

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 25, 2024

HIBBETT, INC.

Hibbett, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

000-20969

20-8159608

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

2700 Milan Court
Birmingham, Alabama

(Address of principal executive offices)

35211
(Zip Code)

(205) 942-4292

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value Per Share	HIBB	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Introductory Note

As previously disclosed in the Current Report on Form 8-K filed by Hibbett, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission (the “SEC”) on April 23, 2024, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”), dated as of April 23, 2024, by and among the Company, Genesis Holdings, Inc., an Indiana corporation (“Parent”), Steps Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent (“Merger Sub”), and, solely for purposes of certain provisions specified therein, JD Sports Fashion plc, a company incorporated under the laws of England and Wales and the ultimate parent company of Parent and Merger Sub (“JD Sports”). On July 25, 2024, pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Company (the “Merger”) effective as of the effective time of the Merger (the “Effective Time”), with the Company surviving as a wholly owned subsidiary of Parent (the “Surviving Corporation”). In connection with the Merger, the Company and Parent took various other actions, as discussed further below.

Item 1.02 Termination of a Material Definitive Agreement.

Concurrently with the closing of the Merger, the Company repaid all outstanding obligations due under that certain Credit Agreement, dated February 28, 2023, by and among the Company, as borrower, certain subsidiaries of the Company, as guarantors, the lenders from time to time party thereto, and Regions Bank, as administrative agent for the lenders, swingline lender and issuing bank (the “Credit Agreement”), and terminated the Credit Agreement in accordance with its terms.

Item 2.01. Completion of Acquisition or Disposition of Assets.

As described above, pursuant to the terms of the Merger Agreement, the Merger was completed, with Merger Sub being merged with and into the Company at the Effective Time and the Company surviving the Merger as a wholly owned subsidiary of Parent. At the Effective Time, each share of the Company’s common stock, par value \$0.01 per share (“Company Common Stock”), issued and outstanding immediately prior to the Effective Time (other than (i) shares of Company Common Stock (A) held in the treasury of the Company or (B) owned by any direct or indirect wholly owned subsidiary of the Company, JD Sports or any direct or indirect wholly-owned subsidiary of JD Sports and (ii) shares of Company Common Stock held by a stockholder who did not vote in favor of the adoption of the Merger Agreement and who complied with all of the provisions of the General Corporation Law of the State of Delaware concerning the right of holders of shares of Company Common Stock to demand appraisal of their shares) was converted into the right to receive \$87.50 in cash, without interest (the “Transaction Consideration”).

In addition, pursuant to the Merger Agreement (unless otherwise mutually agreed by Parent and the applicable holder thereof), at the Effective Time:

