following limit, which is consistent with the limits included in the company's other share schemes. In any ten year period, the number of shares which may be issued under the Super Stretch Scheme and under any other share scheme adopted by the company may not exceed 15 per cent of the issued ordinary share capital of the company from time to time.

Vesting and Exercise

Options will normally vest on a date determined by the Committee which will be not earlier than: (a) one month after the expiry of a period of three years from the announcement by the company of its results for the latest period which relate to the Performance Target; or (b) if the Committee so determines at the grant date, such other date falling not earlier than the date on which the extent to which the Performance Target is satisfied is determined.

Options will then normally be exercisable until the tenth anniversary of the grant date.

The exercise of an Option is subject to obtaining any necessary approvals or consents from the United Kingdom Listing Authority, the company's share dealing policy and any other applicable laws or regulations.

At any time before or after the point at which an Option has been exercised but the underlying shares have yet to be issued or transferred to the participant, the Committee may decide to pay a participant a cash amount equal to the value of the shares he would otherwise have received.

Any shares that are to be issued or transferred to a participant in respect of an exercised Option will be issued or transferred within 30 days of the date of exercise.

Cessation of Employment

An Option will normally only vest if the participant remains employed by the group or continues to hold office with the group until the relevant vesting date. If a participant ceases to be employed by or to hold office with a group company before the performance target relating to an Option has been declared satisfied, the Option will lapse.

If a participant ceases to be employed by or to hold office with a group company after the performance target relating to an Option has been declared satisfied but before the relevant vesting date the Option will lapse unless the reason for cessation of employment is either:

- a. death of the participant in which case the full number of shares under the relevant Option will vest and the option will become exercisable for twelve months; or
- b. for any other reason that is determined by the Committee in its absolute discretion. In this case, an unvested Option will vest to the extent permitted by the Committee in its absolute discretion, taking into account the period of time which has elapsed between the grant of that Option and the date of leaving. To the extent it vests in these circumstances, an Option may be exercised for a period of six months.

If a participant ceases to be an employee or officeholder by reason of summary dismissal any Option held by him will lapse whether or not it has vested.

If a participant ceases to be employed by or to hold office with a group company other than as a result of his summary dismissal, any vested Option held by him will remain exercisable for six months.

Corporate Events

In the event of a change of control of the company before the Committee determines whether the performance target to which an Option is subject is satisfied, that Option will lapse.

If a change of control occurs after the performance target to which an Option is subject has been determined satisfied but before the vesting date relating to that Option, that Option will vest to the extent (if any) determined by the Committee that any performance target has been satisfied at the date of change of control, and, unless the Remuneration Committee determines otherwise, taking into account the period of time which has elapsed between the grant date and the relevant event.

Adjustments

In the event of a variation of the company's share capital or a demerger or special dividend which may, in the Committee's opinion, affect the current or future value of shares, the number of shares subject to an Option and/or any performance target attached to Options, may be adjusted.

Amendment and Termination

The Committee may amend the Super Stretch Scheme at any time, provided that prior approval of the company in general meeting will be required for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the shares comprised in an Option and the impact of any variation of capital.

However, any minor amendment to benefit administration, take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Committee without shareholder approval.

The Super Stretch Scheme will usually terminate on the tenth anniversary of its approval by shareholders. The rights of existing participants will not be affected by any termination.

No amendment to the Super Stretch Scheme may be made to the material disadvantage of participants unless consent is sought from the affected participants and given by a simple majority of them.

Governing Law

The Super Stretch Scheme will be governed by the laws of England and Wales and the parties submit to the exclusive jurisdiction of the courts of England and Wales.

Resolution 19: To authorise the making of political donations

The Act prohibits companies from making any political donations to EU political organisations, independent candidates or incurring EU political expenditure unless authorised by shareholders in advance. The Company does not make and does not intend to make donations to EU political organisations or independent election candidates, nor does it incur any EU political expenditure. However, the definitions of political donations, political organisations and political expenditure used in the Act are very wide. As a result this can cover activities such as sponsorship, subscriptions, payment

of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Shareholder approval is being sought on a precautionary basis only, to allow the Company to continue to support the community and put forward its views to wider business and Government interests, without running the risk of being in breach of the legislation.

RECOMMENDATIONS

Your Board believes that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the directors intend to do in respect of their own beneficial shareholdings in the Company.

ELIGIBILITY TO ATTEND AND VOTE/APPOINTING A PROXY

The rights of members to attend and vote at the meeting will be determined by reference to entries on the register of members as at close of business 3 September 2012. Only holders of ordinary shares on the register at that time shall be entitled to attend and/or vote at the meeting (or, in the event of any adjournment of the date which is two days before the time of the adjourned meeting). Such shareholders may vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the register of members shall be disregarded in determining rights to attend and vote.

A member entitled to attend and vote may appoint one or more proxies (who need not be members of the Company) to attend, speak and vote instead of him or her provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A form of proxy is enclosed, which members are invited to complete and return. Lodging a form of proxy will not preclude the member from attending the meeting and voting in person should he or she decide to do so. To be valid, the form of proxy (together with any power of attorney or other authority under which it is signed) must reach the Company's registrar Computershare Investor Services by post, by courier or by hand to Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom or electronically via www.eproxyappointment.com not later than 3pm on 3 September 2012 (2 working days before the AGM).

Please indicate with an "X" in the boxes provided on the Form of Proxy how you wish your proxy to vote on the resolutions. The "Vote Withheld" option on the form is provided to enable you to abstain on any particular resolution. However a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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Explanatory notes

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contact the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, must be transmitted so as to be received by the Issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular message. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST systems and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Security Regulations 2001.

