

**THE COMPANIES ACTS
PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION
OF
WATFORD LEISURE PLC ("the Company")
(Registered in England and Wales No 3335610)**

Passed on 18th December 2007

AT THE ANNUAL GENERAL MEETING of the Company duly convened and held at Vicarage Road Stadium, Vicarage Road, Watford, Hertfordshire WD18 0ER at 6 00 pm on the above date, the following Resolution was duly passed as a special resolution

SPECIAL RESOLUTION

"THAT the existing articles of association of the Company be amended as follows

- (i) by the insertion of the words "Subject to article 55 9" at the beginning of article 55 1,
- (ii) by the insertion of new article 55 9, as follows

"55 9 1 Subject to any requirement of the Statutes, the Company may send any documents or notices to its members in electronic form and such documents or notices will be validly sent provided that

- 1 the member has agreed (generally or specifically) (or in the case of a company is deemed to have agreed by a provision in the Statutes) that documents or notices can be sent in electronic form,
- 2 the documents are documents to which the agreement applies,
and
- 3 copies of the documents are sent in electronic form to the address notified by the member to the Company for that purpose

55 9 2 Subject to any requirement of the Statutes, the Company may send documents or notices to its members by means of a website and any such documents or notices will be validly sent provided that

- 1 the member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to him or he has been asked (individually) to agree that documents and notices can be sent by means of a website and the Company has received no response to that request within 28 days from the date on which the request was sent,
and
- 2 the documents are documents to which the agreement applies,
and
- 3 the member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed



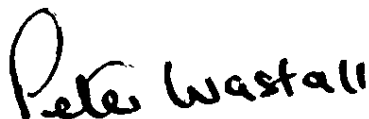
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- 55 9 3 Documents must be available on the website for a period of not less than 28 days from the date of notification unless the Statutes make provision for any other time period
- 55 9 4 If the documents are published on the website for a part only of the period of time referred to in Article 55 9 3, they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid
- 55 9 5 Where the Company sends documents to members otherwise than in hard copy form, any member can require the Company to send him a hard copy version and the Company must do so free of charge and within 21 days of the date of the member's request
- 55 9 6 Where the Statutes permit documents to be sent to the Company, only such documents as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose
- 55 9 7 If the document in electronic form is sent by hand or by post, it must be sent to the Company's Registered Office
- 55 9 8 A document sent to the Company in electronic form is sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified "

For and on behalf of the Board



Peter J. Wastall
Secretary
18th December 2007

Registered Office:
Vicarage Road Stadium
Watford
Hertfordshire
WD18 0ER