

JJB SPORTS PLC

(Registered in England and Wales No. 1024895)

("Company")

ORDINARY AND SPECIAL RESOLUTIONS

(Passed on 6 July 2005)

At the annual general meeting of the Company held at the JJB Stadium, Loire Drive, Wigan, Lancashire WN5 0UH at 12 noon on Wednesday, 6 July 2005, the following resolutions were passed as ordinary resolutions in the case of resolutions 8 and 10 and as special resolutions in the case of resolutions 9 and 11.

ORDINARY RESOLUTION

8. That in substitution for all existing authorities under that section (which are hereby revoked), the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum nominal value of £3,846,110, to such persons, at such times and generally on such terms and conditions as the Directors in their absolute discretion may determine during the period commencing on the date of the passing of this resolution and expiring (unless previously renewed, varied or revoked by the Company in general meeting) fifteen months from the date of the passing of this resolution or, if earlier, on the conclusion of the next Annual General Meeting of the Company, save that the Company may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

9. That in substitution for all existing powers (which are hereby revoked) and subject to the passing of resolution 8, the Directors be generally empowered pursuant to section 95 of the Companies Act 1985 ("Act") to allot equity securities (as defined in section 94(2) of the Act) of the Company ("**equity securities**") pursuant to the authority conferred by resolution 8 as if



section 89(1) of the Act did not apply to such allotment, save that such power shall be limited to:

9.1 allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares of five pence each in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares of five pence each but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

9.1.1 to deal with equity securities representing fractional entitlements; and

9.1.2 to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

9.2 allotments of equity securities for cash (otherwise than pursuant to paragraph 9.1) up to a maximum aggregate nominal value of £576,916

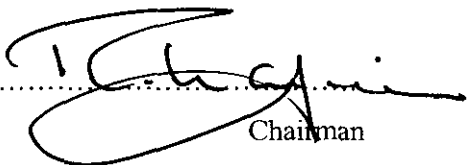
and (unless previously renewed, varied or revoked by the Company in general meeting) such power shall expire fifteen months from the date of the passing of this resolution or, if earlier, on the conclusion of the next Annual General Meeting of the Company, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired.

ORDINARY RESOLUTION

10. That the waiver by the Panel on Takeovers and Mergers referred to in the circular to the shareholders of the Company dated 6 June 2005 ("**Circular**") of any requirement under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party (as defined in the Circular) (or any of them) to make a general offer to the shareholders of the Company as a result of the market purchase by the Company of up to 11,538,330 ordinary shares of five pence each in the Company pursuant to the authorisation granted to the Company by resolution 11 below, be and is hereby approved.

SPECIAL RESOLUTION

11. That subject to and conditional upon the passing of Resolution 10, in accordance with Part V of the Companies Act 1985 ("**Act**") the Company be generally and unconditionally authorised (pursuant to section 166 of the Act) to make one or more market purchases (as defined in section 163 of the Act) on the London Stock Exchange plc of any of its own ordinary shares of five pence each in the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time determine provided that:
- 11.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 11,538,330;
- 11.2 the maximum price which may be paid for an Ordinary Share is an amount equal to not more than one hundred and five per cent. of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days before the day on which the purchase is made (exclusive of attributable expenses payable by the Company);
- 11.3 the minimum price which may be paid for an Ordinary Share is five pence (exclusive of attributable expenses payable by the Company); and
- 11.4 the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company or twelve months from the date of passing of this resolution (whichever shall first occur), provided that the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly thereafter and may make a purchase of Ordinary Shares in pursuance of any such contract as if such authority had not expired.



Chairman