- each option to purchase shares of Company Common Stock (any such option, a “Company Option”) that was outstanding as of immediately prior to the Effective Time, whether vested or unvested, was cancelled by virtue of the Merger without any action on the part of the holder thereof and the holder thereof became entitled to receive an amount in cash (without interest and subject to applicable withholding taxes) from the Surviving Corporation with respect thereto equal to the product of (1) the number of shares of Company Common Stock subject to such Company Option as of immediately prior to the Effective Time and (2) the excess, if any, of the Transaction Consideration over the exercise price per share of Company Common Stock subject to such Company Option as of immediately prior to the Effective Time. Any Company Option with an exercise price equal to or in excess of the Transaction Consideration was cancelled and has no further force or effect by virtue of the Merger without any action on the part of the holder thereof and without any payment to the holder thereof;
 - each performance stock unit award (any such unit, a “Company PSU Award”) that was granted on or after January 1, 2023 to an employee of the Company or its subsidiaries who is not a party to a change in control severance agreement with the Company or its subsidiaries (any such agreement, a “Change in Control Agreement”) (any such Company PSU Award, a “Specified Company PSU Award”), that was outstanding as of immediately prior to the Effective Time, was cancelled by virtue of the Merger without any action on the part of any holder or beneficiary thereof and the holder thereof became entitled to receive an unvested amount in cash (without interest and subject to applicable withholding Taxes) from the Surviving Corporation with respect thereto equal to the product of (1) the number of shares of Company Common Stock that would have vested pursuant to the terms of such Specified Company PSU Award, assuming that any performance based vesting conditions applicable to such Specified Company PSU Award for any performance period that had not been completed as of the Effective Time were achieved at target performance levels, and (2) the Transaction Consideration, vesting, subject to the continued service of the former holder of such Specified Company PSU Award with Parent and its affiliates (including the Surviving Corporation), on the same time-based vesting schedule and otherwise on substantially the same terms as the corresponding Specified Company PSU Award (as provided for in the Company’s 2015 Equity Incentive Plan and the underlying award agreements, in each case as in effect as of the date of the Merger Agreement, the terms of which will survive the closing of the Merger with respect to such Company PSU Award), except for any performance-vesting conditions and as otherwise provided for in the Merger Agreement. Each Company PSU Award that was not a Specified Company PSU Award (any such Company PSU Award, a “Vested Company PSU Award”) that was outstanding as of immediately prior to the Effective Time, automatically became fully vested (if not already fully vested) and was cancelled by virtue of the Merger without any action on the part of any holder or beneficiary thereof and the holder thereof became entitled to receive an amount in cash (without interest and subject to applicable withholding Taxes) with respect thereto equal to the product of (1) the number of shares of Company Common Stock that would have vested pursuant to the terms of such Vested Company PSU Award, assuming that any performance based vesting conditions applicable to such Vested Company PSU Award for any performance period that had not been completed as of the Effective Time are achieved at target performance levels, and (2) the Transaction Consideration; and
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- each restricted stock unit award (any such unit, a “Company RSU Award”) that was granted on or after January 1, 2023 to an employee of the Company or its subsidiaries who is not a party to a Change in Control Agreement (any such Company RSU Award, a “Specified Company RSU Award”) that was outstanding as of immediately prior to the Effective Time was cancelled by virtue of the Merger without any action on the part of any holder or beneficiary thereof and the holder thereof became entitled to receive an unvested amount in cash (without interest and subject to applicable withholding Taxes) from the Surviving Corporation with respect thereto equal to the product of (1) the number of shares of Company Common Stock then underlying such Specified Company RSU Award as of immediately prior to the Effective Time and (2) the Transaction Consideration, vesting, subject to the continued service of the former holder of such Specified Company RSU Award with Parent and its affiliates (including the Surviving Corporation), on the same time-based vesting schedule and otherwise on substantially the same terms as the corresponding Specified Company RSU Award (as provided for in the Company’s 2015 Equity Incentive Plan and the underlying award agreements, in each case as in effect as of the date of the Merger Agreement, the terms of which will survive the closing of the Merger with respect to such Company PSU Award), except as otherwise provided for in the Merger Agreement. Each Company RSU Award that is not a Specified Company RSU Award (any such Company RSU Award, a “Vested Company RSU Award”) and each share of Company Common Stock credited to any Deferred Stock Account (as defined in the Company’s 2015 Director Deferred Compensation Plan) (each such credited share, a “Company DSU Award”) that was outstanding as of immediately prior to the Effective Time automatically became fully vested (if not already fully vested) and was cancelled by virtue of the Merger without any action on the part of any holder or beneficiary thereof and the holder thereof became entitled to receive an amount in cash (without interest and subject to applicable withholding Taxes) from the Surviving Corporation with respect thereto equal to the product of (1) the number of shares of Company Common Stock then underlying such Vested Company RSU Award or Company DSU Award as of immediately prior to the Effective Time and (2) the Transaction Consideration.

The information set forth in the Introductory Note above is incorporated by reference into this Item 2.01. The foregoing description, including the portions incorporated by reference herein, does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is attached as Exhibit 2.1 hereto and incorporated by reference into this Item 2.01.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In connection with the completion of the Merger, on July 25, 2024, the Company (i) notified the Nasdaq Global Select Market (“Nasdaq”) that the Merger was completed and (ii) submitted a request to Nasdaq for Nasdaq to cease trading of the Company Common Stock on Nasdaq and to suspend the listing of the Company Common Stock and to file with the SEC an application on Form 25 to delist the Company Common Stock from Nasdaq and deregister the Company Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As a result, trading of Company Common Stock on Nasdaq was suspended on July 25, 2024.

