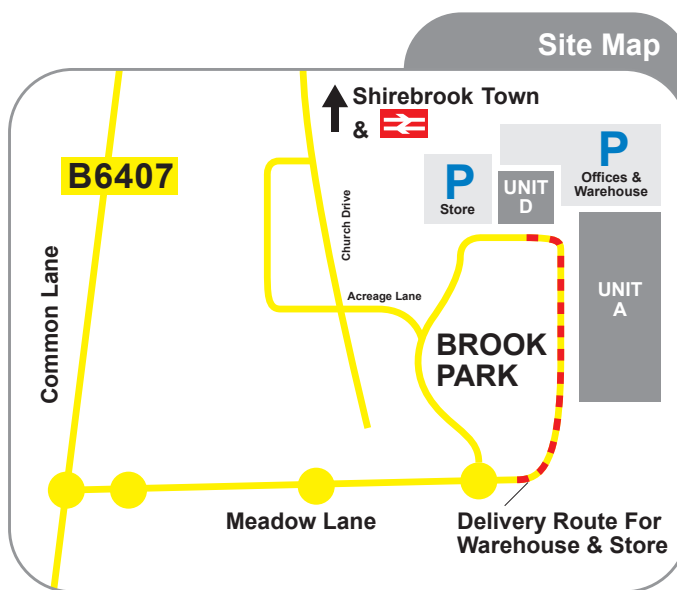
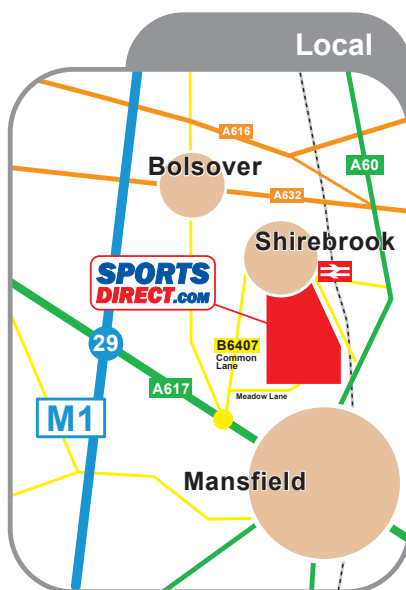




## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

INSERT BARCODE HERE



I/We hereby appoint the Chairman of the Annual General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of the Company to be held at the Auditorium, Unit D, Brook Park East, Shirebrook NG20 8RY on 07 September 2016 at 11:00am, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen. Mark with an X inside the box as shown in this example.



The Board unanimously recommends that shareholders vote **IN FAVOUR** of resolutions 1 to 18 (inclusive), as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

|                                                                              | For                      | Against                  | Vote Withheld            |                                                                                                                                                                             | For                      | Against                  | Vote Withheld            |
|------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1: To receive the Annual Report and Accounts for 2015-16                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13: To grant additional authority for the Directors to allot shares in connection with a rights issue                                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2: To approve the Directors' Remuneration Report                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14: To disapply pre-emption rights                                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3: That Keith Hellawell be re-elected as a Director                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15: To disapply pre-emption rights                                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4: That Mike Ashley be re-elected as a Director                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16: To authorise the Company to purchase its own shares                                                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5: That Simon Bentley be re-elected as a Director                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17: To reduce the notice period for all general meetings other than Annual General Meetings                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6: That Dave Forsey be re-elected as a Director                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18: To authorise the making of political donations                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7: That Dave Singleton be re-elected as a Director                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                                                                                                             |                          |                          |                          |
| 8: That Claire Jenkins be re-elected as a Director                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | The Board unanimously recommends that you vote <b>AGAINST</b> resolution 19, as the Directors intend to do in respect of their own beneficial shareholdings in the Company. |                          |                          |                          |
| 9: That Matt Pearson be re-elected as a Director                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                                                                                                             |                          |                          |                          |
| 10: To reappoint the auditors                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19: REQUISITIONISTS' RESOLUTION: To commission an independent review of Sports Direct International plc's human capital management strategy                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11: To authorise the Directors to determine the remuneration of the auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                                                                                                             |                          |                          |                          |
| 12: To grant authority for the Directors to allot shares                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                                                                                                             |                          |                          |                          |

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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

EXT0474 09 SDP



## Attendance Card

Please bring this card with you to the Meeting and present it as Shareholder registration/accreditation.  
Please arrive at least 15 minutes before the start of the meeting to allow sufficient time for registration.

Additional Holders:

The Chairman of Sports Direct International plc (the "Company") invites you to attend the Annual General Meeting of the Company to be held in the Auditorium, Unit D, Brook Park East, Shirebrook NG20 8RY on 07 September 2016 at 11:00am

Shareholder Reference Number

INSERT BARCODE HERE

Please detach this portion before posting this proxy form.

### Form of Proxy - Annual General Meeting to be held on 07 SEPTEMBER 2016



Cast your Proxy online 24/7 ...It's fast, easy and secure!  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions

**Control Number: 913882**

**SRN.**

**PIN.**



View the Annual Report and Notice of Annual General Meeting online: [www.sportsdirectplc.com](http://www.sportsdirectplc.com)

To be effective, all proxy appointments must be lodged with the Company's registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 05 SEPTEMBER 2016 at 11:00am.

#### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holders name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4030 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4030 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Holders