

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your shares in JJB Sports plc ("JJB" or the "Company"), please send this document, together with the accompanying documents (but not the personalised Form of Proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. Notice of the Annual General Meeting of JJB to be held at 11:00 a.m. on 28 July 2010 at the Company's head office at Martland Park, Challenge Way, Wigan, Lancashire, WN5 0LD is set out on pages 5 to 9 of this document. A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event so as to arrive not later than 11:00 a.m. on 26 July 2010.



**JJB SPORTS PLC**

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

Registered Office:

Martland Park  
Challenge Way  
Wigan  
Lancashire  
WN5 0LD

Directors:

John Clare (Chairman)  
Keith Jones (Chief Executive)  
Lawrence Coppock (Finance Director)  
Richard Manning (Legal and Operations Director)  
David Adams (Non-Executive Director)  
Alan Benzie (Non-Executive Director)  
Sir David Jones (Non-Executive Director)  
Sir Matthew Pinsent (Non-Executive Director)

22 June 2010

Dear Shareholder

**NOTICE OF ANNUAL GENERAL MEETING**

I am pleased to be writing to you with details of the 2010 Annual General Meeting ("AGM") which we are holding at 11:00 a.m. on 28 July 2010 at the head office of JJB at Martland Park, Challenge Way, Wigan, WN5 0LD. The formal notice of AGM is set out on pages 5 to 9 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM.

**Resolution 1 – To receive the Annual Report and Accounts**

The Chairman will present the Annual Report and Accounts for the 53 weeks ended 31 January 2010 to the AGM. The Annual Report and Accounts were published on our corporate website on 27 May 2010 and have been sent to shareholders with this document.

## **Resolution 2 – Remuneration Report**

It is mandatory for all listed companies to put their Report on Directors' Remuneration to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual director. The Report on Directors' Remuneration is set out in full on pages 24 to 30 of the Annual Report and Accounts.

## **Resolutions 3 to 6 – Reappointment of directors**

Resolutions 3 to 6 deal with the election and reappointment of Keith Jones, John Clare, David Adams and Sir Matthew Pinsent as directors of the Company. Biographies of each of these directors can be found on page 13 of the Annual Report and Accounts. The Board has confirmed, following a performance review, that all of the directors standing for reappointment continue to perform effectively and demonstrate commitment to their roles.

## **Resolutions 7 and 8 – Reappointment of auditors**

Resolutions 7 and 8 relate to the reappointment of Deloitte LLP, of 2 Hardman Street, Manchester, M60 2AT as the Company's auditors to hold office until the next AGM of the Company and authorises the directors to set their remuneration. The directors intend to delegate the responsibility of setting the auditors' remuneration to the Audit Committee of the Board.

## **Resolution 9 – Allotment of share capital**

Resolution 9 deals with the directors' authority to allot shares.

In December 2008, the Association of British Insurers (the "ABI") revised its guidelines on directors' authority to allot shares (in line with the recommendations of the report issued in November 2008 by the Rights Issue Review Group).

The ABI's guidelines previously stated that the directors' general authority to allot shares should be limited to an amount equal to one-third of the Company's issued share capital. The new guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital. The guidelines provide that the extra routine authority (that is the authority to allot shares representing the additional one-third of the Company's issued share capital) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

In light of the revised guidelines, at the last AGM of the Company held on 22 June 2009, the directors were given a general authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £8,361,062, equivalent to 167,221,240 shares of 5p each, representing the new ABI guidelines limit of approximately two-thirds of the Company's issued ordinary share capital as at 16 June 2009 (the latest practicable date prior to publication of the 2009 AGM notice).

In connection with the firm placing and placing and open offer that was completed by the Company in November 2009 (the "Capital Raise"), there was a general meeting of the Company held on 29 October 2009 where the authorities to allot that were granted to the directors on 22 June 2009 (as set out above) were replaced with one authority specifically in relation to the Capital Raise (for up to an aggregate nominal amount of £20 million) and another separate general authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £10,847,197.65, equivalent to 216,943,953 shares of 5 pence each, representing approximately one-third of the Company's issued ordinary share capital immediately following the Capital Raise. These authorities expire at the end of this year's AGM.

