

THE COMPANIES ACTS
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

OF

JD SPORTS FASHION PLC

At the Annual General Meeting of the members of JD Sports Fashion Plc (the **Company**) duly convened and held on Tuesday 27 June 2023, resolution 19 was passed as an ordinary resolution and resolutions 20 to 22 inclusive were passed as special resolutions:

- 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

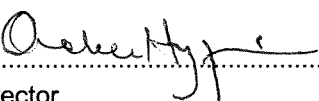
- (b) the allotment of equity securities (other than pursuant to paragraph 20(a) above) with an aggregate nominal value of £32,318,

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.


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Director