

## **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 2023 ANNUAL GENERAL MEETING**

Notice of the 2023 Annual General Meeting of JD Sports Fashion Plc, to be held at Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Tuesday 27 June 2023 at 9.00am, is set out on pages 4 and 5 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the notes to the Notice of the Annual General Meeting set out on pages 6 and 7. To be valid, your proxy appointment must be received at the address for delivery specified in the notes by no later than 9.00am on Friday 23 June 2023.

## LETTER FROM THE NON-EXECUTIVE CHAIR

Letter from the Non-Executive Chair 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:

Regis Schultz (Chief Executive Officer), Neil James Greenhalgh (Chief Financial Officer), Andrew Higginson (Independent Non-Executive Chair), Kathryn Louise Smith (Independent Non-Executive Director, Senior Independent Director, Workforce Engagement Director), Helen Ashton (Independent Non-Executive Director and Audit Chair), Suzi Williams (Independent Non-Executive Director and Remuneration Committee Chair), Mahbobe Sabetnia (Independent Non-Executive Director and Consumer Duty Director), Andrew Michael Long (Non-Executive Director), Hubertus Georg Hoyt (Independent Non-Executive Director), Ian Dyson (Independent Non-Executive Director).

Dear Shareholder

### **2023 Annual General Meeting**

**23 May 2023**

I am pleased to be writing to you with details of the 2023 Annual General Meeting (the 'AGM') of JD Sports Fashion Plc (the 'Company'), which we will be holding at Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Tuesday 27 June 2023 at 9.00am.

Business of the Meeting

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

### **Format of the AGM and appointing a proxy**

**We look forward to welcoming you in person to the AGM.**

**If you are unable, or would prefer not, to attend the AGM in person, you can still be represented at the meeting by appointing a proxy to act on your behalf and by giving instructions on how you wish your proxy to vote on the proposed resolutions.**

**Irrespective of whether or not you propose to attend the meeting, we would encourage you to appoint the Chair of the meeting as your proxy. This will ensure that your vote will be counted if ultimately you are (or any proxy you might otherwise appoint is) not able to attend on the day for any reason. 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 proposed resolutions set out in the Notice. Appointing a proxy will not prevent you from attending and voting in person if you wish to do so.**

**All proposed resolutions will be put to a vote on a poll. This is in line with practice adopted by many UK public companies. This means that any shareholder present in person or by proxy shall have one vote for every share held.**

**Details of how to appoint a proxy are set out in the notes to the Notice on page 6. To be valid, your proxy appointment form or instruction must be received at the address specified in the notes by no later than 9.00am on Friday 23 June 2023.**

### **Asking questions**

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 whether or not you are able to attend.

Shareholders or their appointed proxies or representatives who attend the AGM on the day will be able to ask questions on the business of the meeting. All shareholders (irrespective of whether or not they propose to attend the AGM) are also invited to ask their questions on the business of the meeting in advance by sending an email to AGMenquiries@jdplc.com. Shareholders wishing to receive a response to a question in advance of the proxy voting deadline for the AGM should submit their questions by email by no later than 9.00am on Tuesday 20 June 2023.

**Recommendation**

The board of directors considers that the proposed 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



**Andrew Higginson**

Non-Executive Chair

**JD SPORTS FASHION PLC**  
**Notice of 2023 Annual General Meeting**

Notice is hereby given that the 2023 Annual General Meeting of the members of JD Sports Fashion Plc (the 'Company') will be held at Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Tuesday 27 June 2023 at 9.00am for the purposes set out below.

Resolutions 1 to 6 (inclusive) and Resolutions 16 to 19 (inclusive) will be proposed as ordinary resolutions. Resolutions 7 to 15 (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 20 to 22 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 period ended 28 January 2023.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy) for the period ended 28 January 2023.
3. To declare a final dividend of 0.67 pence per ordinary share.
4. To elect Regis Schultz as a director of the Company.
5. To re-elect Neil Greenhalgh as a director of the Company.
6. To re-elect Andrew Long as a director of the Company.
7. To re-elect Kath Smith as a director of the Company.
8. To re-elect Bert Hoyt as a director of the Company.
9. To re-elect Helen Ashton as a director of the Company.
10. To re-elect Mahbobe Sabetnia as a director of the Company.
11. To re-elect Suzi Williams as a director of the Company.
12. To elect Andrew Higginson as a director of the Company.
13. To elect Ian Dyson as a director of the Company.
14. To elect Angela Luger as a director of the Company.
15. To elect Darren Shapland as a director of the Company.
16. To appoint Deloitte LLP as auditors.
17. To authorise the audit committee of the Company's board of directors to determine the auditor's remuneration.
18. That, from the date of the passing of this resolution until the earlier of the close of business on 27 June 2024 and the conclusion of the Company's annual general meeting to be held in 2024, 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".
19. 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 £32,318;

