

# Notice of Annual General Meeting

***jd sports fashion plc***

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

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

If you have sold or otherwise transferred all of your shares in JD Sports Fashion Plc ('Company'), please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Notice of the annual general meeting of the Company to be held at Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR on 23 June 2011 at 12.00pm is set out at the end of this circular.



Letter from the Executive Chairman of JD Sports Fashion Plc to the holders of ordinary shares in JD Sports Fashion Plc  
(Registered in England & Wales with number 1888425)

**Directors:**

Peter Alan Cowgill (Executive Chairman)  
Barry Colin Bown (Chief Executive Officer)  
Brian Michael Small (Group Finance Director)  
Colin Wilson Archer (Non-Executive Director)  
Christopher Michael Bird (Non-Executive Director)  
Andrew Marvin Leslie (Non-Executive Director)  
(the 'Directors')

**Registered Office:**

Hollinsbrook Way  
Pilsworth  
Bury  
Lancashire  
BL9 8RR

24 May 2011

Dear Shareholder

**Notice of Annual General Meeting 2011**

The 2011 annual general meeting ('AGM') of the Company will be held at Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR at 12.00pm on 23 June 2011. The formal notice of AGM is set out on page 6 of this document ('Notice') and sets out the business to be considered at the AGM.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM. This year shareholders will be asked to approve 16 resolutions. Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 14 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

If you would like to vote on the resolutions but cannot come to the AGM, please complete the enclosed proxy form and return it to our registrars as soon as possible. They must receive it by 12.00pm on 21 June 2011.

**Resolution 1 (Ordinary Resolution)**

Each year the Directors of the Company are required to lay before the shareholders at a general meeting the annual financial statements of the Company together with the Directors' and auditor's reports. Resolution 1 proposes to receive the Directors' and auditor's reports and the Company's audited financial statements for the period ended 29 January 2011.

**Resolution 2 (Ordinary Resolution)**

It is a statutory requirement that the Directors' remuneration report be subject to an advisory vote by shareholders at the AGM. The Directors' remuneration report is set out in full on pages 45 to 48 of the Company's annual report and accounts for the year ended 29 January 2011.

**Resolution 3 (Ordinary Resolution)**

The Directors are recommending a final dividend for the year ended 29 January 2011 of 19.2 pence per share. If approved, the final dividend will be paid on 1 August 2011 to shareholders whose names appear on the register at the close of business on 6 May 2011.

**Resolutions 4 to 9 (Ordinary Resolutions)**

Resolutions 4 to 9 relate to the re-election of the Directors in accordance with the UK Corporate Governance Code which replaces the Combined Code on Corporate Governance. The UK Corporate Governance Code recommends that all directors of FTSE 350 companies retire and be subject to re-election on an annual basis. Consequently, the Board has determined that each Director should stand for re-election at this year's AGM. Biographies of each of the Directors standing for re-election are set out on page 36 of the Company's annual report and accounts for the year ended 29 January 2011. The Board confirms that, following a performance evaluation, each Director standing for re-election continues to perform effectively and demonstrates commitment to his role. It is the belief of the Board that each Non-Executive Director is fully able to discharge his duties.

Colin Archer has served as a Non-Executive Director of the Company for more than nine years. The Board has determined that, in its judgment, Mr Archer continues to be of independent character and judgment, notwithstanding his length of service. More information in relation to this matter can be found on page 41 of the Company's annual report and accounts for the year ended 29 January 2011.

**Resolutions 10 and 11 (Ordinary Resolutions)**

The Company is required to appoint or reappoint an auditor at each annual general meeting at which annual accounts and reports are presented to shareholders. Therefore, Resolution 10 proposes the reappointment of KPMG Audit Plc as auditor (to hold office until the next such meeting) and, in accordance with normal practice, Resolution 11 authorises the Directors to determine the auditor's remuneration.

