

**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 2025 ANNUAL GENERAL MEETING

Notice of the 2025 Annual General Meeting of JD Sports Fashion Plc, to be held at the offices of Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Wednesday 2 July 2025 at 10.00am, is set out on pages 4 to 6 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 7 and 8. To be valid, your proxy appointment must be received at the address for delivery specified in the notes by no later than 10.00am on Monday 30 June 2025.

LETTER FROM THE CHAIR

Letter from the 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:

Régis Schultz (Chief Executive Officer), Dominic Platt (Chief Financial Officer), Andrew Higginson (Independent Non-Executive Chair and Nomination Committee Chair), Kath Smith (Independent Non-Executive Director, Senior Independent Director, Workforce Engagement Non-Executive Director), Helen Ashton (Independent Non-Executive Director and Audit & Risk Committee Chair), Andrew Long (Non-Executive Director), Hubertus Hoyt (Independent Non-Executive Director), Ian Dyson (Independent Non-Executive Director), Angela Luger (Independent Non-Executive Director and Remuneration Committee Chair), Darren Shapland (Independent Non-Executive Director and ESG Committee Chair) and Prama Bhatt (Independent Non-Executive Director).

Dear Shareholder

2025 Annual General Meeting

2 June 2025

I am pleased to be writing to you with details of the 2025 Annual General Meeting (the 'AGM') of JD Sports Fashion Plc (the 'Company'), which we will be holding at the offices of Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Wednesday 2 July 2025 at 10.00am.

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 to 6 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.

Requisitioned Resolution

The Company has received notice pursuant to the Companies Act 2006 of the intention to move a resolution which is set out as Resolution 23 in the Notice. The resolution has been requisitioned by a small group of shareholders co-ordinated by ShareAction and should be read together with their statement in support of their proposed resolution which can be found in the explanatory notes on pages 13 and 14. The Directors consider that Resolution 23 is not in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote against Resolution 23 for the reasons set out on pages 12 and 13.

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 will vote in favour of each of the proposed resolutions set out in the Notice with the exception of Resolution 23 which he will vote against.

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 pages 7 and 8. To be valid, your proxy appointment form or instruction must be received at the address specified in the notes by no later than 10.00am on Monday 30 June 2025.

Asking questions

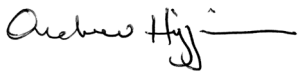
The Board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting whether or not you are able to attend.

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 10.00am on Thursday 26 June 2025.

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 with the exception of Resolution 23, which the Board does not support and recommends that shareholders vote against. Excepting Resolution 23, the Board unanimously recommends shareholders to vote in favour of all other resolutions 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

A handwritten signature in black ink, appearing to read 'Andrew Higginson', with a long horizontal stroke extending to the right.

Andrew Higginson

Chair

JD SPORTS FASHION PLC
Notice of 2025 Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of the members of JD Sports Fashion Plc (the 'Company') will be held at the offices of Addleshaw Goddard LLP, One St. Peter's Square, Manchester, M2 3DE on Wednesday 2 July 2025 at 10.00am for the purposes set out below.

Resolutions 1 to 7 (inclusive) and Resolutions 16 to 19 (inclusive) will be proposed as ordinary resolutions. Resolutions 8 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 23 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 1 February 2025.
2. To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the period ended 1 February 2025.
3. To approve the Directors' remuneration policy (as contained in the Directors' remuneration report for the year ended 1 February 2025).
4. To declare a final dividend of 0.67 pence per ordinary share.
5. To re-elect Andrew Long as a Director of the Company.
6. To re-elect Régis Schultz as a Director of the Company.
7. To re-elect Dominic Platt as a Director of the Company.
8. To elect Prama Bhatt as a Director of the Company.
9. To re-elect Andrew Higginson as a Director of the Company.
10. To re-elect Kath Smith as a Director of the Company.
11. To re-elect Hubertus Hoyt as a Director of the Company.
12. To re-elect Helen Ashton as a Director of the Company.
13. To re-elect Ian Dyson as a Director of the Company.
14. To re-elect Angela Luger as a Director of the Company.
15. To re-elect Darren Shapland as a Director of the Company.
16. To re-appoint Deloitte LLP as auditors.
17. To authorise the Audit & Risk Committee of the Company's Board of Directors to determine the auditors' remuneration.
18. That, from the date of the passing of this resolution until the earlier of the close of business on 31 July 2026 and the conclusion of the Company's annual general meeting to be held in 2026, 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 £32,217;
 - (b) this authority shall expire at the close of business on 31 July 2026, or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2026;
 - (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 UK 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 £32,217,
- 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. For the purposes of this resolution the expression "the allotment of equity securities" shall have the same meaning as given in section 560(3) of the Act.
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 is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares in the capital of the Company, subject to the following conditions:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 515,475,677;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
 - (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 business on 31 July 2026 or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2026; 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 and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

