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.

Notice of the 2020 Annual General Meeting of JD Sports Fashion Plc, to be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Friday 31 July 2020 at 1.00pm, is set out on pages 4 to 6 of this document.

Your attention is drawn to the letter from the Executive Chairman on pages 2 to 3 of this document which sets out the special arrangements in place for the meeting in light of the coronavirus pandemic. To participate in the meeting, you are strongly encouraged to complete and submit a proxy appointment in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 7 to 9. To be valid, your proxy appointment must be received at the address for delivery specified in the Notes by no later than 1.00pm on Wednesday 29 July 2020.
LETTER FROM THE EXECUTIVE CHAIRMAN

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

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

Dear Shareholder
7 July 2020

2020 Annual General Meeting
I am pleased to be writing to you with details of the 2020 Annual General Meeting (‘AGM’) of JD Sports Fashion Plc (the ‘Company’), which we will be holding at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Friday 31 July 2020 at 1.00pm.
The formal notice of AGM (‘Notice’) is set out on pages 4 to 6 of this document and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the business to be considered are set out in Appendix 1 to this document on pages 10 to 14.

AGM format in light of the coronavirus
The board of directors is closely monitoring the coronavirus (COVID-19) pandemic and our priority continues to be the health, safety and wellbeing of all of our stakeholders. The board currently considers that it is in the Company’s best interests to proceed with this year’s AGM, but in light of the current measures taken by the UK Government to reduce the public health risks posed by the spread of COVID-19 (‘Public Health Measures’) and in anticipation of social distancing measures remaining in place at the date of the AGM, this year’s meeting will be scaled-back and will focus on the formal business only.
If the Public Health Measures continue to apply in their current form on 31 July, the board proposes that two directors who are also shareholders will attend the AGM in person. In doing so, they will observe all relevant social distancing guidelines. The board considers their attendance in person is essential for work purposes to ensure that a valid meeting is held.
As the Public Health Measures currently prohibit public gatherings of more than two people, other shareholders will not be permitted to attend the AGM in person if such measures continue to be in force. Shareholders and guests who travel to the meeting will not be admitted. It is, therefore, important that you do not attend the meeting in person while the restrictions on public gatherings are in place.

Participation and questions
The board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to participate in the meeting and to vote notwithstanding the Public Health Measures. Therefore, if you wish to participate in the AGM and the Public Health Measures are in force prohibiting your attendance in person, you should appoint the Chairman of the meeting as your proxy and give your instructions on how you wish the Chairman to vote on the proposed resolutions. All proposed resolutions will be put to a vote on a poll. This will result in a more
accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held. If you have any questions for the board on the business of the meeting, you can send them in advance of the AGM to investorrelations@jdplc.com.

If the Public Health Measures are not in force in their current form at the date of the AGM and there are no other restrictions on physical attendance, you may be able to attend the meeting in person, subject to any public health guidance issued at the time. You may also be able to appoint one or more proxies of your choice to attend and exercise your rights at the meeting in the usual way. If you choose now to appoint a proxy other than the Chairman of the meeting, but the Public Health Measures or other restrictions on attendance in person continue in force, your appointment will be deemed to be an appointment of the Chairman of the meeting. A person other than the Chairman of the meeting who is appointed as a proxy will not be permitted to attend the AGM if the Public Health Measures prohibiting attendance are in force.

Information on how to appoint your proxy can be found in the Notes to the Notice set out on pages 7 to 9. To be valid, your proxy appointment must be received at the address for delivery specified in the Notes by no later than 1.00pm on Wednesday 29 July 2020.

The board recognises that COVID-19 and the Government’s response continues to be an evolving situation and that it may be necessary to modify the AGM arrangements further in the coming weeks. The board, therefore, recommends that you check the Company’s website regularly (www.jdplc.com) and monitor Company announcements for any updates.

**Directors’ Remuneration Policy**

During the course of the year, the board and the remuneration committee have spent a significant amount of time reviewing the existing directors’ remuneration policy, seeking external advice on best market practice and identifying changes needed prior to putting a revised remuneration policy to shareholders at this year’s AGM. The board is mindful of the negative votes received on the directors’ remuneration report at last year’s meeting and this has been taken into consideration as part of the creation of the revised policy on which you are now invited to vote.

