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WEDNESDAY



JJB SPORTS PLC (the "Company")

*(Incorporated and registered in England & Wales under
the Companies Acts 1985 to 1989 with registered number 01024895)*

**PRINT OF RESOLUTIONS OF THE COMPANY
PASSED ON 18 FEBRUARY 2011**

At a General Meeting of the Company held at the offices of Herbert Smith LLP at Exchange House, Primrose Street, London, EC2A 2HS, the following resolutions were duly passed by the Company. Resolutions 1, 3 and 5 to 10 inclusive were passed as ordinary resolutions and Resolutions 2, 4 and 11 were passed as special resolutions.

Resolution 1 – Subdivision of share capital prior to issue of the Placing and Open Offer Shares

THAT, subject to and conditional upon the passing of Resolutions 2 set out in this Notice of General Meeting being passed, at 6 00 p.m. on the date of the General Meeting

- (a) each of the ordinary shares of 5 pence each in the share capital of the Company then in issue or held in treasury be sub-divided and converted into (i) one new ordinary share of 0.1 pence each in the capital of the Company ("**New Ordinary Shares**"), having the rights and ranking *pari passu* in all respects with the ordinary shares of 5 pence each in the capital of the Company, and (ii) one deferred share of 4.9 pence in the capital of the Company (a "**Deferred Share**") having the rights, and being subject to the restrictions, set out in Article 4 of the Articles of Association of the Company as amended pursuant to Resolution 2 below,
- (b) each of the authorised but unissued ordinary shares of 5 pence each in the capital of the Company be sub-divided into 50 ordinary shares of 0.1 pence each in the capital of the Company, having the rights and ranking *pari passu* in all respects with the existing ordinary shares of the Company.

Resolution 2 – Amendment to Articles to provide for Deferred Shares

THAT, subject to and conditional upon the passing of Resolutions 1 set out in this Notice of General Meeting being passed, with immediate effect Article 4 of the Articles of Association of the Company be amended to insert the following as a new paragraph

"(A) The rights and restrictions attributable to deferred shares are as follows.

- (a) on a winding-up or other return of capital, deferred shares shall entitle the holders of the shares only to payment of the amounts paid upon those shares, after repayment to the holders of any and all ordinary shares then in issue of the nominal amount paid up on those ordinary shares held by them respectively and the payment in case or in specie of £10,000,000 on each of those ordinary shares,
- (b) deferred shares shall not entitle the holders of such shares to receive any dividend or other distribution (other than pursuant to paragraph (A)(a) of this Article) or to receive notice of, or to attend, speak or vote at, any general meeting of the Company,

- (c) deferred shares shall not, save as provided in paragraph (A)(d) of this Article, be transferable,
- (d) the Company shall have an irrevocable authority from each holder of the deferred shares at any time to do all or any of the following without obtaining the sanction of the holder or holders of deferred shares
 - (i) to appoint any person to execute on behalf of any holder of deferred shares a transfer of all or any of those shares and/or an agreement to transfer the same (without making any payment for them) to such person or persons as the Company may determine and to execute any other documents which such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) and without any payment being made in respect of such acquisition,
 - (ii) to purchase all or any of the deferred shares in accordance with the 2006 Act without obtaining the consent of the holders of deferred shares in consideration of the payment to the holders of such deferred shares whose shares are purchased of any amount not exceeding one penny in respect of all of the deferred shares then being purchased,
 - (iii) for the purpose of any such purchase, to appoint any person to execute a contract for the sale of any such shares to the Company on behalf of any holder of deferred shares,
 - (iv) to cancel all or any of the deferred shares purchased in accordance with the 2006 Act, and
 - (v) pending any such transfer, purchase or cancellation of deferred shares, to retain the certification (if any) for all or any of the deferred shares, and
- (e) the reduction of capital paid up on deferred shares and/or the creation or issue of further shares in the capital of the Company ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by the deferred shares shall be deemed not to vary or abrogate the rights attaching to the deferred shares "

Resolution 3 – Authority to allot the Placing and Open Offer Shares, the Introduction Fee Shares and the Warrants

THAT, subject to and conditional upon Resolutions 1, 2 and 4 to 9 set out in this Notice of General Meeting being passed, in addition to any existing authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") in connection with the allotment and issue of up to 315,000,000 Firm Placed Shares of 0.1 pence each in the capital of the Company at an issue price of 5 pence per share, up to 315,000,000 Open Offer Shares of 0.1 pence each in the capital of the Company at an issue price of 5 pence per share, up to 11,600,000 Introduction Fee Shares of 0.1 pence each in the capital of the Company at an issue price of 5 pence per share and Warrants in respect of up to 24,719,891 Consolidated Ordinary Shares of 1 pence each in the capital of the Company arising upon exercise of such Warrants in accordance with the terms of the Warrant Instrument to be entered into by the Company, the principal terms and conditions of which are set out in Part IX of the prospectus of the Company dated 2 February 2011, a copy of which has been produced to the meeting and initialed by the Chairman for the purposes of identification only, such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 18 February 2012 (save that the

Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors of the Company may allot shares and grant Rights pursuant to any such offer or agreement as if the authority had not expired)

Resolution 4 – Disapplication of pre-emption rights for the issue of the Placing and Open Offer Shares, the Introduction Fee Shares and the Warrants

THAT, subject to and conditional upon Resolutions 1 to 3 and 5 to 9 set out in this Notice of General Meeting being passed, in addition to any existing authorities, the Directors of the Company be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 3 above as if section 561(1) of that Act did not apply to any such allotment, provided that, unless previously revoked, varied or renewed, this power shall expire upon the expiry of the authority conferred by Resolution 3 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 after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired

