

Number of Company: 3197756

The Companies Act 1985

COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTION**

(Pursuant to S.378 (2) of the Companies Act 1985)

of

LOFTUS ROAD PLC

Passed 18 May 2001  
But effective as of 7 June 2001



AT an **EXTRAORDINARY GENERAL MEETING** of the above-named Company, duly convened, and held at The Loftus Road Stadium, South Africa Road, London, W12 7PA

on 18 May 2001 the subjoined **ORDINARY** and **SPECIAL RESOLUTIONS** were duly passed:

**RESOLUTIONS**

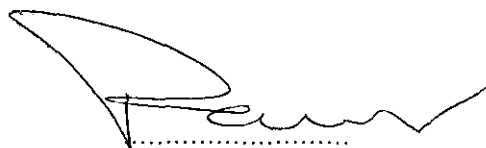
**ORDINARY RESOLUTION**

1. THAT subject to and on the completion of the Wasps Disposal Agreement, the Preference Share of 1p in the capital of the Company be re-designated as an Ordinary Share of 1p, having the respective rights and restrictions set out in Articles of Association as amended by Resolution 4 below.

**SPECIAL RESOLUTION**

2. That, subject to and on the completion of the Wasps Disposal Agreement, the Articles of Association of the Company be amended as follows:
  - a) by the deletion of the words "The Club : Wasps Football Club" in the 12<sup>th</sup> line of Article 2 of the Articles;
  - b) by the deletion of the words "Preference Director: a director of the directors appointed for the time being pursuant to Article 5(C) Preference Share : a redeemable preference share of £1 in the capital of the Company as hereinafter provided Preference Shareholder: the holder of the Preference Share for the time being" in the 29<sup>th</sup> to the 33<sup>rd</sup> line of Article 2 of the Articles;
  - c) by the deletion of the words "This is a reference to the redeemable preference share of 1p each in the capital of the Company" marked by a double asterisk at the bottom of Page 2 of the Articles;

- d) by the replacement of the figure "£22,800,000" with the figure "£750,000" in the second line of Article 4 of the Articles;
- e) by the replacement of the figure "74,999,999" with the figure "75,000,000" in the second line of Article 4 of the Articles;
- f) by the deletion of the words ", 45,000,000 Non-Voting Shares of 49p each and one Preference Share of 1p" in the second line of Article 4 of the Articles;
- g) by the deletion of Article 4A of the Articles in its entirety and the renumbering of the remaining Articles accordingly;
- h) by the deletion of Article 5 of the Articles in its entirety and the renumbering of the remaining Articles accordingly;
- i) by the deletion of Article 6 of the Articles and the renumbering of the remaining Articles accordingly;
- j) by the deletion of the words "which special rights shall not be modified, varied or abrogated except with such consent or sanction as is provided for by Article 5 hereof" in the second line of Article 7 of the Articles;
- k) by the deletion of the words " The Company shall require a certified copy of a declaration of trust in favour of the Club by the proposed holder or holders of the Preference Share before entering any holder or holders in the register of members" in the third line of Article 11 of the Articles;
- l) by the deletion of the words "other than the Preference Share but including any other redeemable shares" in the second line of Article 12 (ii) of the Articles;
- m) by the replacement of the words "subject to the provisions of Article 5 hereof and to any other" with the words "subject to any" in the first line of Article 71 of the Articles;
- n) by the replacement of the word "Directors" with the words "Non-Executive Directors" in the first and third lines of Article 87 of the Articles and the replacement of the word "Director" with the words "Non-Executive Director" in the fifth and seventh lines of Article 87 of the Articles. For the avoidance of doubt, the word "Directors" in the fourth line of Article 87 of the Articles is to remain unaltered; and
- o) by the deletion of the sub-articles 102. (B) to (F) in their entirety and the renumbering of the remaining sub-articles accordingly.



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Director/Secretary