As set out in the Company’s announcement on 24 April 2020, the board has implemented changes to its remuneration and that of the senior management team that it considers necessary and appropriate in light of COVID-19. Further information on this is set out in the directors’ remuneration report in the 2020 Annual Report, as defined below.

**Recommendation**

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

Yours faithfully

**Peter Cowgill**

Executive Chairman
Notice is hereby given that the 2020 Annual General Meeting of the members of JD Sports Fashion Plc (the ‘Company’) will be held at Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR on Friday 31 July 2020 at 1.00pm for the purposes set out below.

Resolutions 1 to 5 (inclusive) and Resolutions 10 to 15 (inclusive) will be proposed as ordinary resolutions. Resolutions 6 to 9 (inclusive) will 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 of AGM. Resolutions 16 and 17 will be proposed as special resolutions.

1. To receive the audited financial statements together with the reports of the directors and the auditors for the year ended 1 February 2020.

2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy) for the year ended 1 February 2020.

3. To approve the directors’ remuneration policy (as contained in the directors’ remuneration report for the year ended 1 February 2020).

4. To re-elect Peter Cowgill as a director of the Company.

5. To re-elect Neil Greenhalgh as a director of the Company.

6. To re-elect Andrew Leslie as a director of the Company.

7. To re-elect Martin Davies as a director of the Company.

8. To re-elect Heather Jackson as a director of the Company.

9. To re-elect Kath Smith as a director of the Company.

10. To re-elect Andrew Rubin as a director of the Company.

11. To re-appoint KPMG LLP as auditors.

12. To authorise the audit committee of the Company’s board of directors to determine the auditors’ remuneration.
13 That the rules of the JD Sports Fashion plc Long Term Incentive Plan 2020 (the ‘2020 LTIP’) described in the circular of which this Notice forms part, in the form produced to the meeting and, for the purposes of identification initialled by the chairman of the meeting, are approved and adopted.

14 That, from the date of the passing of this resolution until the earlier of the close of business on 30 July 2021 and the conclusion of the Company’s annual general meeting to be held in 2021, the Company and all companies which are its subsidiaries at any time during such period are authorised:

(a) to make political donations to political parties and/or independent election candidates;
(b) to make political donations to political organisations other than political parties; and
(c) to incur political expenditure,

up to an aggregate total amount of £100,000 with the amount authorised for each of the heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the directors may decide is appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on “Control of political donations and expenditure” as at the date of this Notice.

15 That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (Allotment Rights), but so that:

(a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £190,830;
(b) this authority shall expire at the close of business on 30 July 2021 or, if earlier, on the conclusion of the Company’s annual general meeting to be held in 2021; and
(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.

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

(a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority’s listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
(b) the allotment of equity securities (other than pursuant to paragraph 16(a) above) with an aggregate nominal value of £190,830,
and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 15 in this Notice, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

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

Registered office:

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

By order of the Board

Siobhan Mawdsley
General Counsel and Company Secretary

7 July 2020
Notes

1. In light of the measures taken by the UK Government to reduce the public health risks posed by the spread of the coronavirus (COVID-19) and which include a prohibition on public gatherings of more than two people (‘Public Health Measures’), members will not be permitted to attend the AGM in person if such measures continue to apply on the date of the AGM. Every eligible member does, however, have the right to appoint another person, or two or more persons in respect of different shares held by him or her, as his or her proxy to exercise all or any of his or her rights in relation to the AGM. The appointment of a proxy in relation to this year’s AGM will, however, be subject to the following special arrangements or any alternative arrangements that the board of directors considers necessary to ensure the validity of the meeting:

(a) if the Public Health Measures prohibiting attendance in person apply at the date of the AGM, members who wish to participate in the meeting should appoint the Chairman of the meeting as their proxy in order to do so. No other person(s) appointed as proxy will be permitted to attend the meeting in person. If a member appoints some other person or persons as proxy, such member shall, for so long as the Public Health Measures prohibiting physical attendance apply, be deemed to have appointed the Chairman of the meeting and not the other named person(s) as their proxy; and

(b) if the Public Health Measures prohibiting attendance in person cease to apply before the date of the AGM and there are no other measures restricting physical attendance, members who wish to participate in the meeting can appoint the Chairman of the meeting or some other person(s) as their proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.

