

Company Number 1706358

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF
TOTTENHAM HOTSPUR PLC
(the "Company")**

Passed on 26 November 2007

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COMPANIES HOUSE

At a general meeting of the Company duly convened and held on the above date, the following resolutions were passed as ordinary and special resolutions respectively

ORDINARY RESOLUTIONS

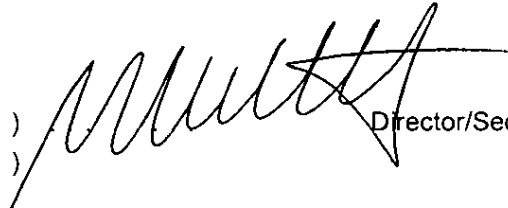
- 1 To receive the report of the Directors and the audited accounts of the Company for the year ended 30 June 2007, together with the report of the auditors on the same
- 2 To approve the report of the Remuneration Committee for the year ended 30 June 2007
- 3 To re-appoint Deloitte & Touche LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration
- 4 THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £5,369,094 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 of the Company may allot such relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired This authority shall replace all existing authorities granted to the Directors for the purposes of section 80 of the Act which are hereby revoked with immediate effect
- 5 To declare and approve a final dividend for the year ended 30 June 2007 of 4p per ordinary share

SPECIAL RESOLUTIONS

- 6 THAT, subject to the passing of resolution 4 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 4 up to an aggregate nominal amount of £5,369,094 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 of the Company may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired
- 7 THAT 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 5p each in the capital of the Company ("**ordinary shares**") provided that
- 7 1 the maximum number of ordinary shares hereby authorised to be purchased is 13,883,456 (representing 14 99% of the issued ordinary share capital of the Company),
- 7 2 the minimum price which may be paid for each ordinary share is 5p (nominal value),
- 7 3 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 of 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,
- 7 4 the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on the date falling 15 months from the date on which this resolution is passed, whichever is earlier, unless such authority is renewed prior to such time, and
- 7 5 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
- 8 THAT 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
- 8 1 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),
- 8 2 the minimum price which may be paid for each preference share is £78 10 (nominal value),

- 8 3 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,
- 8 4 the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on the date falling 15 months from the date on which this resolution is passed, whichever is earlier, unless such authority is renewed prior to such time, and
- 8 5 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

SIGNED by
on behalf of TOTTENHAM HOTSPUR PLC

)  Director/Secretary
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