

Company Number. 1706358

TUESDAY



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

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

Passed on 13 December 2011

At an annual 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

- 6 **THAT** the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the '2006 Act'), to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £10,692,949 35 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 enter into an agreement during the relevant period which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors of the Company may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities granted to the directors of the Company for the purposes of Section 551 of the Companies Act 2006 which are hereby revoked with immediate effect, save in respect of any offers made or agreements entered into pursuant to authorities previously granted to the Directors of the Company which would or might require shares to be allotted

SPECIAL RESOLUTIONS



- 7 **THAT**, subject to the passing of resolution 6 above, the directors of the Company be and are hereby empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the general authority conferred on the Directors of the Company by resolution 5 as though the restriction in section 561(1) of the 2006 Act did not apply to any such allotment, up to an aggregate nominal amount of £10,692,949 35,

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 enter into an 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

8 **THAT** the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 5p each in the capital of the Company ('ordinary shares') provided that

- a the maximum number of ordinary shares hereby authorised to be purchased is 32,057,462 ordinary shares,
- b the minimum price (exclusive of expenses) which may be paid for each ordinary share is 5p (nominal value),
- c the maximum price (exclusive of expenses) 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 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
- e the Company may enter into a contract or contracts 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 or contracts

SIGNED by
on behalf of **TOTTENHAM HOTSPUR PLC**

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)  Director/Secretary