Accordingly, if members wish to appoint a person other than the Chairman of the meeting as their proxy in relation to the AGM, they may do so. However, if the Public Health Measures or other restrictions prohibiting physical attendance apply at the date of the meeting, such appointment will be construed as an appointment of the Chairman of the meeting as set out in sub-paragraph (a) above.

2. The right of a member of the Company to attend and vote at the AGM will be determined by reference to the register of members. The Company specifies that only those members listed on the register of members as at the close of business on Wednesday 29 July 2020 (or, if the meeting is adjourned, at the close of business 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) as at the close of business on Wednesday 29 July 2020 shall not be entitled to vote in respect of the separations of resolutions 6 to 9 (inclusive) by members who are not controlling shareholders in accordance with LR 9.2.2ER (2) of the Listing Rules. Reference in this note to the right to attend the AGM shall as regards attendance at the meeting in person be read subject to Note 1 above and to any legislation temporarily limiting such right.

3. A form for the appointment of a proxy is enclosed with this document. To be valid, a hard copy form of proxy must be completed in accordance with the instructions that accompany it and delivered (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) to the Company’s Registrar, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA so as to be received by no later than 1:00pm on Wednesday 29 July 2020.

4. As an alternative to completing and returning a hard copy form of proxy, a member may appoint a proxy online by visiting the Company Registrar’s shareholding management portal, at www.shareview.co.uk and following the instructions. A member that has not already done so will first need to register to use the site. To register, a member will need his or her Investor Code which can be found on the member’s share certificate (or which is otherwise available from the Registrar). To be a valid proxy appointment, the member’s electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by no later than 1:00pm on Wednesday 29 July 2020. Members who hold their shares in uncertificated form may also use “the CREST voting service” to appoint a proxy electronically, as explained below. Any power of attorney or other authority under which any electronic proxy appointment is made or a certified copy of such power or authority must be received at the relevant address specified in these Notes for receipt of such electronic proxy appointment (or at the Company’s registered office) by the latest time indicated for receipt of such electronic proxy appointment.

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 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 an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be
received by Equiniti (ID RA19), as the Company’s “issuer’s agent”, by 1.00pm on Wednesday 29 July 2020. 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. Members who have returned a hard copy form of proxy in accordance with Note 3 above or who register a proxy appointment electronically online or via the CREST voting service in accordance with Notes 4 or 5 above are not precluded from attending the AGM and voting in person if they so wish, provided that it is lawful to do so.

7. A member that is a corporation may authorise one or more persons (or if the Public Health Measures prohibiting physical attendance are in force, the Chairman of the meeting) to act as its representative(s) at the meeting in accordance with section 323 of the Companies Act 2006 (the ‘Act’). Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

8. 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. For so long as the Public Health Measures prohibiting attendance in person are in force, a person other than the Chairman of the meeting who is appointed as a proxy will not be permitted to attend the meeting. The statement in Note 1 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.

9. As at 25 June 2020 (the latest practicable date prior to the printing of this document) (i) the Company’s issued share capital consisted of 973,233,160 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 973,233,160.

10. 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. 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.

11. Subject to any legislation temporarily limiting such right, each member 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 send to the Company any questions on the business of the meeting in advance of the AGM by emailing investor.relations@jdplc.com.

12. 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.

13. A copy of the draft rules of the proposed JD Sports Fashion plc Long Term Incentive Plan 2020 will be available for inspection: (i) at PwC, 7 More London Riverside, London SE1 2RT from the date of this document until the conclusion of the AGM; (ii) online at www.jdplc.com from the date of this document until the conclusion of the AGM; and (iii) at the place of the AGM for at least 15 minutes before, and during, the AGM.

14. All resolutions contained in this Notice will be put to a vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll, each member has one vote for every share held. The results of the votes on all resolutions (including the results of the votes by Independent Shareholders in respect of Resolutions 6 to 9) will be published on the Company’s website and notified to the London Stock Exchange once the votes have been counted and verified.
APPENDIX 1
Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the Annual Report and Accounts
The Companies Act 2006 (the ‘Act’) requires the directors of a public company to lay before the company in general meeting copies of the directors’ reports, the independent auditors’ report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes an ordinary resolution to receive its annual report and accounts for the financial year ended 1 February 2020 (the ‘2020 Annual Report’).

Resolution 2 – Approval of the Directors’ Remuneration Report
In accordance with the Act, shareholders are invited to approve the directors’ remuneration report for the financial year ended 1 February 2020.