Resolution 5 – Consolidation of share capital after issue of the Placing and Open Offer Shares and the Introduction Fee Shares, but prior to Admission

THAT, subject to and conditional upon the passing of Resolutions 1 to 4 and 6 to 9 set out in this Notice of General Meeting being passed, immediately following the issue of the Placing and Open Offer Shares and the Introduction Fee Shares but prior to Admission

- (a) all the New Ordinary Shares of 0.1 pence each in the capital of the Company then in issue be consolidated into ordinary shares of 1 pence each in the capital of the Company (the "**Consolidated Ordinary Shares**") on the basis of every ten New Ordinary Shares being consolidated into one Consolidated Ordinary Share, each Consolidated Ordinary Share having the same rights as the New Ordinary Shares provided that, where such consolidation results in any member being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a Consolidated Ordinary Share to which other members of the Company may be entitled and the directors of the Company be and are hereby authorised to place (or appoint any other person to place) to any person, on behalf of the relevant members, all the Consolidated Ordinary Shares representing such fractions at the best price reasonably obtainable, and to pay the proceeds of the placing (net of expenses) in due proportion among the relevant members entitled thereto (save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company and save that the Company may retain the net proceeds of the placing of such Consolidated Ordinary Shares representing such fractions where the individual amount of proceeds to which any member is entitled is less than £5.00) and that any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things that the directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares,
- (b) all the Deferred Shares will be consolidated on a 1 for 10 basis into Consolidated Deferred Shares of 49 pence each, provided that, where such consolidation results

- in any member being entitled to a fraction of a Consolidated Deferred Share, such fraction shall be rounded down to the nearest whole number; and
- (c) all authorised but unissued New Ordinary Shares shall be consolidated into Consolidated Ordinary Shares, provided that where such consolidation would otherwise result in a fraction of a Consolidated Ordinary Share, that number of Consolidated Ordinary Shares which would otherwise constitute such fraction shall be cancelled pursuant to section 617 of the Companies Act 2006

Resolution 6 – Related party transaction with Harris Associates

THAT, subject to and conditional upon Resolutions 1 to 5 and 7 to 9 set out in this Notice of General Meeting being passed, the allotment and issue of up to 119,000,000 Firm Placed Shares at an issue price of 5 pence per share, up to 119,000,000 Open Offer Shares at an issue price of 5 pence per share (subject to clawback to satisfy valid applications by Qualifying Shareholders pursuant to the Open Offer) and up to 9,338,626 Warrants to Harris Associates in connection with the Capital Raising, which constitutes a related party transaction pursuant to the Financial Service Authority's Listing Rules by reason of Harris Associates being a related party because it is a substantial shareholder in the Company (being a party which is entitled to exercise control of 10 per cent. or more of the Company's votes able to be cast on all or substantially all of the matters at general meetings of the company), be and is hereby approved

Resolution 7 – Related party transaction with Crystal Amber

THAT, subject to and conditional upon Resolutions 1 to 6 and 8 and 9 set out in this Notice of General Meeting being passed, the allotment and issue of up to 45,000,000 Firm Placed Shares at an issue price of 5 pence per share, up to 45,000,000 Open Offer Shares at an issue price of 5 pence per share (subject to clawback to satisfy valid applications by Qualifying Shareholders pursuant to the Open Offer), up to 11,600,000 Introduction Fee Shares at an issue price of 5 pence per share and up to 3,531,413 Warrants to Crystal Amber in connection with the Capital Raising, which constitutes a related party transaction pursuant to the Financial Service Authority's Listing Rules by reason of Crystal Amber being a related party because it is a substantial shareholder in the Company (being a party which is entitled to exercise control of 10 per cent. or more of the Company's votes able to be cast on all or substantially all of the matters at general meetings of the company), be and is hereby approved

Resolution 8 – Crystal Amber/IAML Rule 9 Waiver

THAT, subject to and conditional upon Resolutions 1 to 7 and 9 set out in this Notice of General Meeting being passed, the waiver by the Panel on Takeovers and Mergers of any obligation which might otherwise fall on the Crystal Amber/IAML Concert Party to make a general offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the subscription for Placing and Open Offer Shares, issue of Introduction Fee Shares and/or the exercise of any or all of the Warrants to be issued to Crystal Amber and/or IAML in connection with the Capital Raising, be and is hereby approved

Resolution 9 – Rule 21 Approval

THAT, subject to and conditional upon Resolutions 1 to 9 set out in this Notice of General Meeting being passed, the issue of Firm Placed Shares, Open Offer Shares, Introduction Fee Shares and the related issue of Warrants be approved for the purposes of Rule 21 of the City Code on Takeovers and Mergers in circumstances where the Company has been and remains in receipt of an approach by a third party which may or may not lead to a formal offer for the Company

Resolution 10 – General authority to allot

THAT, subject to and conditional upon Resolutions 1 to 9 set out in this Notice of General Meeting being passed, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 in substitution for the like authority conferred on the directors at the last annual general meeting of the Company (but without prejudice to any allotments made pursuant to that authority) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £21,540,531, provided that this authority shall expire on the date of the next annual general meeting of the Company or, if earlier, on 18 February 2012, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired

Resolution 11 – General disapplication of pre-emption rights post the Capital Raising

THAT, subject to and conditional upon Resolutions 1 to 10 set out in this Notice of General Meeting being passed, the Directors of the Company be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 in substitution for the like authority conferred on the directors at the last annual general meeting of the Company (but without prejudice to any allotments made pursuant to that authority) to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 11 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 11) to any person or persons of equity securities up to an aggregate nominal amount of £64,622, and shall expire upon the expiry of the general authority conferred by Resolution 10 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 after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired


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