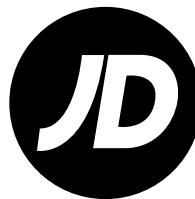


THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in JD Sports Fashion Plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.



JD Sports Fashion PLC

(incorporated in England and Wales under company number 01888425)

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

Notice of the 2021 Annual General Meeting of JD Sports Fashion Plc, to be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Thursday 1 July 2021 at 1.00pm, is set out on pages 4 to 5 of this document. Given the uncertainty around whether shareholders will be able to attend the Annual General Meeting in person in light of the coronavirus pandemic, you are strongly encouraged to appoint the Chair of the meeting as your proxy and to give instructions on how the Chair should vote on each of the resolutions. To be valid, your proxy appointment must be received at the address for delivery specified in the notes to the Notice by no later than 1.00pm on Tuesday 29 June 2021. Appointing the Chair of the meeting as your proxy will not prevent you from attending in person and voting at the Annual General Meeting provided that physical attendance is permitted under applicable public health restrictions and guidance at the date of the meeting.

LETTER FROM THE EXECUTIVE CHAIRMAN

Letter from the Executive Chairman of JD Sports Fashion Plc to the holders of ordinary shares in JD Sports Fashion Plc (registered in England and Wales with number 01888425)

Directors:

Peter Alan Cowgill (Executive Chairman)
Neil James Greenhalgh (Chief Financial Officer)
Andrew Marvin Leslie (Independent Non-Executive Director)
Martin William Oliver Davies (Independent Non-Executive Director)
Heather Louise Jackson (Independent Non-Executive Director)
Andrew Michael Long (Non-Executive Director)
Kathryn Louise Smith (Independent Non-Executive Director)

Dear Shareholder

27 May 2021

2021 Annual General Meeting

I am pleased to be writing to you with details of the 2021 Annual General Meeting (the 'AGM') of JD Sports Fashion Plc (the 'Company'), which we will be holding at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Thursday 1 July 2021 at 1.00pm.

The formal notice of AGM ('Notice') is set out on pages 4 to 5 of this document and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the business to be considered are set out in Appendix 1 to this document on pages 8 to 11.

Format of the AGM

The board of directors has been closely monitoring the coronavirus (COVID-19) pandemic and its potential impact on the AGM. As part of its monitoring, the board has noted in particular the gradual easing of the public health restrictions across England in line with the government's "COVID-19 Response – Spring 2021" roadmap published in February.

The board has also noted that it is the government's current intention that all remaining legal restrictions are lifted by Monday 21 June 2021 at the earliest. While the hope is that all restrictions on social contact are lifted before our AGM on Thursday 1 July 2021, there is no guarantee that this will be the case. If the restrictions are lifted then the board proposes to hold the AGM in person at 1.00pm on Thursday 1 July 2021 at our offices. However, not all directors will be attending the AGM in person, in order to keep the number of people gathering indoors to a minimum.

Attendance at the AGM and Appointment of proxies

The health and wellbeing of our employees, shareholders and the wider community remains the priority of the board of directors at this time and, as such, shareholders are strongly discouraged from attending the Company's AGM in person.

Instead, we encourage you to appoint the Chair of the meeting as your proxy and to give instructions on how the Chair should vote on each of the resolutions. This will ensure that each shareholder's vote will be counted notwithstanding our advice to avoid attendance in person at our AGM once again this year.

We hope to return to a more normal AGM format in 2022.

Details of how to appoint a proxy are set out in the notes to the Notice on pages 6 to 7. To be valid, your proxy appointment form or instruction must be received at the address specified in the notes by no later than 1.00pm on Tuesday 29 June 2021. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions contained in the Notice. All resolutions will be put to a vote on a poll.

Engagement

The board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting, notwithstanding the current circumstances. As such, we would encourage shareholders to submit any questions on the business of the meeting in advance by sending them by email to AGMenquiries@jdplc.com. The Company will respond as appropriate in advance of the AGM.

Approval of the JD Sports Fashion Plc Long Term Incentive Plan 2021

During the course of the financial year, the Remuneration Committee reviewed in detail the remuneration arrangements in place for the executive directors. In addition, the Remuneration Committee has engaged with shareholders in order to understand and address concerns raised by shareholders at previous AGMs regarding the Company's remuneration arrangements for executive directors. As such, the Remuneration Committee is this year proposing a new Long Term Incentive Plan and a revised Remuneration Policy to reflect the relevant changes introduced by the new LTIP. Details of the proposed LTIP are set out in Appendix 2 to this Notice, on pages 12 to 15.