The directors’ remuneration report is set out on pages 132 to 159 of the 2020 Annual Report. For the purposes of this Resolution 2, the directors’ remuneration report does not include the part of the report containing the directors’ remuneration policy which is, this year, the subject of a separate vote at Resolution 3. The vote on the directors’ remuneration report is advisory only and the directors’ entitlement to remuneration is not conditional on its being passed.

Resolution 3 – Approval of the Directors’ Remuneration Policy
The Act requires 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 Company’s annual general meeting held in 2017. Accordingly, shareholders are this year invited to approve a revised directors’ remuneration policy. The proposed new directors’ remuneration policy is set out on pages 135 to 148 of the 2020 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 132 to 134 of the 2020 Annual Report.

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

Resolutions 4 to 10 – Re-election of directors
Resolutions 4 to 10 relate to the retirement and re-election of the Company’s directors. The Company’s articles of association require one-third of its 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 all of the directors shall retire from office at the AGM in line with best practice recommendations of the Financial Reporting Council’s UK Corporate Governance Code (the ‘Code’). Each of the directors intends to stand for re-election by the shareholders.

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

The Company is required, once again, to comply with certain provisions of the Financial Conduct Authority’s Listing Rules (the ‘Listing Rules’) that apply to the election or re-election of independent non-executive directors of premium listed companies with a controlling shareholder, being a shareholder that exercises or controls, on their own or together with any person with whom they are acting in concert, 30 per cent. or more of the votes able to be cast on all or substantially all matters at general meeting. For the purposes of the Listing Rules, Pentland Group Limited (‘Pentland’) is a controlling shareholder of the Company. As at the close of business on 25 June 2020, Pentland, together with other members of the Pentland Group, held 535,278,239 shares, representing 55 per cent. of the Company’s issued share capital as at that date. Therefore, at the AGM, the re-election of the Company’s four Independent Directors must be approved in each case by a majority vote of both: (a) the Company’s shareholders as a whole; and (b) the Company’s shareholders entitled to vote on the re-election of directors other than Pentland or any of Pentland’s associates (the ‘Independent Shareholders’).

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

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

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

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

1. There are no existing relationships, transactions or arrangements between any of the Independent Directors and the Company, any of the Company’s directors, Pentland or any of Pentland’s associates.

2. There are no previous relationships, transactions or arrangements between either Heather Jackson, Martin Davies or Kath Smith and the Company, any of the Company’s directors, Pentland or any of Pentland’s associates. Andrew Leslie was formerly an Executive Director of Pentland Brands Plc (an associate of Pentland) until 2008. He was appointed to the Company’s board of directors in May 2010. Andrew Leslie does not represent the interests of Pentland.
The board and the nominations committee have kept under review the position of Andrew Leslie as non-executive director and chair of the Remuneration Committee during the course of the year, given that he has now held his position for more than nine years, and in particular his ability to remain independent in these roles. The board and the nominations committee do not consider that Andrew’s ability to act independently in his roles is compromised as a result of the fact that he has held the position of non-executive director for more than nine years. The board considered Andrew’s roles in light of a number of fundamental factors, including the importance of preparing the revised directors’ remuneration policy which is to be put to shareholders for approval at the AGM. As such, the board and nominations committee are satisfied that Andrew remains sufficiently independent and effective in his respective roles on both the board and board committees and therefore wish to support him continuing in his roles for the forthcoming financial year.

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 page 114 of the 2020 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 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 11 and 12 – Reappointment and remuneration of the auditors

The Company is required to appoint or reappoint auditors at each annual general meeting at which its annual accounts and reports are presented to shareholders. On the recommendation of the audit committee, the board is proposing to shareholders the reappointment of KPMG LLP as the Company’s auditors for the financial year commencing on 2 February 2020. Resolution 11, therefore, proposes KPMG’s reappointment as auditors to hold office until the Company’s next annual general meeting at which its accounts are laid before shareholders. Resolution 12 authorises the audit committee to agree the auditors’ remuneration. The audit committee has confirmed to the board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting its choice of auditors.

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

The JD Sports Fashion plc Long Term Incentive Plan 2020 (the ‘2020 LTIP’) is a new plan for executive directors. Its main features are set out in Appendix 2 which is headed ‘Summary of the main provisions of the JD Sports Fashion Plc Long Term Incentive Plan 2020’.