In accordance with the latest ABI guidelines and current market practice, the Board considers it appropriate that the directors be granted authority to allot shares in the capital of the Company up to a maximum aggregate nominal amount of £21,694,395.30, equivalent to 433,887,906 shares of 5 pence each, representing the new guideline limit of approximately two-thirds of the Company's issued ordinary share capital as at 15 June 2010 (the latest practicable date prior to publication of this letter). This authority will last until the conclusion of the next AGM of the Company to be held in 2011 or, if earlier, 28 July 2011. The Directors have no present intention of exercising this authority to allot shares (other than in relation to the Company's employee share schemes) however it is considered prudent to maintain the flexibility that this authority provides. If the directors do exercise this authority, they intend to follow emerging best practice as regards its use (including as regards the directors standing for re-election in certain cases) as recommended by the ABI.

In accordance with the revised guidelines, a maximum nominal amount of £10,847,197.65, equivalent to 216,943,953 shares of 5 pence each, representing approximately one-third of the Company's issued ordinary share capital, can only be allotted pursuant to a rights issue.

As at 15 June 2010 (the latest practicable date prior to publication of this letter), the Company does not hold any ordinary shares in the capital of the Company in treasury.

### **Resolution 10 – Disapplication of statutory pre-emption rights**

Resolution 10 will give the directors authority to allot equity securities (within the meaning of section 560 of the Companies Act 2006) in the capital of the Company pursuant to the authority granted under Resolution 9 above for cash without complying with the pre-emption rights in the Companies Act 2006 (the “2006 Act”) in certain circumstances. In the light of the new ABI guidelines described in relation to Resolution 9 above, this authority will permit the directors to allot:

- (a) equity securities up to a maximum nominal amount of £21,694,395.30, representing approximately two-thirds of the issued ordinary share capital of the Company as at 15 June 2010 (the latest practicable date prior to publication of this letter), on an offer to existing shareholders on a pre-emptive basis. However unless the equity securities are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot equity securities up to a nominal amount of £10,847,197.65, representing one-third of the issued ordinary share capital of the Company as at 15 June 2010 (the latest practicable date prior to publication of this letter), in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit; and
- (b) equity securities up to a maximum nominal value of £1,627,079.65, representing approximately 5% of the issued ordinary share capital of the Company as at 15 June 2010 (the latest practicable date prior to publication of this letter), otherwise than in connection with an offer to existing shareholders.

The authority contained in Resolution 10 will expire upon the expiry of the general authority conferred in Resolution 9 (i.e. at the end of the next AGM of the Company or, if earlier, on 28 July 2011).

### **Resolution 11 – Authority to purchase own shares**

Resolution 11 gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 65,083,186 (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 15 June 2010 (the latest practicable date prior to publication of this letter)) and sets minimum and maximum prices. This authority will expire on 28 July 2011 unless previously renewed, revoked or varied by the Company in general meeting.

The directors have no present intention of exercising the authority to purchase the Company’s ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company’s share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 11 is passed at the AGM, it is the Company’s current intention to cancel or hold in treasury any shares purchased pursuant to the authority granted to it. In order to respond properly to the Company’s capital requirements and prevailing market conditions, the directors will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. The Company is only permitted to hold a maximum of up to 10% of its issued share capital in treasury.

As at 15 June 2010 (the latest practicable date prior to the publication of this letter), there were warrants and options over 43,611,641 ordinary shares in the capital of the Company representing approximately 6.70% of the Company’s issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company’s ordinary shares was exercised in full, these warrants and options would represent approximately 7.45% of the Company’s issued ordinary share capital (excluding treasury shares).

### **Resolution 12 – Political donations**

Resolution 12 deals with political donations. Under the 2006 Act, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 12. This will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the 2006 Act, Resolution 12 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

This authority will cover the period from the date Resolution 12 is passed until the end of the next AGM of the Company or, if earlier, on 28 July 2011.

### **Resolution 13 – HM Revenue & Customs Approved Share Option Plan**

Resolution 13 proposes that the JJB Sports plc HM Revenue & Customs Approved Share Option Plan (the "Plan") be adopted, under which eligible employees can receive an option to subscribe or purchase ordinary shares in the Company at a price equal to the market value of the Shares at the time of grant. The option will normally become exercisable after three years.

The Plan is intended to incentivise employees below the level of executive directors and senior managers and, through the holding of market value options, help align the interests of employees with those of the Company's shareholders. It is not proposed to apply performance conditions to options granted under the Plan.

The plan will be administered by a duly constituted committee of the board of directors of the Company. No grants are proposed to be made to executive directors under the Plan. If, in future, grants are made to executive directors, these awards will be determined by the Remuneration Committee, who shall consider applying performance conditions to those options.

