



SPORTS DIRECT INTERNATIONAL PLC

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

Notice of Annual General Meeting

Wednesday 9 September 2015 at 11.00am

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 effected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 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 9 September 2015 at 11.00am to consider the following resolutions (which, in the case of resolutions 16 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 26 April 2015 be received.

Resolution 2:

That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 26 April 2015 be approved.

Resolution 3:

That the Directors' Remuneration Policy set out within the Directors' Remuneration Report for the financial year ended 26 April 2015, be approved and take effect from the date of its adoption.

Resolution 4:

That Keith Hellowell be re-elected as a Director.

Resolution 5:

That Mike Ashley be re-elected as a Director.

Resolution 6:

That Simon Bentley be re-elected as a Director.

Resolution 7:

That Dave Forsey 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 Matt Pearson be 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 hereby is 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 £19,948,829 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:

That, in addition to resolution 13, the Board be and hereby is 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 £39,897,658 (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:

That the amendment to the 2015 Share Scheme which is summarised in the explanatory note to this resolution and shown in the rules of the scheme produced to the meeting and initialled by the Chairman for the purposes of identification be approved.

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

That the Board be and hereby is 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:

- a. 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):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) 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

- b. in the case of the authority granted under resolution 13, to the allotment (otherwise than under 16(a) above) of equity securities with an aggregate nominal value of up to £5,984,648; 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 17:

That the Company be 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:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 59,846,486 representing approximately 10% of the Company's issued ordinary share capital (excluding shares held in treasury);
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p (being the nominal value of an ordinary share);
- c. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) 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
 - (ii) an amount equal to the higher of the price of (i) the last independent trade of an ordinary share; and (ii) 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 18: (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 19:

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

22 July 2015

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 2014-15

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 26 April 2015. These are contained in the Company's Annual Report and Accounts 2015.

Resolutions 2 and 3: To approve the Directors' Remuneration Report and the Directors' Remuneration Policy

These resolutions seek approval for the Directors' Remuneration Policy, the Annual Report on Remuneration and the Annual Statement by the Chairman of the Remuneration Committee, which together form the Directors' Remuneration Report for the financial year ended 26 April 2015. The Directors' Remuneration Report is set out on pages 44 to 53 of the Annual Report and Accounts. The Directors' Remuneration Policy is subject to a binding shareholder vote at least every three years. The Annual Report on Remuneration and Statement of the Chairman of the Remuneration Committee are subject to a separate annual advisory vote.

Resolution 2 approves the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the financial year ended 26 April 2015. This vote is advisory and will not affect the way in which the pay policy has been implemented or the future remuneration of any Director. The Directors' Remuneration Policy is unchanged from the policy previously approved by shareholders save for the changes to the performance conditions and the introduction of clawback that would apply to awards granted under the 2015 Share Scheme. The changes are detailed on page 45 of the Annual Report and Accounts and are also explained in the note to resolution 15. If resolution 3 is passed, the Directors' Remuneration Policy will take effect from the date of its adoption. A remuneration policy will be put to shareholders again no later than the Annual General Meeting in 2018. If resolution 2 in respect of the Directors' Remuneration Report is not passed, the policy will be presented to shareholders for approval at the next AGM.

Resolutions 4 to 10: Re-election and election of Directors

In accordance with the provision of the UK Corporate Governance Code, all Directors will retire at each AGM. This year Keith Hellawell, Mike Ashley, Simon Bentley, Dave Forsey, Dave Singleton and Claire Jenkins are standing for re-election, and Matt Pearson is standing for election. The Board believes that the Directors continue to demonstrate commitment to their role, are effective members of the Board, and contribute to the required balance of skills, knowledge and experience identified by the Board.

In compliance with the UKLA Listing Rules, which were introduced in 2014 and relate to controlling shareholders, the re-election of our Non-Executive Directors must be approved by a majority of both:

1. the shareholders of the Company; and
2. the independent shareholders of the Company (that is the shareholders who do not exercise or control 30% or more of the voting rights of the Company).

For the purposes of the UKLA Listing Rules, Mike Ashley is a controlling shareholder as a result of him holding 330,000,000 shares in the Company on 22 July 2015 (the last available day before printing of this notice).

Resolutions 4, 6, 8 and 9 are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However in addition to this, the votes cast by independent shareholders, being shareholders other than Mike Ashley, will be counted separately in order to meet the second tier of the test.

In accordance with the UKLA Listing Rules, if any of resolutions 4, 6, 8 or 9 are not approved by the majority of both shareholders of the Company and independent shareholders of the Company, the failed resolution may be put to shareholders of the Company, at a general meeting, which must be held between 90 and 120 days from the date of the original vote (9 September 2015). In such circumstances, the Non-Executive Director(s) who have not been voted through by both shareholders of the Company and independent shareholders of the Company, will be treated as having been re-elected from the date of the original vote until either the date when they are re-elected, being the date of the subsequent general meeting, or the date of any announcement by the Board that the Non-Executive Director(s) does not intend to stand for re-election. If a subsequent general meeting does not take place, the appointment will be treated as ceasing 120 days from the date of the original vote. If a subsequent general meeting does take place and the further resolution is approved, the Non-Executive Director(s) will be treated as having been re-elected until the following AGM. However if at a subsequent general meeting the further resolution fails, the Non-Executive Director(s) appointment will cease on that date.

Information about the Directors is set out below.

Resolution 4: That Keith Hellawell 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 Hellawell has a wealth of 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 Hellawell has over 40 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 5: 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 Group.

