

The logo for Sports Direct International PLC, featuring the text "SPORTSDIRECT.com" in a bold, sans-serif font. "SPORTS" is in blue, "DIRECT" is in red, and ".com" is in blue. The logo is set against a white rounded rectangular background.

SPORTS DIRECT INTERNATIONAL PLC

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

Notice of Annual General Meeting

Wednesday 7 September 2016 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 affected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 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 7 September 2016 at 11.00am to consider the following resolutions. Resolutions 14, 15 and 17 will be proposed as special resolutions, requiring not less than 75% of the votes cast to be in favour to be passed. All other resolutions will be proposed as ordinary resolutions, requiring more than 50% of the votes cast to be in favour to be passed. Voting on all of the proposed resolutions at the AGM will be conducted on a poll rather than on a show of hands.

Resolution 1:

That the audited accounts and the reports of the Directors and of the auditors for the financial year ended 24 April 2016 be received.

Resolution 2:

That the Directors' Remuneration Report for the financial year ended 24 April 2016 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 Dave Singleton be re-elected as a Director.

Resolution 8:

That Claire Jenkins be re-elected as a Director.

Resolution 9:

That Matt Pearson be re-elected as a Director.

Resolution 10:

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 of the Company.

Resolution 11:

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

Resolution 12:

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 13:

That, in addition to resolution 12, 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 12) 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 14: (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 12 and 13 (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 13, 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 12, to the allotment (otherwise than under 14(a) above) of equity securities with an aggregate nominal value of up to £2,992,324; 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 15: (to be proposed as a Special Resolution)

That subject to the passing of resolutions 12, 13 and 14 (as applicable), and in addition to the power given to it pursuant to resolution 14, the Board be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolutions 12 and 13 (as applicable) as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £2,992,324 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, 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:

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 89,709,882 representing approximately 14.99% 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 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:

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.

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Resolution 19:

That the board commissions an independent review of Sports Direct International plc's human capital management strategy and report back to shareholders within six months.

By Order of the Board

Company Secretary

28 July 2016

Sports Direct International plc

Registered office: Unit A, Brook Park East, Shirebrook, 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 2015-16

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 24 April 2016. These are contained in the Company's Annual Report and Accounts 2016.

Resolution 2: To approve the Directors' Remuneration Report

Resolution 2 approves the Directors' Remuneration Report for the financial year ended 24 April 2016. This vote is advisory and will not affect the way in which the Director's Remuneration Policy has been implemented or the future remuneration of any Director. If resolution 2 in respect of the Directors' Remuneration Report is not passed, the Director's Remuneration Policy will be presented to shareholders for approval at the next AGM.

Resolutions 3 to 9: Re-election of Directors

In accordance with the provisions 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, Claire Jenkins and Matt Pearson are standing for re-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 other than Mike Ashley and his concert parties).

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 28 July 2016 (the last available day before printing of this notice) (the "Printing Date").

Resolutions 3, 5, 7 and 8 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 3, 5, 7 or 8 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 (7 September 2016). 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 Annual General Meeting of the Company. 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 3: 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 Environnement S.A. and 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 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 Group.

Resolution 5: 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 6: 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.

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Resolution 7: 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 8: 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 9: That Matt Pearson be re-elected as a Director

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 10: 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 of the Company.

Resolution 11: To authorise the Directors to determine the remuneration of the auditors

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

Resolution 12: 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 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 13: 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 13 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 12) provided it is only applied on the basis of a rights issue. If any of the additional authority in resolution 13 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.

Resolutions 14 and 15: (each 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.

Resolutions 14 and 15 are each proposed as a special resolution and ask the shareholders to grant this limited disapplication.

Resolution 14 contains a two-part disapplication of pre-emption rights. The first is limited to the allotment of shares for cash in connection with a rights issue to allow the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £2,992,324 (approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) on the Printing Date).

The disapplication granted by resolution 15 is in addition to the two-part disapplication granted by resolution 14. It is limited to the allotment of shares for cash up to an aggregate nominal amount of £2,992,324 (approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) on the Printing Date). This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group's March 2015 Statement of Principles.

The Board has no current intention to exercise these authorities 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 14:

- a. in excess of an amount equal to 5% of the issued share capital of the Company; or
- b. 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.

If the resolutions are passed, the disapplications will expire at the conclusion of the next Annual General Meeting of the Company.

Resolution 16: 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 16. The Board would only use this authority after taking account of

the market conditions prevailing at the time, the needs of the Company, its opportunities for expansion and its overall financial position. 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. Furthermore, any Director with a conflict of interest in respect of a particular exercise of the Company's power to purchase its own shares will not be involved in the decision to so exercise such power.

The Company announced on 28 July 2016 that it would undertake a buyback programme of up to £89,769,729 during the period leading up to the date of the AGM. The Board will keep the market updated regarding its intentions in relation to any further share buybacks.

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 14,426,654 shares. The number of options and share awards outstanding represents approximately 2.41% 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 2.84% of the issued share capital (excluding treasury shares) as at the Printing Date.

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 17 seeks approval for a notice period of 14 clear 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 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.