The Company's existing share incentive plans will continue and may be used in conjunction with the Plan to incentivise employees.

If the Plan is approved by Shareholders, it is intended that the first awards under the Plan will be made shortly after adoption. A summary of the principal features of the proposed Plan is set out in the Appendix to this letter.

### **Resolution 14 – Length of notice of meeting**

Resolution 14 is a resolution to allow the company to hold general meetings (other than AGMs) on 14 days' notice, regardless of the type of resolution to be proposed at the general meeting.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 in August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than public company AGMs) was 14 days. One of the amendments made to the 2006 Act by the Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. Please refer to note (4) to the notice of meeting on page 8 of this document for details of the Company's arrangements for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 14 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the Company's next AGM, when it is intended that the approval be renewed.

### **Recommendation**

The Board considers that all of the Resolutions are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 1,901,445 shares representing approximately 0.29% of the existing issued ordinary share capital of the Company (excluding treasury shares).

Voting on all of the Resolutions at the AGM will be by way of a poll. In line with many other public companies we may be asking shareholders who attend the AGM in person or by proxy to vote on the Resolutions at the AGM using a hand held electronic voting system. If used, this will record all votes cast for each Resolution and display them on a screen providing immediate detailed results for shareholders to see.

Yours sincerely

**John Clare**  
Chairman  
JJB Sports plc

# NOTICE OF ANNUAL GENERAL MEETING

of

## JJB SPORTS PLC

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

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of the Company will be held at 11:00 a.m. on 28 July 2010 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 to 9 inclusive and 12 and 13 as ordinary resolutions and Resolutions 10, 11 and 14 as special resolutions:

### **Resolution 1**

TO receive the accounts and the reports of the directors and the auditors for the year ended 31 January 2010.

### **Resolution 2**

TO receive and approve the directors' remuneration report for the year ended 31 January 2010.

### **Resolution 3**

TO elect and reappoint as a director Keith Jones who has been appointed by the Board of Directors since the last Annual General Meeting.

### **Resolution 4**

TO elect and reappoint as a director John Clare who has been appointed by the Board of Directors since the last Annual General Meeting.

### **Resolution 5**

TO elect and reappoint as a director David Adams who has been appointed by the Board of Directors since the last Annual General Meeting.

### **Resolution 6**

TO elect and reappoint as a director Sir Matthew Pinsent who has been appointed by the Board of Directors since the last Annual General Meeting.

### **Resolution 7**

TO reappoint Deloitte LLP of 2 Hardman Street, Manchester, M60 2AT as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

### **Resolution 8**

TO authorise the directors to determine the auditors' remuneration.

### **Resolution 9**

THAT the directors 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"):

- (a) up to an aggregate nominal amount of £10,847,197.65; and
- (b) up to a further aggregate nominal amount of £10,847,197.65 provided that (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine 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 and to other holders of equity securities entitled to participate therein, 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,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 28 July 2011, 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; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

#### **Resolution 10**

THAT the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 9 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 (but in the case of the authority granted under paragraph (b) of Resolution 9 by way of rights issue only) 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 10) 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 9 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 11**

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5 pence each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 65,083,186 representing approximately 10% of the issued ordinary share capital of the Company as at 15 June 2010;
- (b) the minimum price (excluding expenses) which may be paid for any such share is 5 pence;
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 12 will be carried out);
- (d) the authority hereby conferred shall expire on 28 July 2011 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

#### **Resolution 12**

THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company during the period when this Resolution 13 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;

- (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending on 28 July 2011 or, if sooner the conclusion of the Annual General Meeting of the Company to be held next year provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £75,000.

### **Resolution 13**

THAT the JJB Sports plc Approved Share Option Plan (the "Plan"), the principal terms of which are summarised in the Appendix to the Chairman's letter to shareholders dated 22 June 2010 and as contained in the Rules of the Plan produced to this meeting and initialled by the Chairman of the meeting for the purposes of identification, be and is hereby approved and adopted and the directors be and are hereby generally and unconditionally authorised to do or procure to be done all such acts and things as they, in their discretion, may consider necessary or desirable to obtain formal HMRC approval for the Plan and implement the Plan in accordance with its terms and to establish further schemes based on the Plan but modified to take account of any applicable securities, exchange control, or taxation laws or regulations outside the United Kingdom (provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Plan).

