

Notice of General Meeting

NOTICE OF GENERAL MEETING

of

JJB SPORTS PLC

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

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 11:00 a.m. on 29 October 2009 at the head office of JJB Sports Plc at Martland Park, Challenge Way, Wigan, Lancashire, WN5 0LD to consider and, if thought fit, to pass Resolutions 1 and 3 as special resolutions and Resolution 2 as an ordinary resolution:

Resolution 1

THAT:

- (A) the terms of the firm placing and the placing and open offer announced by the Company on 12 October 2009 and the subject of a prospectus issued by the Company (the "**Capital Raising**") be and are hereby approved and the directors be and are hereby directed to implement the Capital Raising and are generally and unconditionally authorised to exercise the authority conferred by paragraph (c) below and all the powers of the Company (pursuant to that authority or otherwise) as necessary in connection with the implementation of the Capital Raising;
- (B) with immediate effect the Articles of Association of the Company be amended by (i) deleting the amount of the Company's authorised share capital contained in paragraph 6 of the Company's Memorandum of Association, which by virtue of section 28 of the Companies Act 2006 and paragraph 42, Schedule 2, Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 is to be treated as a provision of the Company's Articles of Association setting a maximum on the number of shares that may be allotted; and (ii) deleting (a) Article 3; and (b) Article 42(a) of the Articles of Association;
- (C) 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 equity securities (as defined in section 560(1) of the Companies Act 2006) in connection with the Capital Raising up to an aggregate nominal amount of £20 million (equivalent to 400,000,000 ordinary shares of 5 pence each in the capital of the Company), such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 29 October 2010 (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired);
- (D) the issue price of 25 pence per ordinary share of 5 pence each in the Company to be issued under the Capital Raising, representing a discount of more than 10 per cent. to the middle market price of existing ordinary shares of the Company at the time of announcement of the Capital Raising, be and is hereby approved for the purposes of Listing Rule 9.5.10(3) of the Financial Services Authority's Listing Rules.

Resolution 2

THAT, subject to and conditional upon Resolution 1 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 £10,847,197.65, provided that this authority shall expire on the date of the next annual general meeting of the Company or, if earlier, on 29 October 2010, 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 3

THAT, subject to and conditional upon Resolutions 1 and 2 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 2 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 3) to any person or persons of equity securities up to an aggregate nominal amount of £1,627,079.65,

and shall expire upon the expiry of the general authority conferred by Resolution 2 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.

BY ORDER OF THE BOARD

Registered address:
Martland Park
Challenge Way
Wigan
Lancashire
WN5 0LD

Richard Manning, Company Secretary

Registered in England No. 01024895

12 October 2009

Notes:

1. **A member entitled to attend and vote at the General Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the General Meeting. A member can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.**
2. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the General Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the General Meeting and voting in person.
3. A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this Notice of General Meeting. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 4 below.
4. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified) by one of the following methods:

- in hard copy form by post, by courier or by hand to the office of the Company's Registrar, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
- by completing it online at www.capitaregistrars.com/shareholders by following the on-screen instructions to submit it – you will need to identify yourself with your personal investor code; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

and in each case must be received by the Company by 11:00 a.m. on 27 October 2009.

5. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. A copy of this Notice of General Meeting has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**"). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. To be entitled to attend and vote at the General Meeting, members must be registered in the register of members of the Company at 6.00 p.m. on 27 October 2009 (or, if the meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommend that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
11. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the General Meeting, the results of the voting at the General Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's corporate website: www.jjbcorporate.co.uk.
12. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative

may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

13. The Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the General Meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
14. As at 9 October 2009 (being the latest Business Day prior to the publication of this Notice of General Meeting), the Company's issued share capital consists of 250,831,860 ordinary shares. Therefore the total voting rights in the Company are 250,831,860.
15. The contents of this Notice of General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting, the total voting rights that members are entitled to exercise at the General Meeting, details of the totals of the voting rights that members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting will be available on the Company's corporate website: www.jjbcorporate.co.uk.
16. You may not use any electronic address provided in this Notice of General Meeting to communicate with the Company for any purposes other than those expressly stated.