The Company intends to file with the SEC a certification on Form 15 with respect to the Company Common Stock requesting the deregistration of the Company Common Stock under Section 12(g) of the Exchange Act and the suspension of the Company’s reporting obligations under Sections 13 and 15(d) of the Exchange Act.

The information set forth in the Introductory Note and Item 2.01 above is incorporated by reference into this Item 3.01.

Item 3.03. Material Modifications to Rights of Security Holders.

The information set forth in the Introductory Note, Item 2.01, Item 3.01, Item 5.01 and Item 5.03 is incorporated by reference into this Item 3.03.

Item 5.01. Changes in Control of Registrant.

Pursuant to the terms of the Merger Agreement, at the Effective Time, the Company became a wholly owned subsidiary of Parent and, accordingly, a change in control of the Company occurred.

The total aggregate consideration paid by Parent in connection with the Merger was approximately \$1.1 billion. The source of funds for the consideration paid in the Merger was a combination of existing cash resources and the proceeds from an extension to existing bank facilities of JD Sports.

The information set forth in the Introductory Note, Item 2.01, Item 3.01, Item 5.02 and Item 5.03 is incorporated by reference into this Item 5.01.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Pursuant to the terms of the Merger Agreement, Anthony F. Crudele, Pamela J. Edwards, James A. Hilt, Ramesh Chikkala, Karen S. Etzkorn, Terrance G. Finley, Dorlisa K. Flur, Linda Hubbard, Michael E. Longo and Lorna E. Nagler ceased serving as members of the Company's board of directors and each committee thereof. Following the consummation of the Merger, each of Régis Schultz, Dominic Platt, Ian Roberts and Michael E. Longo were appointed as members of the Company's board of directors until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified.

Effective upon completion of the Merger, the following persons, who were named executive officers of the Company immediately prior to the Effective Time, are no longer officers of the Company: William G. Quinn, Benjamin A. Knighten and Robert Volke. Mr. Quinn and Mr. Knighten will remain employed by the Company immediately following the Closing.

On July 24, 2024, the Company entered into a letter agreement with Robert Volke (the "[Volke Agreement](#)") providing for the termination of Mr. Volke's employment as the Company's Senior Vice President and Chief Financial Officer to pursue other opportunities, with the termination to be effective October 25, 2024, unless earlier terminated by the Company. The Volke Agreement provides that Mr. Volke will receive those separation payments and benefits to which he is entitled under his Change in Control Severance Agreement, dated as of April 27, 2020, including the obligation of the Company to pay Mr. Volke severance in an amount equal to one and one-half (1.5) times the sum of Mr. Volke's "covered salary" and "covered bonus." Covered salary is based on the highest annual rate of base pay paid to Mr. Volke. Covered bonus is based on the average of bonuses paid to Mr. Volke in the past four years (but in no event is greater than the target bonus for current fiscal year in which the termination will take place).

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

At the Effective Time, the Certificate of Incorporation of the Company, as amended, was amended and restated in its entirety. In addition, in connection with the Merger, the Amended and Restated Bylaws of the Company were amended and restated in their entirety. The Amended and Restated Certificate of Incorporation of the Company and the Amended and Restated Bylaws of the Company are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated by reference into this Item 5.03.

The information set forth in the Introductory Note is incorporated by reference into this Item 5.03.

Item 8.01 Other Events

On July 25, 2024, the Company issued a press release announcing the closing of the Merger. The press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 2.1	Agreement and Plan of Merger, dated as of April 23, 2024, by and among Hibbett, Inc., Genesis Holdings, Inc., Steps Merger Sub, Inc. and, solely for purposes of certain provisions specified therein, JD Sports Fashion plc* (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated April 25, 2024)
Exhibit 3.1	Amended and Restated Certificate of Incorporation of the Company
Exhibit 3.2	Amended and Restated Bylaws of the Company
Exhibit 99.1	Press Release dated July 25, 2024
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Certain schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish a supplemental copy of any omitted schedule or attachment to the SEC upon request.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HIBBETT, INC.