To re-elect Andrew Long as a director of the Company

On 7 May 2021, the Company announced that it had appointed, with effect from 6 May 2021, Andrew Long, as a non-executive director of the Company. Andrew is required by the Company's articles of association to retire from office at the first AGM after his appointment. A biography for Andrew is set out in the explanatory notes in Appendix 1 to this Notice, on page 8.

Recommendation

The board of directors considers that the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings (save in respect of those resolutions in which they are interested).

Yours faithfully



Peter Cowgill
Executive Chairman

JD SPORTS FASHION PLC

Notice of 2021 Annual General Meeting

Notice is hereby given that the 2021 Annual General Meeting of the members of JD Sports Fashion Plc (the 'Company') will be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Thursday 1 July 2021 at 1.00pm for the purposes set out below.

Resolutions 1 to 5 (inclusive) and Resolutions 10 to 15 (inclusive) will be proposed as ordinary resolutions. Resolutions 6 to 9 (inclusive) will also be proposed as ordinary resolutions, but will be conditional on separate approval by Independent Shareholders or by further ordinary resolution as specified in the explanatory notes to this Notice. Resolutions 16 and 17 will be proposed as special resolutions.

- 1 To receive the audited financial statements together with the reports of the directors and the auditors for the year ended 30 January 2021.
- 2 To approve the directors' remuneration report (excluding the directors' remuneration policy) for the year ended 30 January 2021.
- 3 To approve the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 30 January 2021).
- 4 To re-elect Peter Cowgill as a director of the Company.
- 5 To re-elect Neil Greenhalgh as a director of the Company.
- 6 To re-elect Andrew Leslie as a director of the Company.
- 7 To re-elect Martin Davies as a director of the Company.
- 8 To re-elect Heather Jackson as a director of the Company.
- 9 To re-elect Kath Smith as a director of the Company.
- 10 To re-elect Andrew Long as a director of the Company.
- 11 To re-appoint KPMG LLP as auditors.
- 12 To authorise the audit committee of the Company's board of directors to determine the auditors' remuneration.
- 13 That the JD Sports Fashion Plc Long Term Incentive Plan 2021 (the 'LTIP'), the principal terms of which are summarised in Appendix 2 to this Notice, and the draft rules of which are produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, is approved and the directors are authorised to: (a) do all acts and things which they may consider necessary or expedient to implement and operate the LTIP; and (b) adopt further plans based on the LTIP, but modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against the limits on individual or overall participation in the LTIP.
- 14 That, from the date of the passing of this resolution until the earlier of the close of business on 29 July 2022 and the conclusion of the Company's annual general meeting to be held in 2022, the Company and all companies which are its subsidiaries at any time during such period are authorised:
 - (a) to make political donations to political parties and/or independent election candidates;
 - (b) to make political donations to political organisations other than political parties; and
 - (c) to incur political expenditure,up to an aggregate total amount of £100,000 with the amount authorised for each of the heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the directors may decide is appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure" as at the date of this Notice.

15 That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 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 such shares ('Allotment Rights'), but so that:

- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £44,845;
- (b) this authority shall expire at the close of business on 29 July 2022 or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2022;
- (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
- (d) all authorities vested in the directors on the date of this Notice to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

16 That, subject to the passing of resolution 15 in this Notice, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 15 in this Notice or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities (other than pursuant to paragraph 16(a) above) with an aggregate nominal value of £44,845,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 15 in this Notice, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

17 That any general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

Registered office:

By order of the Board



Siobhan Mawdsley
General Counsel and Company Secretary

27 May 2021

JD Sports Fashion Plc
Edinburgh House
Hollinsbrook Way
Pilsworth
Bury
Lancashire BL9 8RR

