

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TOTTENHAM HOTSPUR STADIUM LIMITED  
(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

IT WAS RESOLVED that the articles of association of the Company (the "**Articles**") be amended as follows:

1. The definition of "lien enforcement notice" in Article 2.1 is deleted.
2. Article 9 is deleted in its entirety.
3. Article 24 is replaced with:
  - "24.1 (a) *Model Article 26(1) is modified by the addition of the words "and, if any of the shares is nil or partly paid, the transferee" after the word "transferor".*
  - (b) *Subject to Article 24.2 below, the directors may refuse to register the transfer of a share, and, if they do so, the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for such refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration, unless the directors suspect that the proposed transfer may be fraudulent.*
- 24.2 *Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or financial institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or financial institution and including any bank or financial institution acting as agent or trustee for any person) or where such transfer is effected upon the enforcement of the charge or mortgage in favour of any such bank or institution, nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact."*

WEDNESDAY



\*L65NSSBT\*

LD3

03/05/2017

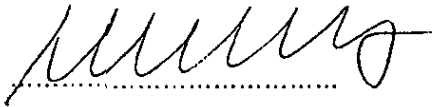
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COMPANIES HOUSE

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4. The existing Articles are renumbered accordingly.

By order of the board:

A handwritten signature in black ink, consisting of several loops and a final flourish, positioned above a dotted line.

Director/Secretary of the Company

28.4.17

Date:

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE  
COMPANIES ACT 2006**

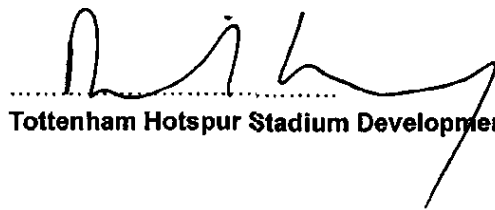
1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is ..... 28/4/ ..... 2017 (the "Circulation Date").
3. The procedure for signifying agreement by an eligible member to the written resolution is as follows:
  - (A) a member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document:
    - (i) identifying the resolution to which it relates; and
    - (ii) indicating his agreement to the resolution;
  - (B) the document must be sent to the Company in hard copy form or in electronic form;
  - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006).

**AGREEMENT BY THE ELIGIBLE MEMBER TO WRITTEN RESOLUTION**

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

Signed for and on behalf of

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

**Tottenham Hotspur Stadium Development Limited**