Resolution 19: To commission an independent review of Sports Direct International plc's human capital management strategy

100 shareholders (95 of whom own a single share) supporting the Unite union have submitted a request for a resolution to be put to the AGM and for a supporting statement to be circulated, in accordance with sections 314 and 338 of the Companies Act 2006. The resolution requests that the Board commissions an independent review of the Company's human capital management strategy and reports back to shareholders within six months. The requisitionists' statement is set out in the Appendix to this notice.

The Board recommends that you vote AGAINST this resolution on the following grounds:

1. The Company has invited its independent legal advisors, RPC (of St Katherine's Way, London, EC1A 1AA), to compile a Working Practices Report that will summarise the contents of a comprehensive review of working practices which was announced by the Board on 18 December 2015. The Board therefore considers the action called for by this resolution to be an unnecessary distraction that would duplicate the important work that is already underway.
2. During Mike Ashley's attendance at the Committee for Business, Innovation and Skills in Westminster on 7 June 2016 and in the Chairman's Statement in the Company's Preliminary Results published on 7 July 2016, the Company confirmed that this review is ongoing. In a subsequent letter dated 12 July 2016, Mike Ashley informed the BIS Committee that the Company has contacted the Unite union with a view to opening a constructive dialogue regarding this subject.
3. The resolution was forwarded to the Company by Mr John Neal of the Unite union prior to Mr Ashley's letter of 12 July 2016. The Board notes that the Supporting Statement for this resolution relies on previous media comment about subjects likely to be covered in the review, or matters that have already been addressed in official statements made by the Company (including, *inter alia*, the stock exchange announcement on 18 December 2015 "Statement regarding employment practices" – see corporate website: www.sportsdirectplc.com).

RECOMMENDATIONS

Your Board believes that resolutions 1 to 18 (inclusive) to be proposed at the meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, **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.

Your Board believes that resolution 19 will not promote the success of, and is not in the best interests of, the Company and its shareholders as a whole. Your Board therefore **unanimously recommends that you vote AGAINST resolution 19**, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notes

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 5 September 2016. 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 5 September 2016 (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 Limited'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 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 28 July 2016, 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 28 July 2016 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.

NOTICE OF ANNUAL GENERAL MEETING

Notes

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 Sports Direct International plc, 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 7 September 2016 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 24 April 2016; and
- e. biographical details of the Directors which are shown in the Annual Report and Accounts 2016.

Copies of the documents set out at (c) to (e) above and the other information required by section 311A of the Act can also be found at www.sportsdirectplc.com under the Media Centre and / or 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.

Appendix – Unite Union Supporting Statement (reproduced exactly as received)

Requisition by members pursuant to s 314 Companies Act 2006 for notice of a resolution as set out below, to be voted on at the 2016 Annual General Meeting of Sports Direct International plc, and for circulation of a statement in support of that Resolution.

To the Company Secretary, Sports Direct International plc:

We the undersigned, being 100 members holding shares in the Company on which there has been paid up an average sum, per member, of not less than £100 per member, hereby require you, in accordance with section 314 of the Companies Act 2006, to give to members of the Company entitled to receive notice of the next Annual General Meeting notice of the following resolution, being a resolution that may properly be moved and is intended to be moved at that meeting, and to circulate to members receiving that notice a copy of the annexed statement with respect to the matters referred to in that resolution:

The Resolution:

That the board commissions an independent review of Sports Directs PLC's human capital management strategy and report back to shareholders within six months.

As over 100 shareholders in Sports Direct, we believe the company's current approach to human capital management will compromise its long-term growth and shareholder value in the UK as well as in continental Europe.

We therefore request the board commissions an independent review of human capital management at the company to ensure that appropriate measures are being taken in the interests of long-term growth for the company and long-term shareholder value.

This review should consider the incorporation of the following standards into the company's business model:

1. **A Living wage:** We believe all workers at Sports Direct need a wage they can live on. Paying decent wages has been shown to reduce staff turnover and absenteeism. Currently the Living Wage Foundation defines the living wage as £8.25 an hour in the UK and £9.40 an hour in London.
2. **Safe and secure work, including guaranteed hours:** We believe the provision of a safe work environment will protect Sports Direct from operational, financial and reputational risk, and beyond these risk considerations, will secure increased shareholder value in the long-term. Workers should be able to expect stable hours or permanent contracts.
3. **Training, development and career opportunities:** We believe that training and development enables workers to be more productive and creative, and that boosting its training provision would thus allow Sports Direct to add real value to its investment in human capital.
4. **Collective voice and trade union representation:** We believe that negotiation and consultation with workers is the most effective way for Sports Direct to engage with its workforce as part of an effective human capital management strategy.

The review should be carried out by an individual or organisation that is independent of the company and has no financial, commercial or personal relationship with any board member. This individual or organisation appointed to undertake the review should be acceptable to Sports Direct workers and their representatives.

The results of the review should be reported to the Board of Directors and shareholders within six months of the AGM.