Notes

1. The right of a member to attend and vote at the AGM will be determined by reference to the Company's register of members. The Company specifies that only those members listed on the register of members at 6.30pm on Tuesday 29 June 2021 (or, if the meeting is adjourned, at 6.30pm on the date two working days before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting (or at such adjourned meeting), in respect of the number of shares registered in their name at that time. In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting (or at such adjourned meeting). Members who are deemed to be controlling shareholders (as defined in the Financial Conduct Authority's Listing Rules) at 6.30pm on Tuesday 29 June 2021 shall not be entitled to vote in respect of the separate approval of Resolutions 6 to 9 (inclusive) by members who are not controlling shareholders in accordance with LR 9.2.2ER (2) of the Listing Rules. Reference in these Notes to the right to attend the AGM shall as regards attendance in person be read subject to any applicable legislation and restrictions limiting such right.
2. Whilst members are discouraged from attending the AGM in order to protect the health and well being of members, employees and the wider community, any attendees will be expected to adhere to any special arrangements and safety measures that the Company puts in place on the day. Members should note that rules around capacity at the AGM venue and changes in health and safety requirements may mean that members cannot ultimately attend the meeting.
3. Every eligible member has the right to appoint another person, or two or more persons in respect of different shares held by him or her, as his or her proxy to exercise all or any of his or her rights in relation to the AGM. Given the uncertainty around whether members will be able to attend the AGM in person (whether due to a change in the situation with the coronavirus pandemic or because the capacity at the AGM venue does not allow attendance for safety reasons related to coronavirus restrictions), members are recommended to appoint the Chair of the AGM as their proxy. This will ensure that the member's vote is counted even if attendance at the meeting is restricted or if the member (or any other proxy that the member might otherwise appoint) is unable to attend in person.
4. Members can appoint a proxy by completing and returning the enclosed hard copy proxy form. To be valid, the proxy form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) to the Company's Registrar, Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA so as to be received by no later than 1.00pm on Tuesday 29 June 2021.
5. As an alternative to completing and returning a hard copy proxy form, a member may appoint a proxy online by visiting the Company Registrar's shareholding management portal at www.shareview.co.uk and following the instructions. A member that has not already done so will first need to register to use the site. To register, a member will need his or her Shareholder Reference Number which can be found on the member's share certificate (or which is otherwise available from the Registrar). To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by no later than 1.00pm on Tuesday 29 June 2021. Members who hold their shares in uncertificated form may also use "the CREST voting service" to appoint a proxy electronically, as explained below. Any power of attorney or other authority under which any electronic proxy appointment is made or a certified copy of such power or authority must be received at the relevant address specified in these notes for receipt of such electronic proxy appointment (or at the Company's registered office) by the latest time indicated for receipt of such electronic proxy appointment.
6. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST proxy appointment instruction') must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ('Euroclear'), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Equiniti (ID RA19), as the Company's "issuer's agent", by 1.00pm on Tuesday 29 June 2021. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
7. Members who have returned a hard copy proxy form in accordance with note 4 above or who register a proxy appointment electronically online or via the CREST voting service in accordance with notes 5 or 6 above are not precluded from attending the AGM and voting in person if they so wish, provided that attendance in person is permitted under applicable public health restrictions and guidance at the date of the AGM.
8. A member that is a corporation may authorise one or more persons to act as its representative(s) at the meeting in accordance with section 323 of the Companies Act 2006 (the 'Act'). Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Given the uncertainty around whether attendance at the AGM in person will be permitted (as stated in note 3 above), members are recommended to appoint the Chair of the AGM as their proxy.
9. Any person to whom this Notice is sent who is currently

nominated by a member of the Company to enjoy information rights under section 146 of the Act (a 'nominated person') may have a right under an agreement between him or her and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he or she may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 3 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned. Given the uncertainty around whether attendance at the AGM in person will be permitted (as stated in note 3 above), it is recommended that the Chair of the AGM be appointed as proxy.

10. As at 19 May 2021 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 1,031,627,149 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 1,031,627,149.

11. It is possible that, pursuant to members' requests made in accordance with section 527 of the Act, the Company will be required to publish on a website a statement in accordance with section 528 of the Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest audited accounts or any circumstances connected with the Company's former auditors ceasing to hold office since the Company's previous annual general meeting. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

12. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the

meeting which, in accordance with section 319A of the Act and subject to some exceptions, the Company must cause to be answered. Members can also send to the Company any questions on the business of the meeting in advance of the AGM by emailing AGMenquiries@jdplc.com. The Company will respond to those questions as soon as possible in advance of the AGM.

13. Information relating to the meeting which the Company is required by the Act to publish on a website in advance of the meeting may be viewed at www.jdplc.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

14. A copy of the draft rules of the proposed JD Sports Fashion Plc Long Term Incentive Plan 2021 will be available for inspection: (i) during normal business hours on Monday to Friday (excluding bank holidays) at the registered office of the Company and at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG from the date of this document until the conclusion of the AGM; (ii) online at www.jdplc.com from the date of this document until the conclusion of the AGM; and (iii) at the place of the AGM for at least 15 minutes before, and during, the AGM.