The following resolution has been put forward by a small group of shareholders co-ordinated by ShareAction who together own less than 1% of the Company's shares in issue. The Board of the Company does NOT support this resolution:

23. To provide investors with the information needed to assess the Company's approach to human capital management, shareholders request that the Board and management oversee the preparation of a report outlining:
- (a) the Company's approach to setting base pay for hourly paid direct employees and which Committee of the Board has oversight of this;
 - (b) number of direct employees whose base pay is below the real Living Wage, broken down by contract type (permanent or fixed-term) and working hours (full-time, part-time or non-guaranteed hours of employment);
 - (c) hourly paid direct employees turnover rates, broken down by base pay and working hours (full-time, part-time or non-guaranteed hours);
 - (d) the Company's approach to setting base pay for regular on-site, third-party contracted staff and which Committee of the Board has oversight of this;
 - (e) number of regular, on-site, third-party contracted staff whose base pay is below the real Living Wage; and
 - (f) cost/benefit analysis of implementing the real Living Wage as a minimum rate of pay for direct employees and regular, on-site, third-party contracted staff.

This Report will strengthen investors' understanding of the Company's human capital management strategy and its approach to ensuring its wage policies are reasonably designed to provide all workers with a wage that meets the cost of living. The Report should be prepared in a reasonable timeframe and omit any proprietary information.

The Board recommends that shareholders vote AGAINST this resolution. Our response to this requisitioned resolution is set out on page 12.

Registered office:

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

By order of the Board



Theresa Casey

General Counsel & Company Secretary

2 June 2025

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 Monday 30 June 2025 (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 UK Listing Rules) at the close of business on Monday 30 June 2025 shall not be entitled to vote in respect of the separate approval of Resolutions 8 to 15 (inclusive) by members who are not controlling shareholders in accordance with UKLR 6.2.8R (2) of the UK 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 10.00am on Monday 30 June 2025.

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 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 10.00am on Monday 30 June 2025.

By submitting a proxy appointment via CREST

or Proxymity – 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 & International 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 10.00am on Monday 30 June 2025. 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. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00am on Monday 30 June 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

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 16 May 2025 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 5,154,756,769 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 5,154,756,769.
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 AGM enquiries@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 10:00am on Thursday 26 June 2025.
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. 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 8 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 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.
15. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including you name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy which can be found at www.jdplc.com/privacy.

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 1 February 2025 (the ‘2025 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 1 February 2025.

The Directors’ remuneration report is set out on pages 114 to 139 of the 2025 Annual Report. The vote on the Directors’ remuneration report is advisory only and the Directors’ entitlement to remuneration is not conditional on its being passed. 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, subject to a separate vote at Resolution 3.

Resolution 3 – Approval of Directors’ Remuneration Policy

The Act requires the Directors’ remuneration policy to be put to shareholders for approval at least every three years. The current Directors’ remuneration policy was last approved by shareholders at the general meeting of the Company held on 13 December 2022. Accordingly, shareholders are this year invited to approve a revised Directors’ remuneration policy. The proposed new Directors’ remuneration policy is set out on pages 120 to 127 of the 2025 Annual Report. If approved by shareholders, the new Directors’ remuneration policy will apply for up to three years.

The revised Directors’ remuneration policy sets out how the Company proposes to pay its Directors and includes details of the Company’s approach to recruitment remuneration and loss of office payments, as well as details of changes from the current Directors’ remuneration policy. Further details regarding the rationale for the proposed changes to the Directors’ remuneration policy are contained in the annual statement of the chair of the Remuneration Committee of the Board of Directors (the ‘Remuneration Committee’) on pages 114 to 115 of the 2025 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.

Resolution 4 – Declaration of final dividend

The Directors are recommending a final dividend for the financial period ended 1 February 2025 of 0.67 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 11 July 2025 to shareholders on the register of members as at the close of business on 13 June 2025.

Resolutions 5 to 15 (inclusive) – Election and re-election of Directors

Resolutions 5 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.

Prama Bhatt was appointed as a Director of the Company since the last annual general meeting. At the AGM, therefore, she 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 Régis Schultz, Dominic Platt, Andrew Long, Kath Smith, Hubertus Hoyt, Helen Ashton, Andrew Higginson, Ian Dyson, Angela Luger and Darren Shapland intend to stand for re-election by the shareholders.

Having considered the performance and contribution made by each of the Directors, the Board remains satisfied that each Director has demonstrated that they continue to be effective and remain committed to their role (making sufficient time available for Board and Committee meetings and other Director duties required). Resolutions 8 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, Hubertus Hoyt, Helen Ashton, Andrew Higginson, Ian Dyson, Angela Luger, Darren Shapland and Prama Bhatt.