**Resolution 12 (Ordinary Resolution)**

Generally, the Directors may only allot shares (or grant rights to subscribe for, or to convert any security into, shares) in the Company if they have been authorised to do so by shareholders. Resolution 12 renews a similar authority given at last year's annual general meeting and, if passed, will authorise the Directors to allot shares in the capital of the Company (and to grant such rights) up to an aggregate nominal amount of £811,000 (which represents approximately one third of the issued share capital of the Company as at 9 May 2011, being the last practicable date before the publication of this document). This limit is in line with the guidelines issued by the Association of British Insurers ('ABI'). If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 1 September 2012 (whichever is earlier). It is the Directors' intention to renew this authority each year.

As at the date of this document, no shares are held by the Company in treasury. The Directors have no present intention to exercise this authority.

### Resolution 13 (Ordinary Resolution)

This Resolution seeks shareholder approval of the proposed cash incentive plan, further details of which are set out below.

The Company proposes to adopt, subject to the passing of this Resolution, a long term incentive plan for Peter Cowgill (the Executive Chairman of the Company) ("the Award"). The key terms of the Award are set out below.

Mr Cowgill became Executive Chairman in early 2004 and in the period since that date the profitability and cash position of the Company has improved year on year to the substantial benefit of shareholders. It is the strong belief of the Company's remuneration committee ("Remuneration Committee") that it is crucial to the continued success of the Company that the services of the Executive Chairman be secured in the short to medium term. The Award is designed to achieve this.

The Award provides for Mr Cowgill to receive a cash award at a certain date in the future. As with all the previous long term incentive awards made from 2008 onwards to the executive directors, the Remuneration Committee has decided that the delivery mechanism for the incentive should be cash, given the nature of the current shareholder structure and the lack of a large free float. The table below sets out further details of the Award. The final value of the Award is subject to the Company achieving certain profits before tax and exceptional items ("Adjusted Profits"). The Award is to be satisfied by a cash payment to Mr Cowgill.

The Award is divided into three 'tranches' relating to three accounting periods of the Company as set out below ("Award Tranches"). Each Award Tranche has a maximum value, which will be paid out if the Adjusted Profits target for the relevant accounting period is met. If the Adjusted Profits target is not met for any particular accounting period, the value of the relevant Award Tranche will be reduced pro rata according to the actual profits before tax and exceptional items of the Company. If the Adjusted Profits are less than an agreed figure (the "Minimum Adjusted Profits" as set out in the table), the Award Tranche will lapse and no cash payment will be made to Mr Cowgill.

Accounting period	Maximum value of Award (£)	Adjusted Profits target to achieve maximum Award (£)	Minimum Adjusted Profits target to achieve 40% of maximum Award (£)
52 weeks to 28 January 2012	900,000	74m	70m
53 weeks to 2 February 2013	900,000	To be determined by the Company's remuneration committee prior to or on the start of accounting period	To be determined by the Company's remuneration committee prior to or on the start of accounting period
52 weeks to 1 February 2014	1.7m	To be determined by the Company's remuneration committee prior to or on the start of accounting period	To be determined by the Company's remuneration committee prior to or on the start of accounting period

As an alternative, the Company may choose to determine the amount due under any Award Tranche by reference to the performance of the Company against such comparator group or other performance condition(s) or criteria as the Company's remuneration committee, in its discretion, considers appropriate.

Although the amount of cash to be awarded will be calculated at three different times, the cash payments will not be made to Mr Cowgill until after the remuneration committee has met to confirm the final amount due to Mr Cowgill under the Award, which will be after the announcement of the Company's results for the accounting period ending 1 February 2014. If Mr Cowgill leaves his employment with the Company before the start of any accounting period, he will not be entitled to any part of the Award for that accounting period or any subsequent accounting period. If Mr Cowgill leaves his employment with the Company after the start of any accounting period in circumstances where he is a 'good leaver', he will be entitled to a pro-rata amount of the Award Tranche for the accounting period in which he leaves and full payment in respect of any accounting period which has finished. The remuneration committee may, at its discretion, decide to allow the Award Tranche to vest in full in respect of the accounting period in which Mr Cowgill leaves his employment with the Company. In either case, the cash payment will only be made to Mr Cowgill on the usual date, unless the remuneration committee decides otherwise. 'Good leaver' grounds include ill-health or retirement and are further defined in the Award agreement.