15. All resolutions contained in this Notice will be put to a vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll, each member has one vote for every share held. The results of the votes on all resolutions (including the results of the votes by Independent Shareholders in respect of Resolutions 6 to 9) will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.

APPENDIX 1

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the Annual Report and Accounts

The Companies Act 2006 (the 'Act') requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes an ordinary resolution to receive its annual report and accounts for the financial year ended 30 January 2021 (the '2021 Annual Report').

Resolution 2 – Approval of the Directors' Remuneration Report

In accordance with the Act, shareholders are invited to approve the directors' remuneration report for the financial year ended 30 January 2021.

The directors' remuneration report is set out on pages 179 to 208 of the 2021 Annual Report. For the purposes of this Resolution 2, the directors' remuneration report does not include the part of the report containing the directors' remuneration policy which is, this year, the subject of a separate vote at Resolution 3. The vote on the directors' remuneration report is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

Resolution 3 – Approval of the Directors' Remuneration Policy

The Act requires that the directors' remuneration policy must be put to shareholders for approval whenever a new policy, or an amendment to an existing approved policy, is proposed. The directors' remuneration policy must in any event be put to shareholders for approval at least every three years. The Company is, this year, proposing changes to the policy approved at the annual general meeting in 2020. Accordingly, shareholders are invited to approve a revised policy. The proposed revised director's remuneration policy is set out on pages 183 to 191 of the 2021 Annual Report.

Details regarding the rationale for the proposed revision of the directors' remuneration policy are contained in the annual statement of the chair of the remuneration committee of the board of directors on pages 179 to 183 of the 2021 Annual Report.

The vote on Resolution 3 is binding and, if passed, will mean that the Company's directors can only make remuneration payments in accordance with the approved policy (unless an amendment to that policy authorising the Company to make such payments has been approved by a separate shareholder resolution). If shareholders do not approve the proposed directors' remuneration policy, the Company will, if and to the extent permitted by the Act, continue to make payments to directors in accordance with the current directors' remuneration policy.

Resolutions 4 to 10 – Re-election of directors

Resolutions 4 to 10 relate to the retirement and re-election of the Company's directors. The Company's articles of association require one-third of the Company's directors to retire from office at each annual general meeting. Additionally, any director who has not been elected or re-elected by the Company's shareholders at either of the two preceding annual general meetings is required to retire. A biography for each of the directors is set out in the Directors' Biography section on pages 160 to 161 of the 2021 Annual Report, save for Andrew Long, who joined the Board after the finalisation of the 2021 Annual Report.

As such, a brief biography for Andrew Long is set out below:

Andy Long is currently an executive director at Pentland Group. He was the CEO of Pentland Brands, the Pentland Group's portfolio of sports and fashion brands, until the end of 2020, having previously held the roles of CFO and COO. Prior to joining Pentland, Andy held senior finance roles at Boots and Procter and Gamble and is a Chartered Management Accountant. Andy has been a board member at Sport England since 2016.

Notwithstanding the provisions of the Company's articles of association, the board of directors has determined that all of the directors shall retire from office at the AGM in line with best practice recommendations of the Financial Reporting Council's UK Corporate Governance Code. Each of the directors intends to stand for re-election by the shareholders.

Resolutions 6 to 9 (inclusive) relate specifically to the re-election of those directors that the board has determined to be independent for the purposes of the UK Corporate Governance Code (the 'Independent Directors'). The Independent Directors are Andrew Leslie, Martin Davies, Heather Jackson and Kath Smith.

The Company is required to comply with certain provisions of the Financial Conduct Authority's Listing Rules (the 'Listing Rules') that apply to the election or re-election of independent non-executive directors of premium listed companies with a controlling shareholder, being a shareholder that exercises or controls, on their own or together with any person with whom they are acting in concert, 30 per cent. or more of the votes able to be cast on all or substantially all matters at a general meeting. For the purposes of the Listing Rules, Pentland Group Plc ('Pentland') is a controlling shareholder of the Company. As at the close of business on 19 May 2021, Pentland held 535,278,239 shares, representing 51.9 per cent. of the Company's issued share capital as at that date. Therefore, at the AGM, the re-election of the Company's four Independent Directors must be approved in each case by a majority vote of both: (a) the Company's shareholders as a whole; and (b) the Company's shareholders entitled to vote on the re-election of directors other than Pentland or any of Pentland's associates (the 'Independent Shareholders').