- (b) this authority shall expire at the close of business on 27 June 2024 or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2024;
- (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.

20. That, subject to the passing of resolution 19 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 19 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 19(a) above) with an aggregate nominal value of £32,318,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 19 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.

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

22. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 0.05p each in the capital of the Company, subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased is 10% of the issued share capital of the Company;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 0.05p;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the close of the annual general meeting of the Company held in 2024 or 18 months from the date of this resolution (whichever is earlier); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

Registered office:  
JD Sports Fashion Plc, Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR

By order of the Board



**Neil Greenhalgh**  
Chief Financial Officer

1. The right of a member to attend and vote at the meeting 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 Friday 23 June 2023 (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 the close of business on Friday 23 June 2023 shall not be entitled to vote in respect of the separate approval of Resolutions 7 to 15 (inclusive) by members who are not controlling shareholders in accordance with LR 9.2.2ER (2) of the Listing Rules.
2. 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 meeting.
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed 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. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so.
4. A member may appoint a proxy, and give voting instructions, by any of the following means:

**By completing and returning a hard copy proxy form**

- A member may 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 to the Company's Registrar, Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA so as to be received by no later than 9.00am on Friday 23 June 2023.

**By submitting a proxy appointment online** - A member may appoint a proxy online by visiting the Company Registrar's online portfolio service portal, at [www.shareview.co.uk](http://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 the relevant online instructions must be transmitted so as to be received by no later than 9.00am on Friday 23 June 2023.

**By submitting a proxy appointment via CREST** - Members who hold their shares in uncertificated form may use the "CREST electronic proxy appointment service" to appoint a proxy electronically by following the procedures set out in note 5 below.

Any power of attorney or other authority under which a proxy appointment is signed or 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 proxy appointment (or at the Company's registered office) by the latest time indicated for receipt of such proxy appointment. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he or she so wish.

5. 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 9.00am on Friday 23 June 2023. 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.
6. 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 2 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.

7. As at 22 May 2023 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 5,183,135,745 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 5,183,135,745.
8. 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.
9. 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](mailto:AGMenquiries@jdplc.com).

Members wishing to receive a response to a question in advance of the proxy voting deadline for the AGM should submit their questions by email by no later than 9:00am on 20 June 2023.

10. 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](http://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.
11. 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.
12. 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 7 to 15) will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.
13. The safety of our shareholders is always our main priority. The Company will not permit behaviour that may interfere with the security, safety or good order of the AGM, or with the security or safety of any other attendees of the AGM. Any such behaviour will be dealt with appropriately by the Chair of the meeting. The Company reserves the right to remove any guest from the AGM at any time during the proceedings at its absolute discretion.
14. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact 0371 384 2356 or visit [www.shareview.co.uk](http://www.shareview.co.uk) and register for the electronic communications service. The Company actively encourages all shareholders to register for the electronic communications service, in place of receiving traditional paper copies by post. Increased use of electronic communications will reduce costs, as well as speeding up the provision of information to shareholders. The reduced use of paper will also have environmental benefits.

## APPENDIX

### 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 a general meeting, copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial period. In accordance with best practice, the Company proposes an ordinary resolution to receive its annual report and accounts for the financial period ended 28 January 2023 (the '2023 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 period ended 28 January 2023.

The directors' remuneration report is set out on pages 132 to 154 of the 2023 Annual Report. For the purposes of this resolution, the directors' remuneration report does not include the directors' remuneration policy on pages 137 to 140. The vote on the directors' remuneration report is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

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 not proposing any changes to the directors' remuneration policy approved at the EGM in December 2022.