On a takeover or change of control (or similar sale of the Company), Mr Cowgill will be entitled to a pro rata amount of the Award Tranche for the accounting period in which the change of control event occurs and full payment of the Award Tranche in respect of any accounting period which has finished. Again, the remuneration committee may, at its discretion, decide to allow the Award Tranche to vest in full in respect of the accounting period current at the time of such takeover or change of control (or similar sale of the Company). The payment will be made on the usual date unless the remuneration committee decides otherwise.

The basis for determining Mr Cowgill's entitlement to, and the terms of, the cash to be provided and for the adjustment thereof (if any) if there is a variation of capital will not be altered to the advantage of Mr Cowgill without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Award, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Mr Cowgill or for the Company or for members of its group).

None of the benefits which may be received under the Award will be pensionable.

The Company considers that the targets for the first Award Tranche (which are consistent with the targets set out in the Company's 2010-2013 Long Term Incentive Plan) are appropriate in light of the present challenging economic climate as highlighted in the Company's announcement of its preliminary results on 13 April 2011.

The Company has discussed the terms of the Award with Pentland Group and Aberforth Funds (who together control the voting rights in respect of more than 50% of the Company's issued share capital as at 9 May 2011 (being the last practicable date before the publication of this document)), who are supportive of the need for the incentive plan.

A copy of the Award agreement will be available at the office of DLA Piper UK LLP at 3 Noble Street, London, EC2V 7EE and at the registered office of the Company (Hollinsbrook Way, Pilsworth, Bury, Lancashire, BL9 8RR) during usual office hours (Saturdays, Sundays and bank holidays excepted) from the date of despatch of this letter until the close of the AGM, and at the place of the AGM for at least fifteen minutes prior to, and then during, the AGM.

### Resolution 14 (Special Resolution)

Generally, if the Directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act 2006 ('Act')) for cash or sell treasury shares for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 14, which will be proposed as a special resolution, renews a similar power given at last year's annual general meeting and, if passed, will enable the Directors to allot equity securities for cash or sell treasury shares for cash up to a maximum aggregate nominal amount of £811,000 without having to comply with statutory pre-emption rights, but this power will be limited to allotments or sales:

- in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- in any other case, up to an aggregate nominal amount of £121,650 (which represents approximately 5% of the issued share capital of the Company as at 9 May 2011, being the last practicable date before the publication of this document).

The Directors intend to follow the provisions in the 2008 Statement of Principles issued by the Pre-Emption Group regarding cumulative usage of authorities within a rolling three-year period. Those Principles provide that a company should not issue shares representing more than 7.5% of its issued share capital for cash in any rolling three-year period, other than on a pre-emptive basis, without prior consultation with shareholders. In line with those Principles, the sale of treasury shares for cash does not count for the purposes of this 7.5% limit.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 1 September 2012 (whichever is earlier). It is the Directors' intention to renew this authority each year.

#### **Resolution 15 (Special Resolution)**

In Resolution 15 the Directors of the Company are seeking to renew a similar authority granted at the Company's last annual general meeting. If passed, it will give the Directors the general authority to purchase up to 4,866,000 shares in the Company in the market (which represents approximately 10% of the issued share capital of the Company as at 9 May 2011, being the last practicable date before publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. The Directors have no current intention of exercising the authority sought under Resolution 15, but consider the authority desirable to provide flexibility in the Company's capital base. If passed, the Directors will only exercise this authority if they are satisfied that the purchase would be likely to result in an increase in expected earnings per share, and would be in the best interests of the Company and of its shareholders generally.

Any shares purchased under this authority may either be cancelled or held as treasury shares. The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under the Company's share schemes. Whilst held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the Directors exercise this authority in order to provide the Company with additional flexibility in the management of its capital base. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

As at the date of this document, no shares are held by the Company in treasury. As at the date of this document there were no options or warrants over ordinary shares in the capital of the Company.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 1 September 2012 (whichever is earlier). It is the Directors' intention to renew this authority each year.

#### **Resolution 16 (Special Resolution)**

Resolution 16 is a resolution to allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice.