Resolutions 6 to 9 (inclusive) are therefore being proposed as ordinary resolutions on which all shareholders may vote, but in addition the Company will separately count the number of votes cast by Independent Shareholders in favour of each resolution (as a proportion of the total votes of Independent Shareholders cast on the resolution) to determine whether the majority approval of Independent Shareholders as referred to above has been achieved. The Company will announce the results of Resolutions 6 to 9 (inclusive) on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to re-elect an independent non-executive director is not approved by majority vote of both the shareholders as a whole and the independent shareholders at the annual general meeting, a further ordinary resolution may be put forward to be approved by the shareholders as a whole at a general meeting which must be held more than 90 days after the date of the first vote but within 120 days of that first vote. Accordingly, if any of Resolutions 6 to 9 (inclusive) is not approved by a majority vote of both the shareholders as a whole and the Independent Shareholders at the AGM, the relevant Independent Director will be treated as having been re-elected only for the period from the date of the AGM until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further ordinary resolution to re-elect him or her, (ii) the date which is 120 days after the AGM, and (iii) the date of any announcement by the board of directors that it does not intend to hold a second vote.

In the event that the Independent Director's re-election is approved by majority vote of all shareholders at a second meeting, the Independent Director in question will be re-elected until the Company's next annual general meeting.

As required by the Listing Rules, the Company confirms the following:

1. There are no existing relationships, transactions or arrangements between any of the Independent Directors and the Company, any of the Company's directors, Pentland or any of Pentland's associates.
2. There are no previous relationships, transactions or arrangements between either Heather Jackson, Martin Davies or Kath Smith and the Company, any of the Company's directors, Pentland or any of Pentland's associates. Andrew Leslie was formerly an Executive Director of Pentland Brands Plc (an associate of Pentland) until 2008. He was appointed to the Company's board of directors in May 2010. Andrew Leslie does not represent the interests of Pentland.
3. The effectiveness of all the Company's directors is assessed as part of the board of directors' performance evaluation process on the basis of the range of skills and experience of the relevant individual as compared to the Company's requirements to meet its strategic objectives. The board considers that each of the directors (including the Independent Directors) possesses a wide range of skills and expertise (as set out in the Directors' Biography section on pages 160 to 161 of the 2021 Annual Report) that are highly valued by the board and which are key to the success of the Company's vision and strategy. All directors (including the Independent Directors) continue to contribute effectively to the operation of the board and to demonstrate commitment to their roles.
4. The Company assesses the independence of its non-executive directors in accordance with the recommendations of the UK Corporate Governance Code. The Company determined that the Independent Directors were independent on their appointment to the board of directors and thereafter ensures that they remain independent by periodically reviewing their character, judgement and the various relationships referred to above.

5. During the year, the board and the nominations committee have kept under review Andrew Leslie's position as non-executive director and chair of the remuneration committee and in particular his ability to remain independent in these roles, given that, as of May 2021, he has been in office for eleven years. In addition, the board and nominations committee acknowledge that Martin Davies will have been a Non-Executive Director for nine years during the financial year 2021/2022. The board and the nominations committee do not consider that Andrew or Martin's ability to act independently in their roles is compromised as a result of the length of their tenure.

The board and the nominations committee have in particular considered the ability of Andrew Leslie and Martin Davies to continue to perform their roles on the board and committees and have taken into account their length of service as well as the substantial knowledge that they and the other directors have developed about the Company's increasingly complex group and diverse business. The board and nominations committee have focussed on each director's ability to provide meaningful challenge to the executive directors in the key decision making processes. In light of the above, the board and nominations committee are satisfied that Andrew and Martin remain sufficiently independent and effective in their respective roles on both the board and board committees and therefore wish to support them continuing in their roles for the forthcoming financial year.

6. The nominations committee of the Company's board of directors is responsible for keeping the size, structure and composition of the board under review. By reference to the Company's requirements, the nominations committee is responsible for identifying, evaluating and recommending candidates for appointment to the board.