MULTIPLE PROXY VOTING INSTRUCTIONS

The following principles shall apply in relation to the appointment of multiple proxies:

- a. The Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible.
- b. Where a proxy does not state the number of shares to which it applies (a blank proxy) then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (the member's entire holding). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a specific proxy), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
- c. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation

to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.

- d. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as having been sent and received at the same time, to minimise the number of conflicting proxies.
- e. If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
- f. Where the aggregate number of shares in respect of which proxies are appointed exceeds a member's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata.
- g. Where the application of paragraph (f) above gives rise to fractions of shares, such fractions will be rounded down.
- h. If a member appoints a proxy or proxies and then decides to attend the AGM in person and vote, then the vote in person will override the proxy votes(s). If the vote in person is in respect of the member's entire holding, then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
- i. In relation to paragraph (h) above, in the event that a member does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the member in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

RIGHTS OF NOMINATED PERSONS

Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under agreement with the shareholder by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in the paragraph above entitled "Eligibility to attend and vote/Appointing a Proxy" does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

CORPORATE REPRESENTATIVES

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative (as was previously recommended by the ICSA guidance published in relation to corporate representatives).

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

ISSUED SHARES AND TOTAL VOTING RIGHTS

As at 19 July 2012, the Company's issued share capital comprised 640,602,369 ordinary shares of £0.10 each. Each ordinary share carries the right to one vote at a general meeting of the Company provided that it is not permitted to exercise the voting rights of shares held in treasury. The Company holds 42,000,000 ordinary shares in treasury and accordingly the total number of voting rights in the Company as at 19 July 2012 was 598,602,369.

QUESTIONS AT THE AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer needs to be given, if

- a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information
- b. the answer has already been given on a website in the form of an answer to a question, or
- c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

WEBSITE PUBLICATION OF AUDIT CONCERNS

Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a members or members meeting the qualification criteria set out below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts were laid in accordance with section 437 of the Companies Act 2006. Where the Company is required to publish such a statement on its website:

- a. it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- b. it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- c. the statement may be dealt with as part of the business of the meeting.

The request:

- a. may be in hard copy form or in electronic form (see "Submission of Requests and Authentication Requirements" below);
- b. either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- c. must be authenticated by the person or persons making it (see "Submission of Requests and Authentication Requirements" below); and
- d. be received by the Company at least one week before the meeting.

QUALIFICATION CRITERIA

In order to be able to exercise the members' right to require the Company to publish audit concerns (see "Website Publication of Audit Concerns" above) the relevant request must be made by:

- a. a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
- b. at least 100 members have a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see "Issued Shares and Total Voting Rights" above and the website referred to in "Documents Available for Inspection" below.

SUBMISSION OF REQUESTS AND AUTHENTICATION REQUIREMENTS

Where a member or member's wishes to request the Company to publish audit concerns (see "Website Publication of Audit Concerns" above) such request must be made in accordance with one of the following ways:

- a. a hard copy request which is signed by you, states your full name and address and is sent to The Company Secretary, Sports Direct International plc, Unit A, Brook Park East, Shirebrook, NG20 8RY; or
- b. a request which is signed by you, states your full name and address and is sent to Grant Thornton UK LLP, Grant Thornton House, Melton Street, Euston Square, London, NW1 2EP.

COMMUNICATION

Except as provided above, members who have general queries about the AGM should contact the Company at Unit A, Brook Park East, Shirebrook, NG20 8RY or Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom (no other methods of communication will be accepted).

You may not use any electronic address provided either in this Notice of AGM or any related documents, to communicate with the Company for any purposes other than those expressly stated.



NOTICE OF ANNUAL GENERAL MEETING

Explanatory notes

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at Sports Direct International plc, Unit A, Brook Park East, Shirebrook, NG20 8RY during normal business hours on any weekday (excluding Saturdays) from the date of this Notice until the date of the AGM and at the AGM venue from 2.30pm on 5 September 2012 until the conclusion of the meeting:

- a. A register of interest of directors and their family in the shares of the Company.
- b. Copies of all contracts of service under which directors are employed by the Company.
- c. Rules of the Sports Direct Executive Bonus Share Scheme and Sports Direct Employee Bonus Share Scheme 2011, each marked up to show the proposed amendments.
- d. A copy of the Articles of Association of the Company.
- e. The Annual Report and audited financial statements of the Group in respect of the 52 weeks ended 29 April 2012.
- f. Biographical details of the directors are shown on pages 34 and 35 of the Annual Report and Accounts 2012.

A copy of this Notice, Proxy Form and Annual Report and audited financial statements and the other information required by section 311A of the Act, can be found at www.sportsdirectplc.com under the Investor Relations pages.

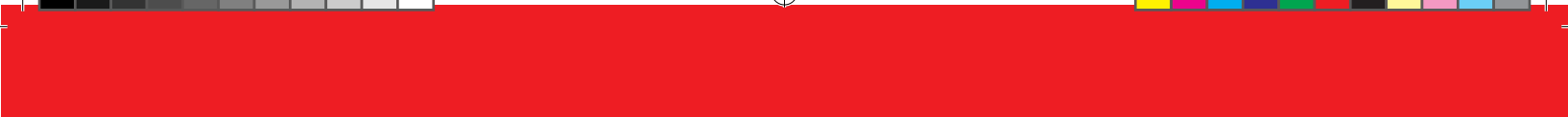
How to get to the AGM

The AGM will be held in the Auditorium, above the retail shop on the Company's site at Shirebrook. A map showing the location of the Company's site is printed on the reverse of the proxy card.



Notes





Sports Direct International plc Unit A, Brook Park East, Shirebrook, NG20 8RY 0845 129 9200

www.sportsdirect.com www.sports-direct-international.com

