

# Proposed sub-division of issued share capital and Notice of General Meeting

***jd sports fashion plc***

**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in JD Sports Fashion plc (**Company**), please send this document, together with the accompanying documents, 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 delivery to the purchaser or transferee.

You should read this document and the enclosed proxy form in their entirety. Your attention is drawn to the letter from the Executive Chairman of the Company set out in this document which contains the unanimous recommendation of the Board that you vote in favour of the Share Sub-division at the General Meeting.

Notice of the general meeting of the Company to be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR on 28 October 2021 at 1.00pm is set out at the end of this document.

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## Key Statistics

### Existing Ordinary Shares

Number of Existing Ordinary Shares of 0.25 pence each in issue at the date of this document 1,031,627,149

ISIN code for Existing Ordinary Shares GB00BYX91H57

SEDOL code for Existing Ordinary Shares BYX91H5

### New Ordinary Shares

Number of New Ordinary Shares of 0.05 pence each in issue immediately following the Share Sub-division 5,158,135,745

ISIN code for New Ordinary Shares GB00BM8Q5M07

SEDOL code for New Ordinary Shares BM8Q5M0

## Expected Timetable

**2021**

Publication of this document Tuesday 5 October

Latest time and date for receipt of proxy forms 1.00pm on Tuesday 26 October

General Meeting 1.00pm on Thursday 28 October

Last day for dealings in Existing Ordinary Shares Friday 29 October

Record date for the Share Sub-division and disablement in CREST of the existing ISIN for settlement 6.00pm on Friday 29 October

Listing and Admission of the New Ordinary Shares expected to commence 8.00am on Monday 1 November

Expected date for crediting CREST accounts with New Ordinary Shares (where applicable) On or soon after 8.00am on Monday 1 November

Expected date by which certificates in respect of New Ordinary Shares are to be dispatched to certificated shareholders By Monday 15 November

## Note:

All references to time in this document are to London time. Each of the times and dates in this document is subject to change. If any of the above times and/or dates change, the revised time and/or date will be notified to shareholders by announcement through a regulatory information service.

**Letter from the Executive Chairman of JD Sports Fashion plc to the holders of ordinary shares in JD Sports Fashion plc (with number 1888425)**

**Directors:**

Peter Alan Cowgill (Executive Chairman)  
Neil James Greenhalgh (Chief Financial Officer)  
Hubertus Georg Hoyt (Non-Executive Director)  
Heather Louise Jackson (Non-Executive Director)  
Andrew Michael Long (Non-Executive Director)  
Kathryn Louise Smith (Non-Executive Director)

**Registered Office:**

Edinburgh House  
Hollinsbrook Way  
Pilsworth  
Bury  
Lancashire  
BL9 8RR

5 October 2021

Dear Shareholder

## Introduction

The board of directors of the Company (**Board**) has today announced details of a proposed sub-division of the Company's issued share capital. The middle market price of an existing ordinary share of 0.25 pence (**Existing Ordinary Share**) at the close of business on 4 October 2021 (being the latest practicable date prior to publication of this document) was 1,034.50 pence per share. The Board believes that the proposed sub-division would reduce the Company's share price to a level where smaller sized dealings in the shares would be more efficient and may improve the liquidity and marketability of the Company's shares.

The purpose of this document is to provide you with details and to explain the benefits of the proposal and to set out the reasons why the Board considers it to be in the best interests of the Company and its shareholders as a whole and why it is recommending that you vote in favour of the resolution at the General Meeting (as defined below). The shareholders will be asked to approve that resolution as an ordinary resolution. This means that, for the resolution to be passed, more than 50% of the votes cast must be in favour of the resolution.

## General Meeting

A general meeting (**General Meeting**) of the Company will be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR at 1.00pm on 28 October 2021. The formal notice of General Meeting is set out on page 3 of this document (**Notice**) and sets out the resolution to be considered at the General Meeting.

If you would like to vote on the resolution but cannot come to the General Meeting, please complete the enclosed proxy form and return it to our registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA so as to be received as soon as possible and by no later than 1.00pm on 26 October 2021.

### Share Sub-division

The price of the Company's Existing Ordinary Shares has recently risen to the point where their closing mid-market price on 4 October 2021 (being the last practicable date prior to the publication of this document) was 1,034.50 pence each. The Board therefore believes that it is appropriate to recommend a sub-division of each Existing Ordinary Share into five new ordinary shares of 0.05 pence each (**New Ordinary Shares**) (**Share Sub-division**). The Share Sub-division will result in shareholders holding five New Ordinary Shares for each Existing Ordinary Share they held immediately prior to the Share Sub-division. This may improve the liquidity of the market in the Company's shares and reduce their bid/offer spread. The resolution is conditional upon the New Ordinary Shares being admitted to the Official List of the FCA (**Official List**) and to trading on the London Stock Exchange's main market for listed securities.

