

Company Number 04593477

SATURDAY



**THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)**

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

LEICESTER CITY FOOTBALL CLUB PLC (the "Company")

Passed on 9 March 2007

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 9 March 2007, the following Resolutions were duly passed, as to Resolutions Nos 1, 2 and 3 as Ordinary Resolutions, and as to Resolutions Nos 4, 5, 6 and 7 as Special Resolutions

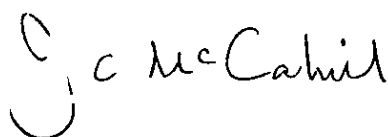
ORDINARY RESOLUTIONS

- 1 That the waiver granted by the Panel of the obligation that would otherwise arise on the Concert Party to make a general offer to the shareholders of the Company under Rule 9 of the Takeover Code as a result of the allotment and issue to it of Subscription Shares pursuant to which the Investor will become the holder of, in aggregate, 19,138,432 "A" Ordinary Shares of £0.01 each representing 75 per cent of the Enlarged Share Capital be and is hereby approved
- 2 The authorised share capital of the Company be and is hereby increased from £7,750,000 to £8,000,000 by the creation of 25,000,000 "A" Ordinary Shares of £0.01 each in the capital of the Company having attached to them the rights, privileges and restrictions set out in the articles of association of the Company to be adopted pursuant to Resolution 5 below
- 3 That the Directors be and they are hereby generally and unconditionally authorised (such authority to be in substitution for all existing such authorities) to allot relevant securities, (within the meaning of section 80 of the Act) pursuant to the Subscription and, other than pursuant to Subscription, up to an aggregate nominal amount of £250,000, such authority to expire at the conclusion of the next annual general meeting of the Company (unless previously revoked, renewed, extended, revised or varied by the Company in a general meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby is expired

FRIDAY

SPECIAL RESOLUTIONS

- 4 That the Board be and it is 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 authority conferred by Resolution 3 above as if sub-section (1) of Section 89 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 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 Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired and further provided that such power shall be limited to
- 4 1 the allotment and issue to the Investor of the Subscription Shares, and
- 4 2 the allotment to the Investor otherwise than in pursuant of sub paragraph 4 1 above of "A" Ordinary Shares for cash up to a nominal amount of £58,615 68
- 5 That the articles of association contained in the printed document submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby approved and adopted as the articles of association of the Company in substitution for and wholly to the exclusion of the existing articles of association
- 6 That the company be re-registered as a private company under the Companies Act 1985 by the name of Leicester City Football Club Limited
- 7 That the Memorandum of Association of the Company be altered as follows
- (a) in clause 1, by deleting the words "Whisperway PLC" and submitting the words "Leicester City Football Club Limited",
 - (b) by deleting clause 2, and
 - (c) by re-numbering the existing clauses 3 to 6 (both inclusive) as 2 to 5 respectively



Chairman of the Meeting