Supporting Statement

We believe that Sports Direct International plc ("Sports Direct" or "the Company") is suffering a crisis of confidence, caused in part by a poor human capital management strategy. The company's share price has fallen from approximately £7.75 at its last Annual General Meeting (AGM) held on 9th September 2015 to £3.82 on the 24th February 2016.



This represents a drop in price of £3.93 or 50.7% in only 5 months. This significant drop in share price calls into question the board's efforts to address the lack of confidence in the company.



We believe that the current business plan does not represent a strategy for generating long-term, sustainable value. As shareowners we believe that our company continues to be exposed to an unnecessary risk in relation to its management of human capital within Sports Direct.

In the last 12-18 months the company has been the focus of many unwanted headlines:

Scottish Affairs Committee about employment practices and the sale of subsidiary USC – March 2015

- USC, which was a separate subsidiary of Sports Direct, went bust in January 2015 and was bought back debt-free by Sports Direct. This left 88 staff redundant, and £15.3m of debts owed to suppliers and landlords, along with £700,000 owed to taxpayers, who must also pick up the redundancy payments¹.
- MPs at the time said that the chairman of Sports Direct is presiding over a FTSE 100 company run like a "backstreet outfit" where executives made deals behind the board's back, withheld payments to force suppliers and landlords to the negotiating table and failed to consult with staff over the pre-pack administration of its fashion chain USC².

Channel 4 Dispatches investigation - April 2015

- The programme revealed working conditions at Sports Direct's Shirebrook depot can be excessively harsh³.
- Many staff at the depot are on zero hours contracts, with a whistle-blower saying workers are under the impression they can lose their job from day-to-day.
- Staff are named over the warehouse tannoy for not working fast enough.
- The company uses a 'six strikes and you're out' disciplinary procedure. Workers can get strikes for long toilet breaks, excessive chatting and even for having time off for sickness.
- The use of zero hours contracts and other management practices revealed by Dispatches need to be disclosed to shareholders, and it is clear that investor expectations are growing. A report issued by the National Association of Pension Funds recommended that PLCs disclose the breakdown of full-time, part-time and "contingent" workers. The NAPF specifically highlighted the use of zero hours contracts as a potential risk that investors need to assess.

BBC investigation – 5th October 2015

- A BBC investigation found that ambulances were called to the Sports Direct Shirebrook site in Derbyshire 76 times in two years⁴.
- Of these, 36 were classed as "life-threatening", including chest pains, breathing problems, convulsions and strokes.
- Former workers said some staff were "too scared" to take sick leave because they feared losing their jobs.
- The figures, which came from a Freedom of Information request made by the BBC's Inside Out team to East Midlands Ambulance Service, also revealed the service received three calls about women having pregnancy difficulties, including one who gave birth in toilets at the site.

Guardian reporter's investigation into working practices – 9th December 2015

- A Guardian investigation found that extra, unpaid time taken for "rigorous" compulsory searches meant workers were paid less than the minimum wage:
- Working conditions at the depot have been likened to a 'gulag' and were again underpinned by a 'six strikes and you're out' disciplinary procedure. Under the procedure agency workers can get 'strikes' for taking too long in the toilet, talking too much or even having time off for sickness⁵.

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¹<http://www.independent.co.uk/news/business/news/mps-round-on-sports-direct-for-being-run-like-backstreet-outfit-10134567.html>

²<http://www.parliamentlive.tv/Event/Index/4f084a41-dade-49d6-ab3d-506c62328124>

³<http://www.channel4.com/info/press/news/sports-direct-investigation-reveals-harsh-working-conditions>

⁴<http://www.bbc.co.uk/news/uk-england-34178412>

⁵<http://www.theguardian.com/business/2015/dec/09/sports-direct-warehouse-work-conditions>

Restoring Sports Direct's Reputation

On the 18th December 2015, Sports Direct issued a statement regarding employment practices saying that "Mike Ashley shall personally oversee a review of all agency worker terms and conditions to ensure the Company does not just meet its legal obligations, but also provides a good environment for the entire workforce."

Given the severity and long-term nature of the problems with its employment practices, an in-house review is inadequate.

The statement did not say whether it would publish Mike Ashley's findings, or when he might report. For workers and shareholders alike to have confidence in a review, independence is essential.

On the 31st December 2015 – "Sports Direct International plc today announces that it has made a commitment that it's directly employed UK employees and directly engaged casual workers will be paid above the National Minimum Wage from 1st January 2016."

This is a welcome initial step following the Guardian investigation which found that extra, unpaid time taken for "rigorous" compulsory searches meant workers were paid less than the minimum wage.

However a company of Sports Direct stature should be an accredited living wage employer rather than merely complying with the law.

As shareowners we continue to believe Sports Direct would benefit from an independent review of its operations, which would give confidence to shareholders that poor practice is taken seriously, and that positive relations with its employees are prioritised.

Therefore we Request that the board commissions an independent review of Sports Direct's PLC's human capital management strategy and report back to shareholders within six months.

We urge you to vote FOR this resolution.

Please note that the Company has responded to this statement and the Board unanimously recommends that shareholders vote AGAINST this resolution, proposed as resolution 19. For further detail please see the explanatory note to resolution 19.