Resolutions 11 and 12 – Reappointment and remuneration of the auditors

The Company is required to appoint or reappoint auditors at each annual general meeting at which its annual accounts and reports are presented to shareholders. On the recommendation of the audit committee, the board is proposing to shareholders the reappointment of KPMG LLP as the Company's auditors for the financial year commencing on 31 January 2021. Resolution 11, therefore, proposes KPMG's reappointment as auditors to hold office until the Company's next annual general meeting at which its accounts are laid before shareholders. Resolution 12 authorises the audit committee to agree the auditors' remuneration. The audit committee has confirmed to the board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting its choice of auditors.

Resolution 13 – Approval of the JD Sports Fashion plc Long Term Incentive Plan 2020

Shareholders are invited to approve the JD Sports Fashion Plc Long Term Incentive Plan 2021 (the 'LTIP'). An explanation of the rationale for the implementation of the LTIP is set out in the remuneration committee chair's annual statement on pages 179 to 183 of the 2021 Annual Report and in the proposed directors' remuneration policy which is the subject of Resolution 3. A summary of the principal terms of the LTIP is set out in Appendix 2 to this Notice. The full text of the rules of the LTIP is available for inspection (see note 14 on page 7).

Resolution 14 – Political donations and expenditure

Subject to limited exceptions, Part 14 of the Act imposes restrictions on companies making political donations to any political party or other political organisation or to any independent election candidate or incurring political expenditure unless they have been authorised to do so by shareholders at a general meeting. It has always been the Company's policy that it does not make political donations nor incur political expenditure. This remains the case. Nevertheless, the Act includes broad and ambiguous definitions of the terms "political donation" and "political expenditure" which may apply to some normal business activities which would not generally be considered to be political in nature.

As in previous years and as is common practice among many UK public companies, the board of directors considers that it would be prudent to obtain shareholder approval to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the limit specified in the resolution. In seeking shareholder approval, the board wishes to emphasise that the proposed resolution is a precautionary measure to guard against any inadvertent breach of the statutory restrictions and that the board has no intention of making any political donations, incurring political expenditure nor entering into party political activities. The board intends to seek renewal of this approval at future annual general meetings.

Resolution 15 – Authority to allot shares

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the board would like to seek a new authority to provide the directors with flexibility to allot new shares and grant rights up until the Company's next annual general meeting.

The proposed authority, if granted, will provide the directors with the flexibility to allot (and grant rights over) new shares in the Company in any circumstances up to a maximum aggregate nominal amount of £44,845. This amount represents approximately 1.74 per cent. of the Company's issued ordinary share capital as at 19 May 2021 (being the latest practicable date prior to publication of this document). The Company did not hold any shares in treasury as at that date.

The directors do not have any present intention to exercise this authority, however the board considers it prudent to have the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise. If granted, this authority will expire at the close of business on 29 July 2022 or, if earlier, on the conclusion of the Company's next annual general meeting.

Resolution 16 – Disapplication of statutory pre-emption rights

Resolution 16 is a special resolution which, if passed by shareholders, will enable the directors to allot equity securities (which means ordinary shares, or rights to subscribe for, or to convert securities into, ordinary shares) in the Company, or to sell any ordinary shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings.

If passed by shareholders, this resolution will permit the board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £44,845. This amount represents approximately 1.74 per cent. of the Company's issued ordinary share capital as at 19 May 2021 (being the latest practicable date prior to publication of this document). This resolution will permit the board to allot ordinary shares for cash, up to the specified level, in any circumstances.

The directors do not have any present intention of exercising this power but believe that it is in the best interests of shareholders to have the flexibility, in those limited circumstances, to allot shares or to sell treasury shares for cash.

Resolution 17 – Notice of general meetings

Resolution 17 is a special resolution to allow the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The Company is currently able to call a general meeting (other than an annual general meeting) on at least 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days' notice. This resolution seeks such approval. The approval will be effective until the Company's annual general meeting to be held in 2022. The shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.

APPENDIX 2

Summary of the principal terms of the JD Sports Fashion Plc Long Term Incentive Plan 2021

1. Introduction

The remuneration committee of the Company's board (the 'Committee') will have responsibility for administering the operation of the JD Sports Fashion Plc Long Term Incentive Plan 2021 (the 'LTIP').

The LTIP contains two parts: (i) a share based plan which provides for the grant of conditional share awards or nil or nominal cost options to acquire shares in the Company ('Share Awards'); and (ii) a cash based plan, pursuant to which cash awards may be granted ('Cash Awards'). In this Appendix, the term 'Award' means either a Share Award or a Cash Award.