By: /s/ Robert Volke
Robert Volke
Senior Vice President and Chief Financial Officer

Date: July 25, 2024

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HIBBETT, INC.**

FIRST: The name of the corporation is Hibbett, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 108 Lakeland Avenue, City of Dover, County of Kent, Delaware 19901. The name of the corporation's registered agent at such address is Capitol Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "**DGCL**").

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$0.01 per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

SEVENTH:

(1) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the DGCL.

(2) Neither the amendment nor repeal of this ARTICLE SEVENTH, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws of the Corporation (as may be amended or restated further from time to time), nor, to the fullest extent permitted by the DGCL, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

EIGHTH: The corporation reserves the right to amend, repeal and/or eliminate any provision contained in this Amended and Restated Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**AMENDED AND RESTATED BYLAWS
OF
HIBBETT, INC.**

**ARTICLE I
OFFICES**

SECTION 1. Registered Office. The registered office of Hibbett, Inc. (the “**Corporation**”) shall be established and maintained at the office of Capitol Services, Inc., located at 108 Lakeland Avenue, in the City of Dover, in the County of Kent, in the State of Delaware 19901, and said company shall be the registered agent of the Corporation in charge thereof.

SECTION 2. Other Offices. The Corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

**ARTICLE II
MEETING OF STOCKHOLDERS**

SECTION 1. Annual Meetings. Annual meetings of stockholders for the election of directors, and for such other business as may be stated in the notice of the meeting, may be held solely by means of remote communication or at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine, in its sole discretion, and as set forth in the notice of the meeting.

SECTION 2. Special Meetings. Special meetings of the stockholders for any purpose or purposes may be called by the President or Secretary of the Corporation or by resolution of the Board of Directors. Special meetings of stockholders may be held solely by means of remote communication or at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine, in its sole discretion, and as shall be stated in the notice of meeting.

SECTION 3. Voting. Each stockholder entitled to vote in accordance with the terms of the Amended and Restated Certificate of Incorporation of the Corporation (as may be amended or restated further from time to time, the “**Certificate of Incorporation**”) and in accordance with the provisions of these Amended and Restated Bylaws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no such proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. All elections of directors shall be decided by a plurality in voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In all matters other than the election of directors, the affirmative vote of holders of a majority in voting power of the outstanding shares present in person or represented by proxy at the meeting and entitled to vote thereon shall be the act of the stockholders, except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

SECTION 4. Quorum. Except as otherwise required by law, by the Certificate of Incorporation or by these Amended and Restated Bylaws, the presence, in person or by proxy, of stockholders holding a majority in voting power of the outstanding shares of the Corporation issued and outstanding and entitled to vote at the meeting shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, the stockholders holding a majority in voting power of the shares entitled to vote thereat, present in person or by proxy, although less than a quorum, shall have the power to adjourn the meeting from time to time until the requisite amount of stock entitled to vote shall be present.

SECTION 5. Adjourned Meetings. When a meeting is adjourned to another time and place, if any, unless otherwise provided by these Amended and Restated Bylaws, notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meetings are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with Section 6 of this Article II. At the adjourned meeting, the stockholders may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days or, if after an adjournment, a new record date is fixed for determining the stockholders entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

SECTION 6. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given in accordance with Section 232 of the General Corporation Law of the State of Delaware (“**DGCL**”), which notice shall state the place, if any, date and time of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and the purpose or purposes for which the meeting is called. Except as otherwise provided in the DGCL, the Certificate of Incorporation or these Amended and Restated Bylaws, the notice of any meeting of stockholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

Notice of any meeting of stockholders need not be given to any stockholder if waived by such stockholder either in a writing signed by such stockholder or by electronic transmission, whether such waiver is given before or after such meeting is held. If such a waiver is given by electronic transmission, the electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder.