Under the 2020 LTIP, the executive directors may be made an award of up to an amount equal to 250 per cent. of their salary, in the form of a conditional right to receive a pre-determined cash amount (‘Award’).
Awards will be subject to performance conditions, which will generally be measured over a period of three consecutive financial years.

It is intended that the Awards made in 2020 will be subject to performance conditions: (a) as to 60 per cent. of the value of the Award, by reference to “Profit Before Tax”; and (b) as to 40 per cent. of the value of the Award, by reference to share price growth. These performance targets are designed to help ensure alignment with shareholder value.

However, the Remuneration Committee will have discretion to set different performance targets. Each Award under the 2020 LTIP will be subject to an absolute cap of an amount equal to 250 per cent. of a participant’s base salary, calculated as at the date such Award is made.

The 2020 LTIP is a cash-based plan and Awards may not be granted over shares in the Company. The 2020 LTIP includes terms which give the Remuneration Committee: (a) a discretion to override formulaic outcomes; (b) the power to apply malus and/or clawback. These provisions are designed to reflect updated market practice in terms of corporate governance since the adoption of the Company’s previous long-term incentive plan. They are also designed to enable the Remuneration Committee to ensure that remuneration is not excessive and that reward for failure is avoided.

The Remuneration Committee considers the 2020 LTIP to be an important means of motivating the executive directors and aligning the interests of the executive directors with those of the Company’s shareholders.

The Remuneration Committee has consulted with the Company’s principal shareholders prior to finalising the 2020 LTIP.

**Resolution 14 – Political donations and expenditure**

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

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

**Resolution 15 – Authority to allot shares**

The board is this year seeking 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, 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 £190,830. This amount represents approximately 7.84 per cent. of the Company’s issued ordinary share capital as at 25 June 2020 (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 30 July 2021 or, if earlier, on the conclusion of the Company’s next annual general meeting.
**Resolution 16 – Disapplication of statutory pre-emption rights**

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

If passed by shareholders, this resolution will permit the board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £190,830. This amount represents approximately 7.84 per cent. of the Company's issued ordinary share capital as at 25 June 2020 (being the latest practicable date prior to publication of this document). This resolution will permit the board to allot ordinary shares for cash, up to the specified level, in any circumstances.

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

**Resolution 17 – Notice of general meetings**

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

The Company is currently able to call a general meeting (other than an annual general meeting) on at least 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days’ notice. This resolution seeks such approval. The approval will be effective until the Company’s annual general meeting to be held in 2021. The shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.
APPENDIX 2
Summary of the main provisions of
the JD Sports Fashion Plc Long Term Incentive Plan 2020

1. Eligibility
The 2020 LTIP will be operated and administered by the Remuneration Committee.
The Remuneration Committee will determine who may participate in the 2020 LTIP (‘Participants’) and, whilst it will extend to any employee (including an executive director) of the Company or any of the Company’s subsidiaries, the Remuneration Committee currently intends to use the 2020 LTIP solely for executive directors.

2. Terms of Awards
An Award under the 2020 LTIP will be in the form of a conditional right to receive a pre-determined cash amount.
No Awards may be granted over newly issued shares, treasury shares or shares purchased in the market.
No payment will be required from Participants in relation to the grant of any Award.
Awards under the 2020 LTIP may only be granted within the period of 42 days following the approval of the 2020 LTIP by the Company’s shareholders, the announcement of the Company’s results for any period, the lifting of any restrictions preventing the grant of Awards, or any day on which the Remuneration Committee determines that exceptional circumstances exist.

3. Individual limits
Awards will not be granted to a Participant under the 2020 LTIP in excess of 250 per cent. of salary in any of the Company’s financial years (‘Individual Limit’).
The maximum amount that may vest in relation to each Award will be an amount equal to the Individual Limit.

4. Performance conditions
Awards will generally only vest subject to the satisfaction of performance conditions measured over a three-year period (‘Performance Period’) as determined by the Remuneration Committee.
The performance conditions must contain objective conditions, which must be related to the underlying financial performance of the Company.
It is intended that, for Awards granted in 2020:
(a) 60 per cent. of the amount subject to each Award will be determined by reference to a “Profit Before Tax” measure;
(b) 40 per cent. of the amount subject to each Award will be determined by reference to a share price measure.