If the proposed Share Sub-division proceeds, it is expected that the price of each New Ordinary Share will become one fifth of the price of an Existing Ordinary Share. This will reflect the fact that shareholders will own five times as many ordinary shares. Shareholders should however note that, subject to market movements, the aggregate value of their shareholdings should remain the same. Additionally, the Share Sub-division will not have any impact on the Company's net assets as no change in the total aggregate nominal value of the Company's issued share capital will occur.

The New Ordinary Shares will carry the same rights in all respects as the Existing Ordinary Shares, including voting rights. Mandates and other instructions for the payment of dividends and communication preferences will continue to apply to the New Ordinary Shares.

The Company's issued ordinary share capital as at 4 October 2021 (being the last practicable date prior to the publication of this document) was £2,579,067.87, divided into 1,031,627,149 Existing Ordinary Shares having a nominal value of 0.25 pence each. If the Share Sub-division is applied to the existing ordinary share capital, the total value of the share capital will remain at £2,579,067.87, but will be divided into 5,158,135,745 New Ordinary Shares of 0.05 pence each. No fractional entitlements will be created by the Share Sub-division.

For illustrative purposes only, based on the closing middle market price of an Existing Ordinary Share on 4 October 2021, the theoretical price of a New Ordinary Share following completion of the Share Sub-division would be 206.90 pence. This is determined as follows:

	Hypothetical number of Existing Ordinary Shares held	Nominal value (pence per share)	Mid-market price (pence per share)	Total value (pence)
Before the Share Sub-division	10	0.25	1,034.50	10,345.00
After the Share Sub-division	50	0.05	206.90	10,345.00

The New Ordinary Shares will be in registered form and may be held in certificated or uncertificated form. Following the Share Sub-division becoming effective, share certificates in respect of the Existing Ordinary Shares will cease to be valid and will be cancelled. New certificates in respect of New Ordinary Shares will be issued to those shareholders who hold their Existing Ordinary Shares in certificated form, and are expected to be dispatched, at the risk of shareholders, by Monday 15 November 2021. Share certificates in respect of Existing Ordinary Shares should be destroyed upon receipt of new certificates. No temporary documents of title will be issued. Transfers of New Ordinary Shares after Friday 29 October 2021, but before the dispatch of new certificates, will be certified against the register of members of the Company. CREST accounts are expected to be credited on Monday 1 November 2021.

Applications will be made for admission of the New Ordinary Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities. If the applications are accepted, it is proposed that the last day of dealings in Existing Ordinary Shares will be Friday 29 October 2021 and the effective date for dealings to commence in New Ordinary Shares will be Monday 1 November 2021.

Based on current UK tax legislation, the Share Sub-division should not be treated as a disposal for the purposes of UK capital gains tax. The Share Sub-division should also not be treated as giving rise to any distribution for income tax purposes. After the sub-division of the Existing Ordinary Shares, the base cost of Existing Ordinary Shares for the purposes of UK capital gains tax should be apportioned between the resulting New Ordinary Shares. If you are in any doubt as to your personal tax status, you should consult your own professional adviser.

If this resolution is passed, the Share Sub-division will become effective on admission of the New Ordinary Shares to the Official List, which is expected to be at 8.00am on Monday 1 November 2021. The New Ordinary Shares have been allocated new stock identification codes as follows: SEDOL code BM8Q5M0 and ISIN code GB00BM8Q5M07.

### Action to be taken

A form of proxy (**Proxy Form**) for use at the General Meeting accompanies this document. If you are unable to attend the meeting, you are requested to complete and sign the enclosed Proxy Form and return it to the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible, but, in any event, so as to be received by the registrar no later than 1.00pm on 26 October 2021.

You may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Shareholder Helpline on 0371 384 2917 from within the UK or +44 371 384 2917 if calling from outside the UK (the Shareholder Helpline is open between 8.30am and 5.30pm UK time Monday to Friday excluding public holidays in England and Wales). Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that the Shareholder Helpline cannot provide advice on the merits of the Share Sub-division nor give any financial, investment, legal or tax advice. You will need to state clearly on each Proxy Form the number of Existing Ordinary Shares in relation to which the proxy is appointed.

If you are a CREST member, you can use the CREST electronic proxy appointment service.

The completion and return of a Proxy Form will not preclude shareholders from attending the General Meeting and voting in person should they so wish. Further details relating to voting by proxy are set out in notes 2 to 9 of the Notice and in the Proxy Form.