SECTION 7. Action Without Meeting. Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation pursuant to Section 228 of the DGCL. Prompt notice of the taking of the action by consent shall be given to those stockholders or members as of the record date for the action by consent who have not consented and who would have been entitled to notice of the meeting if the action had been taken at a meeting and the record date for the notice of the meeting were the record date for the action by consent.

ARTICLE III DIRECTORS

SECTION 1. Number and Term. The number of directors shall be determined by the Board of Directors. The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his or her successor shall be elected and qualified or until such director's earlier death, resignation or removal. Directors need not be stockholders.

SECTION 2. Resignations. Any director may resign at any time upon notice given in writing or by electronic transmission. A resignation shall take effect at the time specified therein, or if no time is specified, at the time of delivery to the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors and any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal or any other cause may be filled by a majority vote of the directors then in office, even if less than a quorum, or by the sole remaining director or by a majority vote of the stockholders of the Corporation.

SECTION 4. Removal. Unless the Certificate of Incorporation provides otherwise, any director may be removed, with or without cause, by the holders of a majority in voting power of the shares then entitled to vote at an election of directors.

SECTION 5. Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors except such as are by law, by the Certificate of Incorporation or by these Amended and Restated Bylaws conferred upon or reserved to the stockholders.

SECTION 6. Committees. The Board of Directors may designate one or more committees consisting of one or more directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors creating such committee or in these Amended and Restated Bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the Corporation.

SECTION 7. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as shall be determined from time to time by resolution of the Board of Directors, such determination to constitute the only notice of such regular meetings to which any director shall be entitled. In the absence of any such determination, such meetings shall be held, upon notice to each director in accordance with Section 9 of this Article III, on such dates and at such times and places, as shall be designated by the President, the Secretary or any two directors.

SECTION 8. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any director or the President, by remote communication or at such place (within or without the State of Delaware), date and time as may be specified in the respective notice in accordance with Section 9 of this Article III. Any business may be conducted at a special meeting of the Board of Directors.

SECTION 9. Notice. Notice of any regular (if required) or special meeting of the Board of Directors may be called on (i) 24 hours' notice, if such notice is sent by email or other electronic transmission to each director or delivered to him or her personally or (ii) two business days' notice, if such notice is mailed to each director, addressed to him or her at his or her usual place of business or other designated address.

SECTION 10. Waiver of Notice. Notice of any meeting need not be given to any director who attends such meeting, except that if such director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, then such director shall not be deemed to have waived notice of such meeting, or to any director who submits a signed waiver of notice (including by email or other electronic transmission), whether before or after such meeting.

SECTION 11. Remote Communication. Unless otherwise restricted by the Certificate of Incorporation or by these Amended and Restated Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any such committee, by means of telephone conference, video conference or other communications equipment by means of which all persons participating in the meeting can speak and hear each other and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 12. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

SECTION 13. Voting. The affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by applicable law, the Certificate of Incorporation or these Amended and Restated Bylaws.

SECTION 14. Compensation. Directors shall not receive any stated salary for their service as directors or as members of committees; provided, however, that, by resolution of the Board of Directors, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity, as an officer, agent or otherwise, and receiving compensation therefor.

SECTION 15. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors, or of such committee, as the case may be, consent thereto in writing or by electronic transmission and such consent is filed with the minutes of proceedings of the board or committee, as applicable. Any person (whether or not then a director) may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time (including a time determined upon the happening of an event), no later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this subsection at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to becoming effective.

ARTICLE IV OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer and a Secretary, all of whom shall be elected by the Board of Directors from time to time and who shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a Chair and one or more Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the Corporation need be directors. More than one office may be held by the same person to the extent permitted by the DGCL and other applicable law.

SECTION 2. Resignations. Any officer may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors or to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors or Chair of the Board of Directors of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. Removal. Except as hereinafter provided, any officer or officers may be removed either for or without cause at any time by the Board of Directors.

