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COMPANIES HOUSE

SSL RETAIL LIMITED (the "Company")

COMPANY NUMBER 01296016

**WRITTEN RESOLUTIONS OF THE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The following written resolutions were duly passed by the Company on 26 April 2012 as special resolutions

1. **THAT** the terms of, and the transactions contemplated by the following documents and any related or ancillary documents be and hereby are approved and that the execution on behalf of the Company of the documents and any related or ancillary documents be and are hereby ratified
 - 1 1 an amendment and restatement agreement dated 4 April 2012 between, amongst others, Bank of Scotland plc ("**BoS**"), JJB Sports plc ("**JJB**") and the Company (the "**Fifth Amendment and Restatement Agreement**") pursuant to which a facility letter dated 3 April 2009 (as amended on 23 September 2009, 12 October 2009, 26 January 2010, 25 February 2010, 31 March 2010, 27 September 2010, 7 December 2010, 23 December 2010, 31 January 2011, 1 February 2011, 27 February 2011 and 27 April 2011) between BoS (as Lender) and JJB (as Borrower) will be amended and restated, and
 - 1 2 an intercreditor agreement dated 4 April 2012 between, amongst others, the Company, Dick's Sporting Goods, JJB, adidas (U K) Limited and BoS in its capacities as Security Trustee and as Senior Lender (the "**Intercreditor Agreement**")
2. **THAT** the terms of, and the transactions contemplated by the following documents and any related or ancillary documents be and hereby are approved and that the execution on behalf of the company of the documents and any related or ancillary documents be and are hereby approved
 - 2 1 a £15 million loan agreement between, amongst others JJB as Borrower, the Company as Guarantor and adidas (U K) Limited as Lender (the "**adidas Loan**"),
 - 2 2 a sixth amendment deed (the "**Sixth Amendment Deed**"), amending the terms of the Fifth Amendment and Restatement Agreement,
 - 2 3 an amendment deed relating to the Intercreditor Agreement (the "**Intercreditor Amendment Deed**"), and
 - 2 4 a guarantee and debenture between, amongst others, the Company, JJB and Lloyds TSB Bank plc in its capacity as Security Agent (the "**Third Guarantee and Debenture**"), (the documents referred to in paragraph 1 1, 1 2, 2 1, 2 2, 2 3 and 2 4 (above) together, the "**Finance Documents**")
3. **THAT** the Directors be authorised, empowered and directed in the name of and on behalf of the Company to cause the execution and delivery of the Finance Documents with such amendments to them as they shall in their absolute discretion think fit
4. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association
5. **THAT** any Director of the Company who is also a Director and/or shareholder of one or more of JJB, Blane Leisure Limited, JJB Card Services Limited, Sports Division Limited, Golf TV Limited, TV Sports Shop Limited and Sports Division (Eireann) Limited shall not

infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Finance Documents and/or the transactions contemplated thereby

Agreed

Signed

A handwritten signature in black ink, appearing to be 'J. Smith' or similar, written in a cursive style.

as a Director / Secretary for and on behalf of **SSL RETAIL LIMITED**