

JJB SPORTS PLC (THE "COMPANY")

TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

1. CONSTITUTION

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.

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 three members and a majority of the members of the Nominations Committee shall be independent non-executive directors of the Company.
- 2.3 Appointments to the Nominations Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided that the majority of the Nominations Committee members remain independent.
- 2.4 The Board shall appoint a chairman of the Nominations Committee (the "**Chairman**"). The Chairman shall be the chairman of the Board or 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.

3. QUORUM

A quorum shall be two members both of whom must be non-executive directors. A duly convened meeting of the Nominations Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nominations Committee.

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 However, other individuals such as the chairman of the Board, chief executive, members of senior management, head of human resources and external advisers may be invited to attend for all or part of any meeting 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

Meetings shall normally be held at such times as the Nominations Committee deems appropriate, and in any event shall ordinarily be held not less than twice a year.

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 the Chairman.
- 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 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 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, unless a conflict of interest exists.
- 7.5 In the absence of the Chairman and/or appointed deputy, 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) taking into account the current requirements and future development of the Company, 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 setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
 - 9.1.10 to make recommendations regarding the membership of the Audit Committee and Remuneration Committee in consultation with the chairmen of those committees;
 - 9.1.11 to review annually the time needed to fulfil the role of chairman, senior independent director and each non-executive director (taking into account committee memberships) and, with reference to the annual performance evaluation, to review whether all members of the Board have devoted sufficient time to their duties;
 - 9.1.12 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;
 - 9.1.13 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;

- 9.1.14 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;
- 9.1.15 to make recommendations to the Board regarding the appointment of any director to executive or other office (except for the positions of chairman and chief executive, which shall be matters for the Board);
- 9.1.16 to make recommendations to the Board regarding (i) the procedures in place (or to be put in place) for the authorisation 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.
- 9.1.17 to ensure that items that should be published in the Company's Annual Report relating to the activities of the Nominations Committee, are included in that Report;
- 9.1.18 to review and, where necessary, update these terms of reference (subject to the approval of the Board) and make them publicly available;
- 9.1.19 to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- 9.1.20 generally, to have regard to the Combined Code in carrying out the duties specified above;
- 9.1.21 to ensure that it is in a position to justify all of its actions and proposed courses of action;
- 9.1.22 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 including, in particular, section 172 of the 2006 Act, which requires a director to act in a way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -
- (A) the likely consequences of any decision in the long term,
 - (B) the interests of the company's employees,
 - (C) the need to foster the company's business relationships with suppliers, customers and others,
 - (D) the impact of the company's operations on the community and the environment,
 - (E) the desirability of the company maintaining a reputation for high standards of business conduct, and
 - (F) the need to act fairly as between members of the company; and
- 9.1.23 to provide the Board promptly with such information as may be necessary or desirable in the opinion of the Board to enable the Board to monitor its conduct in

order that each member of the Board may fulfil his duties and responsibilities as a director.

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.

15 July 2009