SECTION 4. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 5. Chair. The Chair of the Board of Directors, if one is elected, shall preside at all meetings of the Board of Directors and he or she shall have the powers and duties customarily and usually associated with the office of the Chair of the Board of Directors and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

SECTION 6. President. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have the responsibility for the general management, direction and control of the business and affairs of the Corporation. The President shall perform all duties and have all powers which are commonly incident to the office of president or which are delegated to him or her by the Board of Directors. The President shall perform the duties and exercise the powers of the Treasurer in the event of a vacancy in the office of the Treasurer, or in the event of either such person's absence or disability.

SECTION 7. Vice President. Each Vice President shall have such powers and duties as may be delegated to him or her by the Board of Directors. One Vice President may be designated by the Board of Directors (or its designee) to perform the duties and exercise the powers of the President in the event of the President's absence or disability.

SECTION 8. Treasurer. The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors (or its designee) may from time to time prescribe.

SECTION 9. Secretary. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the stockholders and the Board of Directors. He or she shall have charge of the corporate books, shall have power to sign all stock certificates, and shall perform such other duties as the Board of Directors (or its designee) may from time to time prescribe.

SECTION 10. Compensation of Officers. The salaries and other compensation of all officers of the Corporation shall be fixed by or in the manner directed by the Board of Directors or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof from time to time, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Company.

ARTICLE V MISCELLANEOUS

SECTION 1. Uncertificated Shares. Shares of the Corporation's stock shall be issued in uncertificated form.

SECTION 2. Transfer of Shares. The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives. A record shall be made of each transfer and, whenever a transfer shall be made for collateral security and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 3. Stockholders Record Date. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not be more than 60 nor less than ten days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance with the provisions of Section 213 of the DGCL and this Section 3 of this Article V at the adjourned meeting.

In order that the Corporation may determine the stockholders entitled to consent to corporate action without a meeting in accordance with Section 228 of the DGCL, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with Section 228(d) of the DGCL. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 4. Dividends. Subject to the provisions of the Certificate of Incorporation, the Board of Directors may declare and pay dividends upon the shares of its capital stock of the Corporation either (i) out of its surplus (as defined in and computed in accordance with Section 154 and Section 244 of the DGCL) or (ii) in case there shall be no such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. Before declaring any dividend, there may be set apart out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Board of Directors deem to be in the best interests of the Corporation.

SECTION 5. Fiscal Year. The Corporation's financial year shall run up to and including the Saturday nearest to the thirty-first day of January of each year and subsequently from the Sunday following that Saturday up to and including the Saturday nearest to the last day of January of the following year.

SECTION 6. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall be determined from time to time by resolutions of the Board of Directors.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Right to Indemnification. Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the DGCL. The right to indemnification conferred in this Article VI Section 1 shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by the DGCL. The right to indemnification conferred in this Article VI Section 1 shall be a contractual right.

SECTION 2. Right to Indemnification of Employees and Agents. In addition, the Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the DGCL.

SECTION 3. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the DGCL.

SECTION 4. Non-Exclusivity of Rights. The rights and authority conferred in this Article VI shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

ARTICLE VII GENERAL MATTERS

SECTION 1. Seal. The Corporation may adopt a corporate seal, which shall be in such form as may be approved from time to time by the Board of Directors.

SECTION 2. Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the DGCL shall govern the construction of these Amended and Restated Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes a corporation, any other entity and a natural person.

SECTION 3. Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery shall be the sole and exclusive forum for (i) any derivative action, suit or proceeding brought on behalf of the Company, (ii) any action, suit or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee or stockholder of the Corporation to the Corporation or the Corporation’s stockholders, creditors or other constituents or any action, suit or proceeding asserting a claim for aiding and abetting any such breach of fiduciary duty, (iii) any action, suit or proceeding arising pursuant to any provision of the DGCL, the Certificate of Incorporation or these Amended and Restated Bylaws (as each may be amended from time to time), (iv) any action, suit or proceeding asserting a claim against the Corporation or any current or former director, officer, employee or stockholder of the Corporation governed by the internal affairs doctrine; or (v) any action, suit or proceeding asserting a claim as to which the DGCL confers jurisdiction upon the Court of Chancery, in all cases to the fullest extent permitted by law and subject to the court’s having personal jurisdiction over the indispensable parties named as defendants provided, that, if and only if the Court of Chancery dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state court sitting in the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware).