### **Resolution 14**

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Registered address:

Martland Park  
Challenge Way  
Wigan  
Lancashire  
WN5 0LD

Richard Manning, Company Secretary  
22 June 2010

Registered in England No. 01024895

### **Notes:**

- (1) A member entitled to attend and vote at the 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 meeting. A member can appoint more than one proxy in relation to the 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 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 meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person.
- (3) A copy of this notice 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 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.

- (4) A form of proxy is included with this notice. 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](http://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 7 below

and in each case the appointment of proxy must be received by the Company by 11:00 a.m. on 26 July 2010.

- (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 proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Registrars, Bourne House, 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 but differing appointments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last validly delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was last validly delivered, none of them shall be treated as valid in respect of that share.
- (6) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only persons entered on the register of members of the Company at 6:00 p.m. on 26 July 2010 (or, if the meeting is adjourned, at 6:00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or 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.
- (7) 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](http://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 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.
- (8) 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.
- (9) 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.

- (10) Voting on all the Resolutions will be conducted by way of a poll rather than a show of hands. This is not compulsory but there is some pressure on listed companies to use poll voting as the norm rather than starting with 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. In line with many other public companies we may be asking shareholders who attend the AGM in person or by proxy to vote on the Resolutions at the AGM using a hand held electronic voting system. If used, this will record all votes cast for each resolution and display them on a screen providing immediate detailed results for shareholders to see. As soon as practicable following the AGM, the results of the voting at the AGM 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 website <http://www.jjbcorporate.co.uk>.
- (11) A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. 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.
- (12) Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
- (13) The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the AGM, except (i) if to do so would interfere with the preparation for the meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
- (14) As at 15 June 2010 (being the latest business day prior to the publication of this Notice), the Company's issued share capital consists of 650,831,860 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company are 650,831,860.
- (15) The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, details of the totals of the voting rights that members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: [www.jjbcorporate.co.uk](http://www.jjbcorporate.co.uk).
- (16) You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.
- (17) The terms and conditions of engagement of the directors are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10:45 a.m. until its conclusion.
- (18) Copies of the Rules of the JJB Sports plc HM Revenue & Customs Approved Share Option Plan will be available for inspection at the registered office of the Company during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10:45 a.m. until its conclusion.

## APPENDIX

### SUMMARY OF THE PRINCIPAL TERMS OF THE JJB SPORTS PLC HM REVENUE & CUSTOMS APPROVED COMPANY SHARE OPTION PLAN (THE "PLAN")

The Plan provides for eligible employees to be granted an option to subscribe or purchase ordinary shares in the Company (an "Option"). An Option will normally be exercisable between the third and tenth anniversaries of the date of grant.

#### 1. Eligibility and grant procedure

Executive directors and employees of the Company and its subsidiaries (the "Group") may be selected to participate in the Plan at the discretion of a duly appointed committee of the board of directors of the Company (the "Committee").

The intention is that executive directors will not participate as a general rule, although they will be eligible to participate provided they work for the Group for at least 25 hours per week (as required by the relevant tax legislation). To the extent that executive directors are to be granted options, the number of options to be granted and any performance conditions will be determined by the Remuneration Committee.

Options will have an exercise price of not less than the market value of an ordinary share at the date of grant (or nominal value, if higher, where newly issued shares are used). Market value will be based on the average middle market closing price for three dealing days immediately preceding the date of grant.

Options can be granted in the 42 day period commencing on the date that the Plan is adopted by the Company.

Options can generally be granted in the 42 day period commencing when the Company announces its results for any period. If grants during the normal grant period are prevented by a dealing restriction or if there are exceptional circumstances that the Committee considers justifies granting options outside the normal grant period, the grant can be made within 42 days of the lifting of that dealing restriction or the occurrence of the exceptional circumstances.

Options may be granted by the Company or by the trustee of an employee trust designated by the Company for the purposes of the Plan.

No Options can be granted more than ten years following the date on which the Plan is approved by shareholders.

Options can only be granted to individuals who are employed with the Group on the date the Option is granted.

No payment is required for the grant of Options.

#### 2. Value of awards

Award levels will be determined each year by the Committee. The maximum value of unexercised Options held by an eligible employee at any time under the Plan is £30,000 measured by reference to the grant date market value.

#### 3. Performance conditions

Options can be granted subject to the achievement of performance conditions, although for the initial awards to employees and for awards made generally to individuals who are not executive directors, it is proposed that no performance conditions will apply.

