

JJB SPORTS PLC (THE "COMPANY")

TERMS OF REFERENCE FOR THE CORPORATE SOCIAL RESPONSIBILITY ("CSR") 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 CSR Committee.

2. MEMBERSHIP

- 2.1 The members of the CSR Committee shall be appointed by the Board from amongst the directors of the Company.
- 2.2 The CSR Committee shall consist of at least three members and a majority of the members of the CSR Committee shall be non-executive directors of the Company.
- 2.3 Appointments to the CSR Committee shall be for a period of up to three years, which may be extended for two further three-year periods.
- 2.4 The Board shall appoint a chairman of the CSR 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 CSR Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals as regards membership of the CSR Committee and other Board committees.

3. QUORUM

A quorum shall be two members one of whom must be non-executive directors. A duly convened meeting of the CSR 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 CSR Committee.

4. ATTENDANCE AT MEETINGS

- 4.1 No one other than the Chairman, and members, of the CSR Committee is entitled to be present or vote at a meeting of the CSR Committee.
- 4.2 However, other individuals such as the chairman of the Board, chief executive (if he is not a member), members of senior management 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 CSR Committee (the "**Secretary**") and shall keep a record of the membership of and the dates of changes to the membership of the CSR Committee.

6. FREQUENCY OF MEETINGS

Meetings shall normally be held at such times as the CSR 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 CSR Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of directors.
- 7.2 Meetings of the CSR 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 CSR 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 CSR Committee, including the names of those present, and shall circulate the minutes of such meetings to all members of the CSR 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 CSR Committee when it is dealing with the matter of succession to the chairmanship.

8. AUTHORITY

- 8.1 The CSR 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 CSR Committee.
- 8.2 The CSR 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 CSR 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 responsibilities of the committee are as follows:
 - 9.1.1 To review, agree and establish the Company's corporate strategy to

ensure that corporate social responsibility is and remains an integral part of the strategy and its implementation in practice and that the social, environmental and economic activities of the Company and its subsidiaries (together “Group”) are aligned;

- 9.1.2 To ensure that there is recognition by all within the Group of the impact of its activities upon all stakeholders including shareholders, customers, suppliers, employees and the wider community and environment and that those activities are regulated such that, consistent with sustainable business and development, they are conducted in a socially responsible manner and have a positive impact on society;
- 9.1.3 To develop and recommend for acceptance by the board policies on all key areas of CSR including the environment, health and safety, product testing and customer safety, standards of business conduct, ethics, employees and employee development, charitable activities and community initiatives;
- 9.1.4 To develop and support the activities necessary to convert CSR policies into an effective plan for implementation across the Group and to agree a programme of specific CSR activities and focus for each financial year, supported by appropriate targets and key performance indicators;
- 9.1.5 To monitor compliance with the CSR policies throughout the Group and review performance against agreed targets;
- 9.1.6 In conjunction with management and other committees of the board including the Audit Committee, to identify material environmental, social and health and safety risk areas and to ensure that appropriate measures are taken to mitigate any such risks;
- 9.1.7 To evaluate and oversee on an ongoing basis the quality and integrity of any reporting to external stakeholders concerning CSR matters and, specifically, to review and present to the board for final approval a CSR report for publication in the annual reports and accounts;
- 9.1.8 To develop and encourage effective two-way communication concerning CSR issues within the Group;
- 9.1.9 Where appropriate, to consider the appointment of external advisors to advise and support the committee and the Group in respect of CSR initiatives and to be responsible for establishing the selection criteria, terms of reference and fees in respect of any such advisors; and

9.1.10 To consider such other topics and issues in relation to CSR as may be stipulated by the board from time to time.

10. ANNUAL GENERAL MEETING

The Chairman shall be available at the Annual General Meeting to answer questions on the CSR 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.

8 July 2011