

JD SPORTS FASHION PLC (THE "COMPANY")

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

- 1.1 The Nominations Committee (the "**Committee**") has been established by resolution of the Board of directors of the Company (the "**Board**").
- 1.2 The Committee terms of reference were approved by the Board on 29 April 2025.

2 MEMBERSHIP

- 2.1 The members of the Committee shall be appointed by the Board from amongst the directors of the Company on the recommendation of the Committee.
- 2.2 The Committee shall consist of at least three members and a majority of the members of the Committee shall be independent non-executive directors of the Company.
- 2.3 Members shall be appointed to the 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 and the member still meets the criteria for membership of the Committee.
- 2.4 The Board shall appoint a chair of the Committee (the "**Chair**") and shall decide his or her period of office. The Chair shall be an independent non-executive director of the Company. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.5 The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.
- 2.6 The Board shall regularly review the membership of the Committee to ensure that membership remains appropriate.
- 2.7 Each member of the Committee shall disclose to the Committee:
 - (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the 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 Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions.

3 QUORUM

- 3.1 The quorum necessary for the transaction of business shall be two members to include either the Chair of the Committee or their deputy.

4 ATTENDANCE AT MEETINGS

- 4.1 No one other than the Chair and members of the Committee are entitled to vote at a meeting of the Committee.
- 4.2 Other individuals such as the Chief Executive Officer, Chief People Officer, members of the senior leadership team 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, or their nominee, shall act as the secretary of the Committee (the "**Secretary**"). They will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues, and shall keep a record of the membership of and the dates of changes to the membership of the Committee.

6 FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet at least twice a year and otherwise as required.

7 PROCEEDINGS

- 7.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of directors.
- 7.2 Meetings of the Committee shall be called by the Secretary at the request of the Chair or 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 Committee, any other person required to attend and all other non-executive directors not later than five working days prior to the date of the meeting.
- 7.4 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Secretary shall record the proceedings and resolutions of meetings of the Committee, including the names of those present, and shall circulate draft minutes of such meetings to all members of the Nominations Committee and, once agreed, if the Chair so decides, to all members of the Board.
- 7.5 The Chair shall report to the Board on the proceedings of the Committee after each meeting on all relevant matters within the Committee's duties and responsibilities, where appropriate.

8. ENGAGEMENT WITH SHAREHOLDERS

The Chair shall be available at the Annual General Meeting to answer questions on the Committee's activities and procedures. In addition, the Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 AUTHORITY

- 9.1 The 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 Committee.
- 9.2 The Committee is authorised by the Board to obtain external legal or other professional advice at the expense of the Company on any matters within its terms of reference. However, the Committee shall not be required to implement or act consistently with the advice of recommendations of such advisers, and the authority granted in these terms of reference shall not affect the ability or obligation of the Committee to exercise its own judgement in fulfilment of its duties under these terms of reference.
- 9.3 These terms of reference may be amended from time to time as required, subject to approval by the Board.

10 DUTIES

The Committee shall be responsible for all aspects of the appointment of directors of the Company and the duties of the Committee shall be:

- 10.1. To review regularly the structure, size and composition of the Board, including as part of the annual Board evaluation process, 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.
- 10.2 To identify, nominate and recommend for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 10.3 Before beginning to search for candidates for a particular appointment, to prepare a written description of the role and capabilities required for that appointment, taking into account the Diversity, Equity & Inclusion policy, the balance of skills, knowledge and experience already on the Board, and the time commitment expected.
- 10.4 In identifying suitable candidates, to consider the use of external advisers and/or the use of open advertising to facilitate the search, having regard to the requirement to explain in the Annual Report if neither external consultants nor open advertising have been used.
- 10.5 To review a candidate's other commitments and taking care to ensure that, on appointment, a candidate has sufficient time to devote to the position.
- 10.6 To consider candidates from a wide range of backgrounds, on merit and against objective criteria, having due regard to the benefits of diversity on the Board.

- 10.7 To ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future.
- 10.8 To recommend to the Board any changes needed to the succession planning process if its periodic assessment indicated the desired outcomes have not been achieved.
- 10.9 To keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 10.10 To keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 10.11 To review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.
- 10.12 Review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.
- 10.13 To ensure that on appointment, all non-executive directors receive formal written terms of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- 10.14 Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.
- 10.15 To investigate and make recommendations to the Board concerning any matters relating to the appointment of any director to executive or other office, or the continuation in office of any director at any time.
- 10.16 As regards the re-appointment of any non-executive director, to review their performance and ability to continue to contribute to the Board in light of required knowledge, skills and experience, at the conclusion of his or her specified term of office, particularly once a second term of office has been completed.
- 10.17 To recommend to the Board the re-appointment of Non-Executive Directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in light of knowledge, skills and experience required.
- 10.18 To recommend to the Board the re-election (or not) by shareholders of any director under the retirement and re-election provisions of the Code or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability, and why their contribution is important to the company's long-term sustainable

success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole.

- 10.19 To recommend to the Board the memberships of Committees of the Board as appropriate, in consultation with the Chair of those Committees.
- 10.20 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.
- 10.21 To make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.22 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.

11 REPORTING RESPONSIBILITIES

- 11.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The Committee shall produce a report to be included in the Company’s Annual Report describing the work of the Committee, including:
 - 11.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - 11.3.2 how Board evaluation has been conducted, the nature and extent of an external evaluator’s contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;
 - 11.3.3 the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and;
 - 11.3.4 the gender balance of those in the senior management team and their direct reports.
- 11.4 If an external search consultancy has been engaged, it should be identified in the Annual Report alongside a statement about any other connection it has with the Company or individual directors.

12 OTHER MATTERS

The Committee shall

- 12.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required.
- 12.2 To work with the People Department and the Company Secretary to ensure that all directors be provided with appropriate and timely training, in the form of undergoing an appropriate induction programme for new members following appointment and on an ongoing basis for all members.
- 12.3 Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- 12.4 To ensure that a periodic evaluation of the Committee's own performance is carried out.
- 12.5 To review at least annually and, where necessary, update these terms of reference to ensure it is operative at maximum effectiveness (subject to the approval of the Board) and make them publicly available.