The Company is required to comply with certain provisions of the Financial Conduct Authority's UK Listing Rules (the 'Listing Rules') that apply to the election or re-election of Independent Non-Executive Directors of 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 16 May 2025, Pentland held 2,676,391,195 shares, representing 51.92% of the Company's issued share capital as at that date. Therefore, at the AGM, the re-election 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 8 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 8 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 8 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 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 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 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 90 to 91 of the 2025 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 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 – Re-appointment and remuneration of the auditors

The Company is required to re-appoint auditors at each annual general meeting at which its annual accounts and reports are presented to shareholders. Resolution 16, which has been recommended to the Board by the Audit & Risk Committee, seeks the re-appointment of Deloitte as the Company's external auditors. Deloitte will hold office as auditors until the Company's next annual general meeting at which its accounts are laid before shareholders.

Resolution 17 authorises the Audit & Risk Committee to agree Deloitte's remuneration. The Audit & 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 £32,217.

This amount represented approximately 1.25% of the Company's issued ordinary share capital as at 16 May 2025 (being the latest practicable date prior to publication of this document). The Company held 28,378,976 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 31 July 2026 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 £32,217. This amount represented approximately 1.25% of the Company's issued ordinary share capital as at 16 May 2025 (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.

In accordance with s307A of the Act, 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 2026. 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 approximately 10% of the issued share capital of the Company (excluding treasury shares) as at 16 May 2025 and sets minimum and maximum prices. If passed, the authority will only be valid until the close of business on 31 July 2026 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2026.

On 10 April 2025, the Company announced its intention to commence, from that date, a share buyback programme to purchase ordinary shares of £0.0005 each in the Company with an aggregate value of up to £100 million (the 'Programme'). Any purchases under the Programme will be carried out in accordance with the general share buyback authority granted by the Company's shareholders at the annual general meeting held in 2024 up until the AGM when the current authority is due to expire. Subject to this Resolution 22 being passed at the AGM, the Directors intend that purchases will subsequently be carried out in accordance with the renewed general buyback authority. As previously announced, the Programme is expected to complete no later than 31 July 2025. Shares purchased under the Programme will either be cancelled or held in treasury. 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 16 May 2025 there were options over 50,889,875 ordinary shares in the capital of the Company which represented 0.99% of the issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase ordinary shares (existing and being sought) was exercised in full, these options would represent 0.99% of the issued ordinary share capital (excluding treasury shares).

The authority will only be valid until the close of business on 31 July 2026 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2026.

Resolution 23 – ShareAction Requisitioned Resolution

The Company has received notice pursuant to the Companies Act 2006 of the intention to move Resolution 23 as set out on pages 5 and 6 of this Notice. The resolution has been requisitioned by a small group of shareholders co-ordinated by ShareAction and should be read together with their statement in support of their proposed resolution which is set out below. **The Directors consider that Resolution 23 is not in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote against Resolution 23 for reasons set out below.**

The resolution is seeking significant additional disclosures in relation to our pay practices. Having assessed the impact of implementing the requirements requested by ShareAction, the Company does not believe this would create a benefit for our colleagues, nor for any other stakeholders.

Over the past two years, the Company has invested in excess of circa £31 million to enhance the remuneration and benefits of our lowest-paid UK colleagues. Our highly competitive UK colleague package is specifically designed to address the needs of our predominantly young workforce. Acceptance of this resolution would constrain the Group's ability to independently determine wages based on Company performance, specific circumstances, and the requirements of our colleagues and investors.

It is crucial for the Company to maintain autonomy over decisions regarding pay and benefits. Failure to continue would undermine this flexibility, escalate costs, impact competitiveness, and adversely affect employment opportunities.

It is unnecessary to generate additional bespoke reports beyond our existing disclosures, which are already in compliance with our legal obligations. The resources used to produce these reports could instead be used to implement projects and practices that would benefit our colleagues directly. We remain committed to providing fair wages and acting in the best interests of all stakeholders.

The Company attended a constructive meeting with ShareAction on 20 March 2025, during which comprehensive information was shared regarding colleague pay and our ongoing investment in colleague learning and development. The Company has identified inaccuracies and misleading statements within ShareAction's March 2025 Investor Briefing issued to support this resolution. The Company has compiled a response and a summary of corrections and clarifications which has been published on our website.

SHAREHOLDERS' SUPPORTING STATEMENT FOR RESOLUTION 23

The following is a statement in support of the resolution by the shareholders who have requisitioned Resolution 23. Resolution 23 is a special resolution and has been requisitioned by a small group of shareholders co-ordinated by ShareAction, who have also requested that the Company circulates the statement set out below. The Company is legally required to circulate this statement. However, neither the Board nor the Company is responsible for its contents or for any inaccurate or misleading statements contained in it.