If any Options are granted to executive directors then the Remuneration Committee will determine whether these Options should be subject to performance conditions, taking into account the circumstances in which the Options are then to be granted.

#### 4. Cessation of employment

Awards made to employees who leave the Group at any time prior to vesting will lapse unless they leave by reason of injury, ill-health, disability, redundancy, retirement, the employing company being transferred outside the Group, the participant's employment being transferred outside the group as part of a business transfer, or in other circumstances where the Committee at its discretion determines within 30 days of ceasing employment that he should be designated as a good leaver ("Good Leavers").

Options that vest on a participant becoming a Good Leaver, or on death will generally be pro-rated based on the proportion of the period that has passed between the date of grant and the date the Option would normally have become exercisable (although the Committee can determine that an Option will vest in full). Good leavers must generally exercise their Options within six months of ceasing Group employment.

All other leaver circumstances except death will be bad leaver circumstances. On death, the participant's personal representatives will have six months in which to exercise the Option.

If a participant leaves the Group otherwise than by reason of death or becoming a Good Leaver, any unvested Option will lapse. Employment ceases for these purposes when the participant gives or is given his notice and not when any notice period has been served, or when his employment is terminated without notice.

#### **5. Change of control and other early vesting events**

In the event of a change of control of the Company, the Committee may determine, with the acquiring company's and participant's agreement, that a participant should be offered the opportunity to replace the Option with an equivalent option over shares in another company (generally the acquiring company).

If no replacement option is granted, the Option will vest in full.

On a change of control resulting from an internal reconstruction, the Committee can prevent accelerated vesting and require that Options are replaced by options over shares in the new holding company. An internal reconstruction is a change of control where the identity of the ultimate shareholders in the Company is the same or substantially the same after the event in question.

Options will vest early on a voluntary winding-up of the Company.

#### **6. Other rights attaching to Options**

Options will not attract any dividends or dividend equivalents.

A participant will not have any voting rights in respect of shares comprised in an Option prior to the Option being exercised and shares being transferred to the participant. All shares allotted under the Plan will carry the same rights as any other issued ordinary shares in the Company and application will be made for the shares to be listed by the UK Listing Authority and traded on the London Stock Exchange.

Options may not be assigned or transferred except to a participant's personal representatives on his death.

If a participant ceases employment he will not be entitled to compensation for the loss of his Option.

Benefits received under the Plan are not pensionable

#### **7. Adjustment of awards**

If there is a variation in the share capital of the Company (including without limitation a capitalisation, rights issue, open offer, consolidation, sub-division or reduction of capita), the shares under Option may be adjusted as the Committee, acting fairly and reasonably and with the prior agreement of HM Revenue & Customs, considers appropriate to reflect that variation.

#### **8. Alterations to the Plan**

The Committee will have authority to amend the rules of the Plan, provided that no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the Plan without the prior approval of HM Revenue & Customs, and that, except for any amendment that is minor and made to benefit the administration of the Plan to take account of a change or proposed change in legislation or to obtain or maintain favourable or avoid unfavourable tax, exchange control or regulatory treatment, the consent of shareholders in general meeting is required to any amendment to the terms concerning who can be a participant, the limit on the value of Options to a participant, the rights attaching to an Option and the amendment provisions themselves.

#### **9. Limits on the issue of shares**

The Plan will be subject to the limit that, in any ten-year period, not more than 10 percent of the issued ordinary share capital of the Company from time to time may be issued or issuable under all the Company's employee share schemes.

In addition, in any ten-year period, not more than 5 percent of the issued ordinary share capital of the Company from time to time may be issued or issuable under the Company's discretionary share schemes. For the purposes of applying the 5 percent limit, shares offered or options granted on similar terms under share plans operated by the Company to all or substantially all employees of a Group Company are excluded.

The Committee will adopt appropriate policies to ensure that sufficient shares are available for the Plan throughout the ten-year period, and may purchase shares in the market. The Committee may use treasury shares for the purposes of the Plan and transfers of such shares will count towards the limits referred to above for so long as it is a recommendation of the Association of British Insurers that they should do so.

Where Options are granted over existing shares, these may be held in an employee trust. The trust will also have the facility to subscribe for new shares within the limits referred to above.

**Note**

This Appendix summarises the main features of the Plan but does not form part of the Plan and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. Copies of the draft rules will be available for inspection at the registered office of the Company during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10:45 a.m. until its conclusion. The directors reserve the right up to the time of the meeting to make such amendments and additions as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this Appendix.