

Company No. 174692

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE WIGAN FOOTBALL CLUB LIMITED

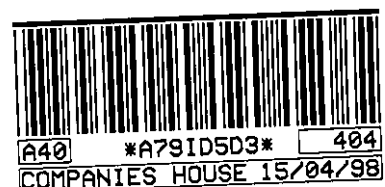
Passed 7th March 1998

At an Extraordinary General Meeting of the Company duly convened and held on 7 March 1998, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

1. That:

- (a) with effect from the passing of this resolution the authorised share capital of the Company is increased from £16,000 to £128,000 by the creation of 112,000 new ordinary shares of £1 each;
- (b) pursuant to section 80 of the Companies Act 1985 ("the Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined by such section) provided that:-
 - (i) the maximum aggregate nominal amount of such securities which may be allotted under this authority (within the meaning of that section) is £112,000; and
 - (ii) this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed by the Company in general meeting, expire five years from the date on which this resolution is passed, save that the Company may,



before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry;

(c) pursuant to the provisions of section 95 of the Act, the Directors be and are hereby empowered to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the general authority given to them for the purposes of section 80 of the Act by paragraph (b) of this Resolution as if section 89(1) of the Act did not apply to any such allotment save that the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution;

(d) with effect from the passing of this resolution the Articles of Association of the Company be amended as follows:-

(i) by the deletion of the existing Article 9;

(ii) by the deletion of the existing Article 53 and the insertion of the following new Article 53:

"No business shall be transacted at any General Meeting unless a quorum of Members is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation which is a Member, shall be a quorum."

(iii) by the deletion of the existing Article 62 and the insertion of the following new Article 62:

"Subject to any rights or restrictions attached to any Shares, upon a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and upon a poll every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder."

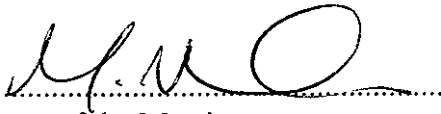
(iv) by the deletion of the existing Article 74;

(v) by the deletion of paragraph (C) of the existing Article 91;

(vi) by the deletion from the existing Article 102(A)(2) of the words "74 and 91(C)";

(vii) by the deletion of the word "four" and the substitution therefor of the word "two" before the word "Directors" on the fourth line of the existing Article 102;

- (viii) by the renumbering of the remaining Articles of Association following the deletions referred to in (i) to (v) above;
- (e) the Directors be and they are hereby unconditionally authorised to apply the redemption monies (excluding accrued interest) in respect of the issued and outstanding 5 per cent Debenture Stock 2005 ("the Stock") of the Company in respect of which the Capitalisation Offer (as defined in the document dated 10 February 1998 containing the Recommended Offer by David Whelan to acquire the whole of the issued and outstanding Stock not already held by him at the date of such offer ("the Debenture Offer Document")) is accepted, in paying up in full at par such number of unissued ordinary shares of £1 in the capital of the Company as will be equal to the aggregate amount of such redemption monies and that such shares be allotted and distributed credited as fully paid up to and amongst the persons who have accepted the Capitalisation Offer in the proportion of 1 such new ordinary share of £1 for every £1 in nominal amount of Stock in respect of which such persons have accepted the Capitalisation Offer.


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Chairman of the Meeting