### Recommendation

The Board considers that the resolution set out in the Notice is in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board unanimously recommends that you vote in favour of the resolution to be proposed at the General Meeting, as the directors intend to do in respect of their own beneficial shareholdings, amounting, in aggregate, to 3,944,934 Existing Ordinary Shares, representing approximately 0.38% of the existing issued share capital of the Company. The Board understands that it is the intention of the Pentland Group, which holds 535,278,239 Existing Ordinary Shares (representing approximately 51.9% of the existing issued share capital of the Company), to vote in favour of the Share Sub-division.

Yours faithfully



Peter Cowgill, Executive Chairman

# **JD Sports Fashion plc**

## **Notice of General Meeting**

Notice is hereby given that a general meeting of JD Sports Fashion plc (**Company**) will be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR on 28 October 2021 at 1.00pm to consider and, if thought fit, pass the following resolution. The resolution will be proposed as an ordinary resolution.

### **Ordinary Resolution**

That each ordinary share of 0.25 pence in the capital of the Company be and is hereby sub-divided into five ordinary shares of 0.05 pence each, such shares having the rights and being subject to the restrictions set out in the articles of association of the Company for the time being, provided that this resolution is conditional upon, and shall take effect on, admission to the Official List of the FCA and to trading on the London Stock Exchange's main market for listed securities of the new ordinary shares arising from such sub-division by 8.00am on 1 November 2021 (or such other time and/or date as the board of directors of the Company may, in its absolute discretion, determine).

### **By order of the Board**

Siobhan Mawdsley

Company Secretary, JD Sports Fashion plc

Registered office: Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR

(Registered in England & Wales with number 1888425)

1. The right to vote at the meeting is determined by reference to the register of members. Only the members registered in the register of members of the Company as at 6.30pm on 26 October 2021 or, in the event that the meeting is adjourned, in the register of members as at 6.30pm on the day that is two business days prior to the date of any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.30pm on 26 October 2021 or, in the event that the meeting is adjourned, after 6.30pm on the day that is two business days prior to the date of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.
2. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) via its duly appointed representative must appoint a proxy to do so.
3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.

A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment.

Additional proxy forms may be obtained by contacting the Company's registrar, Equiniti, on Shareholder Helpline on 0371 384 2917 from within the UK or +44 371 384 2917 if calling from outside the UK (the Shareholder Helpline is open between 8:30am and 5:30pm UK time Monday to Friday excluding public holidays in England and Wales). Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that the Shareholder Helpline cannot provide advice on the merits of the Share Sub-division nor give any financial, investment, legal or tax advice. You will need to state clearly on each Proxy Form the number of Existing Ordinary Shares in relation to which the proxy is appointed.

A failure to specify the number of shares each proxy appointment relates to or specifying a number of shares which, on its own or when taken together with the numbers of shares set out in the other proxy appointments, is in excess of the number of shares held by the member, may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

4. To be valid, forms of proxy must be received by post or (during business hours only) by hand at the office of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, no later than 1.00pm on 26 October 2021 (or, if the meeting is adjourned, not less than 48 hours (excluding non-business days) before the time of any adjourned meeting). A form of proxy is enclosed.
5. Completion and return of the form of proxy or any CREST proxy instruction will not prevent a member from attending and voting in person should he or she so wish.
6. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 our registrar, Equiniti (ID RA19), no later than 1.00pm on 26 October 2021 (or if the meeting is adjourned, no later than 48 hours (excluding non-business days) before the time of any adjourned meeting). After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

For these purposes, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is first able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

8. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system 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, to procure that his or her 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Manual or the Uncertificated Securities Regulations 2001.
10. As at 4 October 2021 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consists of 1,031,627,149 ordinary shares of 0.25 pence each carrying one vote each. The Company does not hold any shares in treasury; therefore, the total voting rights in the Company as at 4 October 2021 are 1,031,627,149.
11. Copies of the executive directors' service contracts and the non-executive directors' letters of appointment are available for inspection during normal business hours on Monday to Friday (excluding public holidays) at the registered office of the Company.
12. A member which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. Any such corporate 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.
13. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Companies Act 2006 (nominee):
  - 13.1 the nominee may have a right under an agreement between the nominee and the member by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - 13.2 if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.
14. The statements in relation to the appointment of proxies in notes 2 to 9 above do not apply to nominees. The rights described in such notes can only be exercised by members of the Company.
15. Any member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Companies Act 2006. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - 15.1. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 15.2. the answer has already been given on a website in the form of an answer to a question; or
  - 15.3. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. You may not use any electronic address provided in either this notice or any related document (including the form of proxy) or in any website to communicate with the Company for any purposes other than those expressly stated.
17. A copy of this notice and any other information required by s311A of the Companies Act 2006 can be found at [www.jpdc.com](http://www.jpdc.com).



