

JD SPORTS FASHION PLC (THE "COMPANY")

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

- 1.1 The committee has been established by resolution of the board of directors of the Company (the "Board") and is to be known as the nominations committee (the "Nominations Committee").

2 MEMBERSHIP

- 2.1 The members of the Nominations Committee shall be appointed by the Board from amongst the directors of the Company.
- 2.2 The Nominations Committee shall consist of at least two members and a majority of the members of the Nominations Committee shall be independent non-executive directors of the Company.
- 2.3 Members shall be appointed to the Nominations Committee for a period of up to three years, which may be extended for two further three-year periods, so long as the majority of the members remain independent.
- 2.4 The Board shall appoint a chairman of the Nominations Committee (the "Chairman") and shall decide his or her period of office. The Chairman shall be an independent non-executive director of the Company.
- 2.5 The Board shall regularly review the membership of the Nominations Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals as regards membership of the Nominations Committee and other Board committees.
- 2.6 Each member of the Nominations Committee shall disclose to the Nomination Committee:
- (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Nominations Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any member with such an interest shall abstain from voting on resolutions of the Nominations Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions.

3 QUORUM

A quorum shall be two members both of whom must be non-executive directors.

4 ATTENDANCE AT MEETINGS

- 4.1 No one other than the Chairman, and members of the Nominations Committee is entitled to be present or vote at a meeting of the Nominations Committee.
- 4.2 Other individuals such as the chairman of the Board, chief executive, members of senior management, head of human resources and external advisors may be invited to attend for all or part of any meetings as and when appropriate.

5 SECRETARY

- 5.1 The Company Secretary shall act as the secretary of the Nominations Committee (the "**Secretary**") and shall keep a record of the membership of and the dates of changes to the membership of the Nominations Committee.

6 FREQUENCY OF MEETINGS

- 6.1 Meetings shall normally be held at such times as the Nominations Committee deems appropriate.

7 PROCEEDINGS

- 7.1 Unless varied by these terms of reference, meetings and proceedings of the Nominations Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of directors.
- 7.2 Meetings of the Nominations Committee shall be summoned by the Secretary at the request of any member thereof.
- 7.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Nominations Committee, any other person required to attend and all other non-executive directors not later than 48 hours prior to the date of the meeting.
- 7.4 The Secretary shall record the proceedings and resolutions of meetings of the Nominations Committee, including the names of those present, and shall circulate the minutes of such meetings to all members of the Nominations Committee and, once agreed, if the Chairman so decides, to all members of the Board.
- 7.5 In the absence of the Chairman the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference.
- 7.6 The chairman of the Board shall not chair the Nominations Committee when it is dealing with the matter of succession to the chairmanship.

8 AUTHORITY

- 8.1 The Nominations Committee is authorised by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee in order to perform its duties, and all employees are directed to co-operate with any requests made by the Nominations Committee.
- 8.2 The Nominations Committee is authorised by the Board to obtain external legal or other professional advice at the expense of the Company and to secure the attendance of third parties with relevant experience and expertise at meetings of the Nominations Committee if it considers this necessary.
- 8.3 These terms of reference may be amended from time to time as required, subject to approval by the Board.

9 DUTIES

- 9.1 The Nominations Committee shall be responsible for all aspects of the appointment of directors of the Company and the duties of the Nominations Committee shall be:
 - 9.1.1 to review regularly the structure, size and composition of the Board (including skills, knowledge and experience) keeping under review the required blend of skills, knowledge and experience on the Board, and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - 9.1.2 to identify, nominate and recommend for the approval of the Board, candidates to fill board vacancies as and when they arise;
 - 9.1.3 before beginning to search for candidates for a particular appointment, to prepare a written description of the role and capabilities required for that appointment having evaluated the balance of skills, knowledge and experience already on the Board;
 - 9.1.4 to seek advice from external advisers and/or use open advertising, if appropriate, in relation to seeking and selecting candidates for any appointments, having regard to the requirement to give an explanation in the annual report if neither external consultants nor open advertising have been used;
 - 9.1.5 to review a candidate's other commitments and ensure that, on appointment, a candidate has sufficient time to undertake the role;
 - 9.1.6 to consider candidates from a wide range of backgrounds and consider candidates on merit and objective criteria;
 - 9.1.7 to satisfy itself with regard to succession planning, that processes and plans are in place with regard to both Board and senior management appointments;
 - 9.1.8 to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

- 9.1.9 to ensure that on appointment, all non-executive directors receive formal written terms of appointment;
- 9.1.10 to ensure that all directors undergo an appropriate induction programme following appointment;
- 9.1.11 to investigate and make recommendations to the Board concerning any matters relating to the continuation in office as a director of any director at any time;
- 9.1.12 as regards the re-appointment of any non-executive director, to review performance, at the conclusion of his or her specified term of office; particularly once a second term of office has been completed;
- 9.1.13 to recommend the re-election (or not) by shareholders of any director under the retirement and re-election provisions in the Company's Articles of Association;
- 9.1.14 to make recommendations to the Board regarding (i) the procedures in place (or to be put in place) for the authorization of conflict matters falling within section 175 of the Companies Act 2006 ("the 2006 Act"), (ii) the authorisation of any conflict matter arising for any director of the Company, and (iii) the terms and conditions which should attach to such authorisation;
- 9.1.15 to review and, where necessary, update these terms of reference (subject to the approval of the Board) and make them publicly available;
- 9.1.16 to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- 9.1.17 in exercising its powers, to take into account the duties of directors under the common law and under Chapter 2 of Part 10 of the 2006 Act;
- 9.1.18 generally, to have regard to the Combined Code in carrying out the duties specified above.

10 ANNUAL GENERAL MEETING

The Chairman shall be available at the Annual General Meeting to answer questions on the Nominations Committee's activities and procedures. He or she should also ensure that the Company maintains good contact with shareholders about the appointment of directors in the same way as for other matters.

March 2010