Before the introduction of the Shareholders' Rights Regulations, the minimum notice period for general meetings (other than annual general meetings) was 14 clear days. One of the amendments made to the Act by the Shareholders' Rights Regulations, was to increase the minimum notice period for general meetings of certain companies to 21 clear days, but with an ability to reduce this period back to 14 clear days (other than for annual general meetings) provided that: (i) shareholders are offered a facility to vote by electronic means for the relevant meeting. This condition is met if shareholders are offered a facility to appoint a proxy by means of a website; and (ii) there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 to 14 clear days. Resolution 16 seeks such approval in order to preserve this flexibility. However, 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.

Should the Company wish to hold a general meeting on 14 days' notice, means of electronic voting will be made available to all shareholders for that meeting. This authority, if passed, will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

#### **Action to be taken**

A form of proxy ('Proxy Form') for use at the AGM accompanies this document. If you are unable to attend the meeting, you are requested to complete and sign the enclosed Proxy Form and return it to the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6ZX as soon as possible, but in any event so as to be received by the registrar no later than 12.00pm on 21 June 2011.

You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Company's registrar on 0871 384 2356 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8:30am to 5:30pm Monday to Friday) or you may photocopy the enclosed Proxy Form. Overseas shareholders should call +44 121 415 7047. You will need to state clearly on each Proxy Form the number of shares in relation to which the proxy is appointed.

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

The completion and return of a Proxy Form will not preclude shareholders from attending the AGM and voting in person should they so wish. Further details relating to voting by proxy are set out in notes 2 to 8 of the Notice and in the Proxy Form.

#### **Recommendation**

The Directors consider that the resolutions set out in the attached Notice are in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board unanimously recommends that you vote in favour of all the resolutions to be proposed at the AGM, as the Directors intend to do in respect of their own beneficial holdings, amounting, in aggregate to 456,810 shares representing approximately 1% of the existing issued share capital of the Company.

Yours faithfully



Peter Cowgill

Executive Chairman

# JD Sports Fashion Plc

## Notice of Annual General Meeting

Notice is hereby given that the 2011 annual general meeting of JD Sports Fashion Plc ('Company') will be held at Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR on 23 June 2011 at 12.00pm to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 will be proposed as special resolutions.

### Ordinary Resolutions

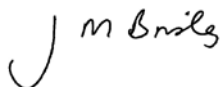
1. To receive the Company's annual accounts and directors' and auditor's reports for the year ended 29 January 2011
2. To approve the directors' remuneration report for the year ended 29 January 2011.
3. To declare a final dividend for the year ended 29 January 2011 of 19.2 pence per share in the capital of the Company to be paid on 1 August 2011 to shareholders whose names appear on the register at the close of business on 6 May 2011.
4. To re-elect Peter Cowgill as a director of the Company.
5. To re-elect Barry Bown as a director of the Company.
6. To re-elect Brian Small as a director of the Company.
7. To re-elect Colin Archer as a director of the Company.
8. To re-elect Chris Bird as a director of the Company.
9. To re-elect Andrew Leslie as a director of the Company.
10. To reappoint KPMG Audit Plc of St James' Square, Manchester, M2 6DS as auditors of the Company and its subsidiaries to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the members.
11. To authorise the Directors to determine the remuneration of the auditor.
12. That, pursuant to section 551 of the Companies Act 2006 ('Act'), the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £811,000 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 1 September 2012, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors shall be entitled to allot shares or grant such rights pursuant to any such offers or agreements as if this authority had not expired. All existing authorities under section 551 of the Act, to the extent unused at the date of this resolution, are revoked with immediate effect.
13. That the rules of the Company's long term incentive plan ('Award') in the form set out in the draft Award agreement, a copy of which having been produced to the meeting and initialled by the Chairman for the purposes of identification, and the principal features of which are summarised in the circular to shareholders of the Company dated 24 May 2011, be and are approved and the Award be and is adopted.

### Special Resolutions

14. That, subject to the passing of Resolution 12, the directors be and are generally empowered pursuant to section 570 and section 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 12 above or by way of a sale of shares held by the Company as treasury shares for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:
  - (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
    - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
    - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (b) (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) up to an aggregate nominal amount of £121,650, and (unless previously revoked, varied or renewed) this power shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted or treasury shares to be sold for cash after such expiry and the directors shall be entitled to allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if the power conferred hereby had not expired.

