

# SPORTS DIRECT INTERNATIONAL PLC

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

## NOTICE OF GENERAL MEETING

MONDAY 16 DECEMBER 2019 | 09.30AM

**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 General Meeting, 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.

## LETTER FROM THE CHAIR

Sports Direct International plc  
Registered in England and Wales  
Company number: 06035106

Registered Office:  
Unit A Brook Park East  
Shirebrook NG20 8RY

25 November 2019

### To the holders of Sports Direct International plc ordinary shares

Dear Shareholder,

I am writing to you to invite you to a general meeting (the “**General Meeting**”) of Sports Direct International plc (the “**Company**”), at which shareholders of the Company will be asked to consider a resolution to approve the change of name of the Company to Frasers Group plc.

The General Meeting will take place at 09.30am on Monday 16 December 2019 at Academy House, 36 Poland Street, London W1F 7LU.

### Change of name of the Company to Frasers Group plc

The Company is continuing to pursue a multi-channel elevation strategy to achieve an unrivalled multi-brand offering to customers across sport, lifestyle and fashion.

The Board believes that the change of name of the Company from Sports Direct International plc to Frasers Group plc is reflective of the business strategy of the Company to elevate its retail proposition across all channels and demonstrates the transformation of the Company over recent years into the holder of a diversified portfolio of sports, fitness, fashion and lifestyle fascias.

The change of name will not affect any rights of shareholders and existing share certificates should be retained as they will remain valid and no new share certificates will be issued.

### Resolution and explanatory notes

The formal notice of General Meeting (the “**Notice**”), containing the resolution to be proposed to the shareholders of the Company, can be found on page 2 of this document. An explanatory note to the resolution appears on page 3 of this document.

### Action to be taken

If you are not able to attend the meeting in person, your vote is still important and I would ask you to complete, sign and return the enclosed **Form of Proxy** to register your vote. This will not prevent you from attending and voting in person at the meeting.

CREST members may also choose to use the CREST voting service in accordance with the procedures set out in the notes on page 4 of this document.

The deadline for the receipt of proxy appointments is 09.30am on Thursday 12 December 2019. **The Board strongly recommends that shareholders either vote online or return their Forms of Proxy in advance of this deadline.** Online voting is open to all shareholders and you can register your vote electronically by accessing our Registrar’s website **[www.eproxyappointment.com](http://www.eproxyappointment.com)**. To vote electronically you will need to use the specific meeting Control Number, SRN and PIN that has been provided to you.

### Recommendation

Your Board believes that the resolution to be proposed at the meeting is in the best interests of the Company and its shareholders as a whole and, accordingly, **unanimously recommends that shareholders vote IN FAVOUR of the resolution**, as the directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely,

David Daly  
Non-Executive Chair  
25 November 2019

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting (the “**General Meeting**”) of Sports Direct International plc (the “**Company**”) will be held at Academy House, 36 Poland Street, London W1F 7LU at 09.30am on Monday 16 December 2019 to consider the following resolution. The resolution will be proposed as a special resolution, requiring not less than 75% of the votes cast to be in favour to be passed. Voting on the resolution at the General Meeting will be conducted on a poll rather than on a show of hands.

### **Resolution:**

That the name of the Company be changed from Sports Direct International plc to Frasers Group plc.

By Order of the Board

**Tom Piper**  
**Company Secretary**

25 November 2019

**Sports Direct International plc**  
Registered in England and Wales  
Company number: 06035106

**Registered Office:**  
Unit A Brook Park East  
Shirebrook NG20 8RY

## **NOTICE OF GENERAL MEETING**

### **Explanatory note**

**Resolution:** That the name of the Company be changed from Sports Direct International plc to Frasers Group plc.

The resolution is proposed as a special resolution, requiring at least 75% of the votes cast to be in favour to be passed.

If the resolution is passed, the change of name will be effective once Companies House has issued a certificate of incorporation on change of name (the “**Certificate**”). It is expected that the Certificate will be issued on the same date as the General Meeting.

## NOTICE OF 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 at the close of business on Thursday 12 December 2019. Only holders of ordinary shares on the register at that time shall be entitled to attend and/or vote at the 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](http://www.eproxyappointment.com) not later than 09.30am on Thursday 12 December 2019 (two working days before the General Meeting).

Please indicate with an "X" in the boxes provided on the Form of Proxy how you wish your proxy to vote on the resolution. The "Vote Withheld" option on the form is provided to enable you to abstain on the 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" the resolution. If the Form of Proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy will be permitted to exercise his discretion as to whether, and if so how, he votes and the Company shall consider the vote valid as if it had been made by the member.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting 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](http://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, 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 General Meeting 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 Companies Act 2006 (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 General Meeting. 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 General Meeting. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative (as was previously recommended by the ICSA guidance published in relation to corporate representatives).

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

## **ISSUED SHARES AND TOTAL VOTING RIGHTS**

As at 19 November 2019, 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 118,942,674 ordinary shares in treasury and accordingly the total number of voting rights in the Company as at 19 November 2019 was 521,659,695.

## **QUESTIONS AT THE GENERAL MEETING**

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.

## **COMMUNICATION**

Except as provided above, members who have general queries about the General Meeting 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 General Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

## **HOW TO GET TO THE GENERAL MEETING**

The General Meeting will be held at Academy House, 36 Poland Street, London W1F 7LU. A map showing the location of the General Meeting is printed on the reverse of the Form of Proxy.