5. Vesting of Awards and leavers
The Remuneration Committee has retained the discretion to adjust the level of vesting of an Award upwards or downwards if in its opinion the level of vesting resulting from the application of applicable performance conditions is not a fair and accurate reflection of business performance, a Participant’s personal performance, and/or any other factors as the Remuneration Committee may consider appropriate.
An Award will normally vest on the date, following the end of the Performance Period, on which the Remuneration Committee determines the extent to which the performance condition has been satisfied, unless it lapses earlier as set out below.

Where a Participant ceases to be employed by any member of the Company and its subsidiaries (‘Group’) by reason of ill health, injury, disability, a sale of the entity which employs the Participant out of the Group or for any other reason at the Remuneration Committee’s discretion (‘Good Leaver Circumstances’), a Participant’s unvested Award will usually continue and the Award will vest on the normal vesting date unless the Remuneration Committee determines otherwise.

The Remuneration Committee will decide the extent to which an unvested Award will vest in Good Leaver Circumstances, taking account of (i) the proportion of the Performance Period that has elapsed on the date of cessation of employment (unless the Remuneration Committee decide otherwise) and (ii) the extent to which any performance condition is satisfied at the end of any Performance Period or, as appropriate, at the date on which the Participant ceases to be employed by a Group company.

In the case of death, the Award will normally vest as soon as practicable following the death of the Participant, unless the Remuneration Committee determines otherwise.

The Remuneration Committee will decide the extent to which an unvested Award will vest on death, taking account of (i) the proportion of the Performance Period that has elapsed on the date of death (unless the Remuneration Committee decide otherwise) and (ii) the extent to which any performance condition is satisfied at the end of any Performance Period or, as appropriate, at the date of death.

Awards will lapse immediately where the Participant is lawfully dismissed without notice.

6. Corporate events

In the event of a change of control of the Company, or the passing of a voluntary winding up of the Company, Awards will normally vest, taking into account the extent to which any performance condition has been satisfied at the date of such event.

Where the event occurs during the Performance Period, the proportion of the Performance Period that has elapsed as at the date of the relevant event will also be taken into account, unless the Remuneration Committee determines otherwise.

Alternatively, the Remuneration Committee may permit or require Awards to be exchanged for equivalent awards which relate to a different company.

7. Malus

The Remuneration Committee may take such steps as it considers appropriate to reduce an Award (to nil if appropriate) and/or impose further conditions on the Award in certain circumstances.

Such circumstances include, but are not limited to:

(a) a material misstatement of the Company’s audited financial results;
(b) a serious failure of risk management by the Company, any Group company or a relevant business unit;
(c) reputational damage to the Company, any Group company or a relevant business unit as a result of the Participant’s misconduct or otherwise; or
(d) action or conduct of a Participant which, in the reasonable opinion of the Remuneration Committee, amounts to fraud or gross misconduct.
8. Clawback
The Remuneration Committee may apply clawback to all or part of a Participant’s Award in substantially the same circumstances as apply to malus (as described above) during the period of two years following the vesting of an Award. Clawback may be effected among other means, by requiring the payment of cash by a Participant, or the reduction of other Awards under the 2020 LTIP or any other incentive scheme operated by the Company.

Non-transferability of Awards
Each Award is personal to the Participant and accordingly, Participants may not transfer, assign, charge, encumber or otherwise alienate their Awards nor create in favour of any third party any interest therein (nor, in any case, attempt so to do).

9. Amendments to the 2020 LTIP
The Remuneration Committee may alter the provisions of the 2020 LTIP in any respect provided that the prior approval of shareholders in a general meeting is obtained for alterations or additions which are to the advantage of Participants and relate to eligibility, limits or the basis for determining a Participant’s entitlement to, and the terms of, an Award.

The requirement to obtain the prior approval of shareholders will not, however, apply in relation to any alteration or addition which is minor in nature and made to benefit the administration of the 2020 LTIP, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for Participants.

10. Termination
The 2020 LTIP will terminate on the tenth anniversary of its adoption, or such earlier time as the Board may determine, but the rights of existing Participants will not be affected by such termination. In the event of termination, no further Awards will be granted.

11. Benefits not pensionable
Awards under the 2020 LTIP are non-pensionable.