

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC CO. LTD
(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 words "8 to 11 (inclusive)," are inserted in Article 2 after the word "Regulations".
2. Article 9 is replaced with:
 - "9.1 *Subject to Article 9.2, the directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.*
 - 9.2 *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.*
3. Article 21.5 is deleted in its entirety.
4. The following words are deleted from Article 23:

"Until otherwise determined by The Football Association, the maximum dividend payable in respect of any year be 15% of the amount credited as paid on such share."

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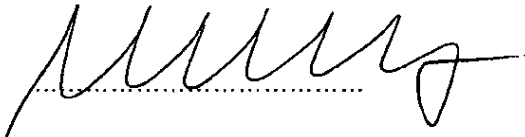
5. The following new Article 28 is inserted:

"GENERAL PROVISIONS REQUIRED BY THE FOOTBALL ASSOCIATION

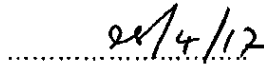
28.

- 28.1 *The members and the directors of the Company shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Company are carried out in accordance with the rules and regulations of The Football Association for the time being in force.*
- 28.2 *No proposed alteration to the provisions set out in this Article 28 shall be effective unless the proposed alteration has been approved in writing by The Football Association 14 days or more before the day on which the alteration is proposed to take place.*
- 28.3 *The office of a director shall be vacated if such person is subject to a decision of The Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club."*

By order of the board:



Director/Secretary of the Company



Date:

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

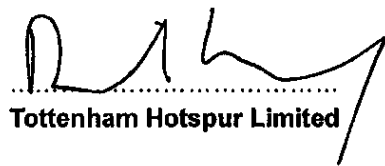
1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 28/4/ 2017 (the "Circulation Date").
3. The procedure for signifying agreement by an eligible member to the 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



Tottenham Hotspur Limited