

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

TOTTENHAM HOTSPUR PLC

(Company Number: 1706358)

(the "Company")

WEDNESDAY



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At an annual general meeting of the Company held at 2.00pm on 29 January 2007 the following resolutions were passed, in the case of resolutions 1 and 5 as ordinary resolutions, and in the case of resolutions 2, 3 and 4 as special resolutions:

ORDINARY RESOLUTION

1. **THAT** the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £5,354,555 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date falling 15 months from the date on which this resolution is passed, whichever is the earlier, and provided further that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot such relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired. This authority shall replace the similar authority granted to the Directors at the Company's Annual General Meeting on 25 November 2005, which is hereby revoked with immediate effect.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution 1 above, the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the general authority conferred on the Directors by resolution 1 up to an aggregate nominal amount of £5,354,555 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date falling 15 months from the date on which this resolution is passed, whichever is the earlier, save that the Company may before such expiry make an


offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

3. **THAT**, subject to the passing of resolution 5 below, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 5 pence each in the capital of the Company ("ordinary shares") provided that:
- (A) the maximum number of ordinary shares hereby authorised to be purchased is 13,927,044 (representing 14.99% of the issued ordinary share capital of the Company);
 - (B) the minimum price which may be paid for each ordinary share is 5 pence (nominal value);
 - (C) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the AIM Appendix to the Daily Official List of The London Stock Exchange for the five business days immediately preceding the day on which the ordinary shares are contracted to be purchased;
 - (D) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 31 December 2007, whichever is earlier, unless such authority is renewed prior to such time; 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 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.
4. **THAT**, subject to the passing of resolution 5 below, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of convertible redeemable preference shares of £78.10 each in the capital of the Company ("preference shares") provided that:
- (A) the maximum number of preference shares hereby authorised to be purchased is 8,814 (representing 14.99% of the issued preference share capital of the Company);
 - (B) the minimum price which may be paid for each preference share is £78.10 (nominal value);
 - (C) the maximum price which may be paid for each preference share is an amount equal to 105% of the average of the middle market quotations for a preference share as derived from the AIM Appendix to the Daily Official List of The London Stock Exchange for the five business days immediately preceding the day on which the preference shares are contracted to be purchased;

- (D) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 31 December 2007, whichever is earlier, unless such authority is renewed prior to such time; and
- (E) the Company may make a contract to purchase its preference shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may purchase its preference shares in pursuance of any such contract.

ORDINARY RESOLUTION

5. **THAT** the conditional waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 of The City Code on Takeovers and Mergers ("City Code") for ENIC Sports Limited and/or any of its concert parties (within the meaning of the City Code) to make a general offer to shareholders of the Company as a result of the market purchase by the Company of any ordinary shares pursuant to the authorisation granted by resolution 3 above be and it is hereby approved.

A handwritten signature in black ink, appearing to read 'D. Levy', is written over a horizontal line.

DANIEL LEVY

DIRECTOR AND CHAIRMAN