#### **Resolution 3 – Declaration of final dividend**

The directors are recommending a final dividend for the financial period ended 28 January 2023 of 0.67 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 4 August 2023 to shareholders on the register of members as at the close of business on 7 July 2023.

#### **Resolutions 4 to 15 (inclusive) – Election and re-election of directors**

Resolutions 4 to 15 relate to the retirement and the election or re-election (as the case may be) of the Company's directors. The Company's articles of association provide that a director who has been appointed by the board of directors during the period shall hold office only until the end of the annual general meeting next following his or her appointment.

Regis Schultz, Andrew Higginson, Ian Dyson, Angela Luger and Darren Shapland were each appointed as directors of the Company since the last annual general meeting. At the AGM, therefore, each intends to stand for election by the shareholders for the first time.

The Company's articles of association also 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. Notwithstanding the provisions of the Company's articles of association, the board of directors has determined that each of the other 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 other existing directors, being Neil Greenhalgh, Andrew Long, Kath Smith, Bert Hoyt, Helen Ashton, Mahbobe Sabetnia and Suzi Williams, intends to stand for re-election by the shareholders.

Resolutions 7 to 15 (inclusive) relate specifically to the election or 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 Kath Smith, Bert Hoyt, Helen Ashton, Mahbobe Sabetnia, Suzi Williams, Andrew Higginson, Ian Dyson, Angela Luger and Darren Shapland.

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% 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 22 May 2023, Pentland held 2,676,391,195 shares, representing 51.64% of the Company's issued share capital as at that date. Therefore, at the AGM, the election or re-election (as the case may be) of the Company's 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 election or re-election of directors other than Pentland or any of Pentland's associates (the 'Independent Shareholders').

Resolutions 7 to 15 (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 7 to 15 (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 elect or 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 7 to 15 (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 elected or re-elected (as the case may be) 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 elect or 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 election or re-election is approved by majority vote of all shareholders at a second meeting, the Independent Director in question will be elected or re-elected (as the case may be) 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 any of the Independent Directors and the Company, any of the Company's directors, Pentland or any of Pentland's associates.
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 112 and 113 of the 2023 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. 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 16 and 17 – Appointment 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. As previously announced, the Group concluded its tender process on the appointment of a new external auditor. As a result of the tender process and on the recommendation of the audit and risk committee, the board is proposing to shareholders the appointment of Deloitte LLP as the Company's auditors for the financial period ending 3 February 2024. Resolution 16, therefore, proposes Deloitte's appointment as auditors to hold office until the Company's next annual general meeting at which its accounts are laid before shareholders.

Resolution 17 authorises the audit and risk committee to agree Deloitte's remuneration. The audit and risk 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 18 – 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 19 – 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 £32,318. This amount represents approximately 1.25% of the Company's issued ordinary share capital as at 22 May 2023 (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 27 June 2024 or, if earlier, on the conclusion of the Company's next annual general meeting.

### **Resolution 20 – Disapplication of statutory pre-emption rights**

Resolution 20 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 £32,318. This amount represents approximately 1.25% of the Company's issued ordinary share capital as at 22 May 2023 (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 21 – Notice of general meetings**

Resolution 21 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 2024. 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.

**Resolution 22 – Authority to purchase own shares**

This resolution, which will be proposed as a special resolution, authorises the Company to make market purchases of its own ordinary shares as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 10% of the issued share capital of the Company as at 22 May 2023 and sets minimum and maximum prices. This authority will expire at the conclusion of next year's AGM.

The directors have no present intention of exercising this authority but will keep the matter under review. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the employees' share schemes. As at 22 May 2023 there were options over 53,225 ordinary shares in the capital of the Company which represent 0.00% of the issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase ordinary shares was exercised in full, these options would represent 0.00% of the issued ordinary share capital (excluding treasury shares).

There were 0 warrants and 53,225 options to subscribe for ordinary shares outstanding as at 22 May 2023 (being the latest practicable date prior to the publication of this Notice), representing 0.00% of the Company's issued ordinary share capital (excluding treasury shares). If the full authority to buy back shares (existing and being sought) was exercised in full, these warrants and options would represent 0.00% of the Company's issued ordinary share capital.

The authority will only be valid until the conclusion of the next AGM in 2024 or, if earlier, 18 months from the date of the resolution.



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