Resolution 6: That Simon Bentley be re-elected as a Director

Simon Bentley was appointed to the Board on 2 March 2007. He is Chairman of the Audit Committee and the Senior Independent Non-Executive Director. 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. Simon chairs and is on the Board of a range of companies and organisations. Among these, 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, is a supervisory Board Director of Global Home, a designer and manufacturer of indoor furniture for retailers, based in Vietnam, and is Chairman of Yad Vashem – UK Foundation. He has lengthy experience of the sporting goods industry, and maintains the recent and relevant experience necessary to be Chairman of the Audit Committee.

Resolution 7: That Dave Forsey be re-elected as a Director

Dave Forsey has been with the business for over 30 years, during which time he has acquired significant knowledge and experience of the business. He is Chief Executive and has overall responsibility for the Group.

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

Dave Singleton joined the Board on 27 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 Chairman of Bolton Lads & Girls Club, 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. Claire's most recent Executive role was as Group Director Corporate Affairs and a member of the Executive Leadership Team, responsible for the company's sustainability and communications activities, at Rexam plc, a leading global beverage can maker. Prior to that, she was a member of 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. Claire has also gained corporate experience in various consulting roles and at Laing & Cruckshank, and as a Non-Executive Director of Retro Classics Fund. Claire has excellent all-round business experience and, in addition, has particular corporate governance and communication skills. Claire is Chairman of Amicus, and a Non-Executive Director of Media For Development.

Resolution 10: Election of newly appointed Director Matt Pearson

Matt Pearson was appointed to the Board on 4 June 2015, having been with the business for over eight years. He initially joined the Group shortly after listing, and was the Group Financial Controller until his appointment on the Board. Matt is responsible for all financial aspects of the Group.

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 remuneration of the auditors

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

Resolution 13: To grant authority for 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 £19,948,829 being approximately one third of the issued share capital of the Company (excluding treasury shares) on 20 July 2015, 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 Share Scheme (to which section 549 of the Act does not apply).

Resolution 14: To grant additional authority for the Directors 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 (excluding treasury shares) (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: Approval of amendment to the 2015 Share Scheme

The 2015 Share Scheme ("the Scheme") was approved by shareholders at a General Meeting on 2 July 2014. Since that date Mike Ashley has indicated to the Remuneration Committee that he does not wish to be considered for grants under the Scheme and the Scheme has therefore been formally amended to exclude Mike Ashley. The Scheme has also been amended to allow the Company to recover amounts paid to Executive Directors for 12 months post-vesting in the event of serious financial misconduct.

Options under the Scheme are only exercisable if performance targets relating to Adjusted Underlying EBITDA are met. In anticipation of granting options under the Scheme (including to Executive Directors other than Mike Ashley) the Remuneration Committee proposes that the performance target in respect of the 2016 financial year is amended and shareholder approval is being sought for that amendment. Further detail on the rationale for the amendment can be found in the Remuneration Committee Chairman's statement on page 44 of the Annual Report and Accounts.

The original and revised targets are as follows:

Financial Year	Original Adjusted Underlying EBITDA	Amended Adjusted Underlying EBITDA
2016	£480 Million	£420 Million
2017	£570 Million	£570 Million
2018	£650 Million	£650 Million
2019	£750 Million	£750 Million

All other provisions of the Scheme are unchanged and as set out in the circular to shareholders dated 9 June 2014.

Resolution 16: (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 £5,984,648 (approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on the Printing Date) for cash on a non pre-emptive basis.

The Board has no current intention to exercise this authority and, in accordance with the guidelines issued by the Pre-emption Group (as updated in March 2015) does not expect to allot shares for cash on a non-pre-emptive basis pursuant to resolution 16:

- in excess of an amount equal to 5% of the issued share capital of the Company; or
- in excess of an amount equal to 7.5% of the issued share capital of the Company within a rolling three-year period, without prior consultation with the Company's shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 17: To authorise the Company to purchase its own shares

In this 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 17. 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.

The total number of options to subscribe for ordinary shares and share awards under the 2011 Share Scheme and Executive Share Scheme giving an eligibility to receive shares subject to the satisfaction of performance conditions outstanding as at the Printing Date was 21,175,186 shares. The number of options and share awards outstanding represents approximately 3.54% of the issued share capital (excluding treasury shares) at the Printing Date. If this authority to purchase shares was exercised in full and the shares so purchased held in treasury, the options and share awards would represent approximately 3.93% of the issued share capital (excluding treasury shares) as at the Printing Date.

Resolution 18: (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 18 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 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 on 7 September 2015. 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 11.00am on 7 September 2015 (two 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.

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 contain 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 be 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 vote(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 22 July 2015, the Company's issued share capital comprised 640,602,369 ordinary shares of 10p 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 42,137,508 ordinary shares in treasury and accordingly the total number of voting rights in the Company as at 22 July 2015 was 598,464,861.

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 member 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 members wish 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 Secretary 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.

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 weekends) from the date of this Notice until the date of the AGM and at the AGM venue from 10.30am on 9 September 2015 until the conclusion of the meeting:

- a. A register of interests of the 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. A copy of the Articles of Association of the Company.
- d. The Annual Report and audited financial statements of the Group in respect of the 52 weeks ended 26 April 2015.
- e. Biographical details of the Directors are shown on page 33 of the Annual Report and Accounts 2015.
- f. A copy of the 2015 Share Scheme as proposed to be amended.

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 Media Centre 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.