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee. It is currently anticipated that participation in the LTIP will include the Company's executive directors and, at the discretion of the Committee, other senior management team members.

It is currently intended that the Executive Chairman will receive only a Share Award, and other executive directors will participate initially with a minimum of 1/3 of any 'base award' being in the form of a Share Award and the balance as Cash Award (as further described in the directors' remuneration policy proposed for approval by shareholders at the AGM (the 'Remuneration Policy')). Any other senior management participants in the LTIP could receive both a Share Award and/or a Cash Award. The minimum 1/3 share element of the Award is expressed as an initial minimum because it is the remuneration committee's intention to increase this minimum beyond 1/3 as soon as the committee feels it is appropriate to do so.

2. Individual limits

The value of Awards that may be granted to a participant under the LTIP in respect of any financial year may not exceed 100 per cent. of the participant's salary or such other limit as applies under the prevailing directors' remuneration policy. For these purposes, the value of a Share Award is determined by reference to the market value of the shares subject to such Share Award as at the date of grant.

Under the Remuneration Policy, there is also a cap on the aggregate value of an individual's Awards that may vest in respect of grants made in each financial year of 250 per cent. of salary (calculated by reference to the value of shares subject to a Share Award at the five year vesting date and the amount of any cash payment in respect of a Cash Award at the three year vesting date). The level of vesting of an Award may be reduced to ensure such cap is not breached.

3. Dilution limit

Share Awards may be satisfied by newly issued shares, treasury shares or shares purchased in the market. However, there is a limit on the number of newly issued or treasury shares over which awards may be granted (which would include awards under any other employees' share scheme that the Company may implement in the future) of 7.4m shares.

Where it is considered reasonably necessary or desirable in managing the costs of administering the LTIP, or its dilutive impact, the Committee reserves the right to require that participants sell at the prevailing market value at that time all or some of the shares that they acquire on the vesting of a Share Award to such person as directed by the Company, including an employee benefit trust.

4. Terms of Share Awards

The Committee will determine the terms of any Award, including the vesting date, any applicable post vesting holding period and any performance conditions.

The Committee will ordinarily grant Share Awards in the form of nil cost options, although under the LTIP it may also grant Share Awards in the form of conditional share awards.

Where Share Awards are granted in the form of options, once vested, such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply where a participant has retained a Share Award following cessation of employment or where there is a corporate event.

The Committee may satisfy a Share Award in cash in full or in part although in practice, this is only expected to be the case (if at all) in exceptional circumstances or where part of the Award is settled in cash in order to pay any tax liabilities (and any exercise price).

5. Grant of Awards

Awards under the LTIP may only be granted within the period of 42 days following the approval of the LTIP by the Company's shareholders at the AGM, the announcement of the Company's results for any period, the lifting of any restrictions preventing the grant of Awards or any day on which the Committee determines that exceptional circumstances exist.

6. Performance conditions

Awards will generally only vest subject to the satisfaction of a performance condition(s) measured over a period determined by the Committee at the time of grant ('Performance Period'), which will normally be three financial years.

The Committee will have discretion to substitute or vary a performance condition if an event occurs which causes the original condition to no longer be appropriate, provided that any substituted or varied condition would be reasonable and produce a more appropriate measure of performance and be materially no easier or more difficult to satisfy.

7. Vesting of Awards

The Committee will determine the date or dates on which an Award will vest when the Award is granted. Under the Remuneration Policy, Cash Awards for executive directors will vest three years from the date of grant, and Share Awards for executive directors will vest five years from the date of grant.

The Committee has discretion to override the formulaic vesting outcome achieved by the operation of any performance condition for any reason it considers appropriate, including where it considers that such vesting outcome is not a fair and accurate reflection of corporate or individual performance. In addition, as described above, under the Remuneration Policy there is a cap of 250 per cent. of salary on the value of Awards that may vest in respect of grants made in each financial year. Accordingly, the vesting of an Award may be scaled back to reflect this cap, even if the outcome against performance conditions would otherwise generate a higher level of vesting.