**ARTICLE VIII
AMENDMENTS**

These Amended and Restated Bylaws may be altered, amended, or repealed and new Bylaws may be made (i) at any annual meeting of the stockholders (or at any special meeting thereof if notice of the proposed alteration, amendment, or repeal of these Amended and Restated Bylaws to be made is contained in the notice of such special meeting) by the affirmative vote of holders of a majority in voting power of the outstanding shares entitled to vote thereon, (ii) by the affirmative vote of a majority of the Board of Directors, at any regular meeting of the Board of Directors (or at any special meeting of the Board of Directors if notice of the proposed alteration, amendment, or repeal of these Amended and Restated Bylaws to be made is contained in the notice of such special meeting) or (iii) by action of the stockholders or the Board of Directors without a meeting as permitted by the laws of the State of Delaware, the Certificate of Incorporation and these Amended and Restated Bylaws.

HIBBETT | CITY GEAR

ESTABLISHED 1945

Contact: Robert Volke - SVP, Chief Financial Officer
Gavin Bell - VP, Finance & Investor Relations
(205) 944-1312

HIBBETT ANNOUNCES COMPLETION OF ACQUISITION BY JD SPORTS FASHION PLC

BIRMINGHAM, Ala. (July 25, 2024) - Hibbett, Inc. (Nasdaq/GS: HIBB), an athletic-inspired fashion retailer, today announced the completion of the Company's acquisition by JD Sports Fashion plc ("JD"), effective July 25, 2024.

Hibbett is now part of JD and will cease to be a stand-alone publicly traded company. Mike Longo will continue as President and Chief Executive Officer of Hibbett and Jared Briskin will assume the role of Chief Operating Officer. The Company will maintain its corporate headquarters in Birmingham, Alabama.

Commenting on the completion of the transaction, Mr. Longo stated, "We are excited to complete this transaction and join JD. Hibbett and City Gear will continue to have significant growth opportunities thanks to our strong vendor relationships with highly coveted brands, best-in-class omni-channel platform and efficient supply chain operations. In addition, our store footprint is complementary and incremental to the other existing JD locations in North America. Above all, we will continue to provide an outstanding consumer experience in underserved communities by offering a unique and compelling product mix that appeals to our fashion-conscious shoppers."

About Hibbett, Inc.

Hibbett, headquartered in Birmingham, Alabama, is a leading athletic-inspired fashion retailer with 1,169 Hibbett, City Gear and Sports Additions specialty stores located in 36 states nationwide as of May 4, 2024. Hibbett has a rich history of convenient locations, personalized customer service and access to coveted footwear, apparel and equipment from top brands like Nike, Jordan and adidas. Consumers can browse styles, find new releases, shop looks and make purchases online or in their nearest store by visiting www.hibbett.com. Follow us @hibbettsports and @citygear on Facebook, Instagram and Twitter.

About JD Sports Fashion plc

Founded in 1981, the JD Group ("JD") is a leading global omnichannel retailer of Sports Fashion brands. JD provides customers with the latest athleisure fashion through working with established and new brands to deliver products that our customers most want, across both footwear and apparel. The vision of JD is to inspire the emerging generation of consumers through a connection to the universal culture of sport, music and fashion. JD focuses on four strategic pillars: JD brand first, first priority, first in the world; leveraging complementary concepts to support JD global expansion; moving beyond physical retail by building the right infrastructure and creating a lifestyle ecosystem of relevant products and services; and doing the best for its people, partners and communities. JD is a constituent of the FTSE 100 index and had 3,300 stores worldwide at 4 May 2024.