Effective approaches to setting minimum pay rates are fundamental to human capital management, supporting retention, recruitment and productivity of a motivated workforce. Transparent reporting on approaches to pay will enable investors to assess how JD Sports balances operational costs with long-term sustainability, including the risks associated with wages that do not meet the cost of living for its employees.

JD Sports is an established retailer, with 432 stores and directly employing around 20,000 workers in the UK. The Company's stated aim is for its employees 'to be the best partner for the brands and the best partner for the communities where it operates' (JD Sports Fashion Plc, Annual Report & Accounts 2024), however its current pay policy may not fulfil this ambition.

Indeed:

- JD Sports currently guarantees all workers the National Living Wage, the statutory minimum for workers over the age of 21.
- The company does not have regional pay weighting.

The Company has not disclosed the pay rates of regular, on-site, third-party contractors, such as cleaners and security guards. The definition of third-party contracted workers refers to staff: i. providing a service, ii. on premises the employer is currently occupying (rented or owned) or premises necessary to the work being carried out, iii. for two or more hours a week for eight or more consecutive weeks (in line with the requirements of Living Wage Employer accreditation).

Employee wages constitute one of the largest costs for the Company, with a significant proportion of the workforce being paid at, or near, statutory minimums. Therefore, the Company's approach to setting minimum wages is an important part of its human capital management strategy and of material concern to investors. Separate studies conducted by MIT Sloan School of Management (2014), University of Cambridge (2022) and Cardiff University (2023) show that, despite tight profit margins in the retail sector, improving pay helps to build resilient businesses by lowering staff turnover and absence, improving productivity and customer experience, as well as bringing reputational benefits.

The real Living Wage, as defined by the Living Wage Foundation, is the only independently calculated UK hourly wage which is based on the cost of living, with separate rates for London and the rest of the UK, providing an established and evidence-based benchmark for responsible company practice. Over 15,000 businesses are accredited Living Wage Employers, including 50 of the FTSE100.

In April 2025, the National Living Wage will be £12.21 per hour and the National Minimum Wage will be £10 per hour. The real Living Wage is £12.60 per hour in the UK and £13.85 per hour in London.

By disclosing information that isn't currently available, the Report will support investors' understanding of the sources of information and the factors considered in setting base rates of pay, including the potential impact of wages on recruitment, retention and productivity, as well as the considerations of the Board in determining minimum wages that support the long-term sustainability of the business.

Why this is relevant for UK retailers

The retail and wholesale sector is one of the largest employers of low-paid workers in the UK, employing over 3.5 million workers with 23 per cent of jobs being paid below the real Living Wage (Living Wage Foundation, 'Employee jobs paid below the real Living Wage: 2023', 2024). The sector also has an employee turnover rate of 41.6%, above the national average of 34% (CIPD, 'Benchmarking employee turnover', 2024). The combination of low pay and high employee turnover means that approaches to setting minimum pay rates are particularly important to UK retailers.

UK retailers are facing increases in employer National Insurance contributions announced in the Government's Autumn Budget 2024. Given the large number of low-paid workers in the sector, this policy will have a significant impact. It is important for retailers to disclose their approach to human capital management in this context, particularly how they will address low pay in their workforce.

Rising prices of essential goods and services over the last three years have left families struggling to make ends meet, with 8.1 million working-age adults in the UK living in poverty (Joseph Rowntree Foundation, 'UK Poverty 2024', 2024). While inflation has returned close to the Bank of England's 2 per cent target in the second half of 2024, food prices have risen by a third more than the rise in the overall price levels since 2021, while retail energy prices have increased by 90 per cent more. (Resolution Foundation, 'Paying the price', 2024). These lasting rises in prices disproportionately affect the poorest people in society, who are forced to spend a larger proportion of their income on essentials.

Wages that do not meet the cost of living increase the burden on state support systems, worsen health outcomes and suppress aggregate demand, externalising the costs of low pay onto the wider economy. It is in the interests of diversified investors to support the overall health and resilience of the economy by addressing low pay and the inequality it creates (The Shareholder Commons, 'Living Wage and the Engagement Gap', 2023). Providing wages that meet the cost of living is an action that retailers can take to protect the economic and social systems upon which prosperity is based.

There is recognition that pay practices which do not provide a real Living Wage perpetuate economic insecurity, which threatens both social and economic stability. As the Business Commission to Tackle Inequality (2023) notes, disparities in income and wealth contribute towards the long-term erosion of social cohesion, diminishing trust in institutions and fuelling political polarisation.

Paying the real Living Wage is also a key indicator of a Company's, and its investors', support for the achievement of the UN's Sustainable Development Goal 8, promoting inclusive and sustainable economic growth, employment and decent work for all.



JD Sports Fashion Plc