This power is in substitution for all existing powers under sections 570 or 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
15. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ('Shares'), provided that:
  - (a) the maximum aggregate number of Shares which may be purchased is 4,866,000;
  - (b) the minimum price (excluding expenses) which may be paid for a Share is 5p;
  - (c) the maximum price (excluding expenses) which may be paid for a Share is the higher of:
    - (i) an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
    - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out, and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 1 September 2012 (whichever is earlier), save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired.
16. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board



Jane Brisley  
Company Secretary  
JD Sports Fashion Plc

Registered office:  
Hollinsbrook Way, Pilsworth  
Bury, Lancashire BL9 8RR  
(registered in England & Wales with number 1888425)

# JD Sports Fashion Plc

## Notice of Annual General Meeting (continued)

1. The right to vote at the meeting is determined by reference to the register of members. Only the members registered in the register of members of the Company as at 6.00pm on 21 June 2011 or, in the event that the meeting is adjourned, in the register of members as at 6.00pm on the day that is two days prior to the time of any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.00pm on 21 June 2011 or, in the event that the meeting is adjourned, after 6.00pm on the day that is two days prior to the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

2. A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.

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

To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar, Equiniti, on 0871 384 2356 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8:30am to 5:30pm Monday to Friday) or you may photocopy the proxy form. Overseas shareholders should call + 44 121 415 7047. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. All forms must be signed and should be sent to the company's registrar in the same envelope.

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

3. To be valid, forms of proxy must be received by post or (during business hours only) by hand, at the office of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6ZX, no later than 12.00pm on 21 June 2011 (or, if the meeting is adjourned, not less than 48 hours before the time of any adjourned meeting). A form of proxy is enclosed.
4. Completion and return of the form of proxy or any CREST proxy instruction will not prevent a member from attending and voting in person should he or she so wish.
5. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by our registrar, Equiniti (ID RA19) no later than 12.00pm on 21 June 2011 (or if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

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

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a

voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. As at 9 May 2011 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 48,661,658 ordinary shares of 5p each carrying one vote each. The Company does not hold any shares in treasury, therefore, the total voting rights in the Company as at 9 May 2011 are 48,661,658.
10. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on page 36 of the enclosed annual report and accounts for the year ended 29 January 2011
11. Copies of the executive directors' service contracts and the non-executive directors' letters of appointment and the draft Award agreement are available for inspection during normal business hours Monday – Friday (excluding public holidays) at the registered office of the Company (and during those times, a copy of the draft Award agreement will also be available for inspection at DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE). They will also be available for inspection at the location of the annual general meeting from 11.00am on the day of the meeting until its conclusion.
12. A member which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
13. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Companies Act 2006 ('nominee'):
  - 13.1 the nominee may have a right under an agreement between the nominee and the member by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - 13.2 if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.
14. The statements in relation to the appointment of proxies in notes 2 to 8 above do not apply to nominees. The rights described in such notes can only be exercised by members of the Company.
15. A member or members having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see note 9 above), or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such members propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with section 527 of the Companies Act 2006. Any such request must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another member, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out in note 16 below; and
- (c) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- (ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and

# JD Sports Fashion Plc

## Notice of Annual General Meeting (continued)

- (iii) the statement may be dealt with as part of the business of the meeting.
16. Any request by a member or members to require the Company to publish audit concerns as set out in note 15:
- (a) may be made either:
- (i) in hard copy, by sending it to JD Sports Fashion Plc, Hollinsbrook Way, Pilsworth, Bury, Lancashire BL9 8RR marked for the attention of the Company Secretary; or
- (ii) in electronic form, by faxing it to 0161 767 1693, marked for the attention of the Company Secretary (please state 'JD Sports Fashion Plc: AGM 2011' in the subject line of the fax);
- (b) must state the full name(s) and address(es) of the member(s); and
- (c) must be signed by the member(s).
17. Any member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Companies Act 2006. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
18. You may not use any electronic address provided in either this notice or any related document (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. A copy of this notice, and any other information required by s311A of the Companies Act 2006 can be found at [www.jdplc.com](http://www.jdplc.com)