8. Cessation of employment

As a general rule, an Award will lapse if the participant gives or receives notice of termination, or their employment terminates, prior to the relevant vesting date of the Award. However, if a participant ceases to be an employee because of ill-health, injury, disability, redundancy, retirement with the agreement of their employer, their employing company or the business for which they work being sold out of the group or in other circumstances at the discretion of the Committee, then their Award will continue to vest according to the normal vesting schedule (although the Committee has discretion to allow the Award to vest earlier). The extent to which an Award will vest in these circumstances will be determined by reference to the extent the performance conditions have been satisfied, and the Committee will take account of the proportion of the normal vesting period from grant spent in service (unless the Committee determines that such time pro rating will not apply or will apply to a lesser extent).

Any post vesting holding period will continue to apply to a Share Award unless the Committee determines otherwise in exceptional circumstances.

In the case of death, an Award will vest as soon as practicable following the date of death, subject to the satisfaction of the performance conditions and time pro rating, unless the Committee determines otherwise. Any post vesting holding period will not apply in the case of death.

9. Holding Period

If a Share Award is subject to a post vesting holding period, the participant may not sell any shares acquired pursuant to the exercise or vesting of the Share Award during that period other than to pay tax liabilities, any option exercise price or otherwise as the Committee permits. The Committee may impose terms and conditions on vested shares during a holding period, including that such shares should be held by a nominee appointed by the Company.

It is not currently intended that a holding period will apply to any Share Award granted to an executive director, given that a five year vesting period will apply to such Share Awards.

10. Corporate events

In the event of a change of control of the Company (other than in connection with an internal corporate reorganisation), Awards will vest and, where the event occurs during the Performance Period, the level of vesting shall be determined by the Committee, taking into account the extent to which any performance condition has been satisfied at the date of the change of control and the proportion of the normal vesting period that has elapsed up to the date of the relevant event (unless the Committee determines that such time pro rating will not apply or will apply to a lesser extent). Alternatively, Share Awards may be replaced by equivalent new awards over shares in an acquiring company.

In the event of an internal corporate reorganisation, Share Awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that Awards should vest on the same basis which would apply in the case of a takeover.

In the event of a demerger, special dividend or other similar event which, in the opinion of the Committee, would affect the market price of shares to a material extent, the Committee may decide that Awards shall vest at the time of such event on such basis as it considers appropriate. The extent to which an Award would vest in such circumstances would be subject to the satisfaction of the performance conditions, and the Committee will take account of the proportion of the normal vesting period from grant that has elapsed up to the date of the event (unless the Committee determines that such time pro rating will not apply or will apply to a lesser extent). The Committee may otherwise adjust the number of Shares subject to a Share Award, or the exercise price if applicable, as it considers appropriate.

11. Dividends

The Committee may determine that on the vesting or exercise of a Share Award, a participant shall receive an amount in cash and/or shares equivalent to the value of some or all of the dividends that would have been paid on the vested shares between the date of grant of the Share Award and the date of vesting.

The Committee will decide the basis on which the value of dividends is calculated, which may assume the reinvestment of dividends and the inclusion or exclusion of any special dividend, and such amount shall be paid at the same time as the delivery of the related vested shares.

12. Malus and Clawback

The Committee may apply malus and clawback in specified circumstances at any point prior to the second anniversary of the vesting date of an Award.

Such circumstances include: (i) a material misstatement in the financial results of the company; (ii) an assessment of performance conditions based on miscalculation or incorrect information; (iii) fraud or gross misconduct by a participant; (iv) a material failure of risk management; (v) regulatory censure or reputational damage attributable to the actions of the participant and (vi) corporate failure.

Malus will be satisfied by the forfeiture of an unvested Award or unexercised share option and clawback may be satisfied by way of a reduction in the amount of any future bonus or subsisting or future share award and/or a requirement to make a cash payment or transfer shares for no consideration.

13. Alterations to the LTIP

The Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of Share Awards in the event of a variation of share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP or an amendment to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

14. Overseas plans

The Committee may establish sub plans or schedules to the LTIP, with any such sub plan or schedule to be similar to the LTIP but modified to take account of local tax, exchange controls or securities laws provided that any shares made available under such further sub plans or schedules are treated as counting against the limits on individual and overall participation in the LTIP.

15. Other provisions

No payment is required for the grant of an Award.

Awards are not transferable, except on death.

Awards are not pensionable.

16. Termination

The LTIP will terminate on the tenth anniversary of its adoption, or such earlier time as the board may determine. However, the rights of existing participants will not be affected by such termination. In the event of termination, no further Awards will be granted.



JD Sports Fashion PLC