

SPECIAL RESOLUTION

pursuant to section 378 (2) of the Companies Act 1985

OF

THE WIGAN FOOTBALL CLUB

LIMITED

Passed 24th JULY 1995

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at

THE RIVERSIDE CLUB, CENTRAL PARK, WIGAN, LANCs,

on the 24th day of JULY 1995 the following
SPECIAL RESOLUTION was duly passed:—

SPECIAL RESOLUTION

That:

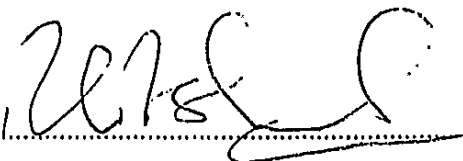
- (1) The Directors be at liberty on behalf of the Company to give notice in accordance with paragraph 2 of the First Schedule to the Deed Poll made by the Company on the 14th January, 1983 to give notice to redeem the £112,000 5 per cent Debenture Stock 1995 (hereafter called "the Debenture Stock 1995") created and secured by such Deed Poll such redemption to take effect (so far as possible) contemporaneously with the creation of the Debenture Stock next hereafter mentioned;
- (2) The proposal of the Directors that £112,000 5 per cent Debenture Stock 2005 (hereafter called "the Debenture Stock 2005") be created upon the terms set out in the draft Deed produced to the Meeting and initiated by the Chairman of the Company, such creation to take effect (so far as possible) contemporaneously with the redemption of the Debenture Stock 1995, be and is hereby approved;
- (3) The proposal of the Directors to offer the Debenture Stock 2005 at par to the holders of the Debenture Stock 1995 in proportion to their holdings of such Stock at the date of this resolution and subject thereto to the persons underwriting the issue as hereinafter provided be and is hereby approved;
- (4) The proposal of the Directors that the issue of the Debenture Stock 2005 be underwritten by Jack Robinson, Thomas Alfred Rathbone, John Hilton and Melvyn Douglas Leatherbarrow in accordance with the draft Agreement produced to the meeting and initiated by the Chairman of the Company be and is hereby approved;
- (5) The Articles of Association of the Company be altered as follows by adding after Article 102 the following Article to be numbered 102A:
 - "(1) If and so long as there shall remain outstanding for payment any part of the £112,000 5 per cent Debenture Stock 2005 constituted by the Deed Poll executed pursuant to the authority of the special resolution passed at the Meeting of the Company held on the 24th July, 1995 the registered holders of such Stock shall have power from time to time and at any time by Extraordinary Resolution (as defined in the said Deed Poll) to appoint any person or persons to be a Director or Directors of the Company (but so that the maximum number of Directors permitted by these Articles shall not be exceeded) and to remove any Director from office and in the case of any appointment or removal by Extraordinary Resolution as aforesaid such appointment or removal shall take effect upon such Extraordinary Resolution (or a certified copy thereof) being lodged at the Registered Office of the Company or produced at a meeting of the Directors.
 - (2) Articles 74, 91(C), 92-98 (inclusive), 100 and 101 shall not apply to any Director appointed by such Extraordinary Resolution as aforesaid. If at any general meeting a Poll is duly demanded on a resolution to remove a Director appointed by such Extraordinary Resolution as is mentioned in (1) above then the members present in person or by proxy who are registered as holders of any of the said Stock shall be entitled to cast such number of votes as may be necessary to defeat the resolution to remove such Director."

Director

JOHN ROBINSON (CHAIRMAN)



We certify that this is a true copy of the Memorandum and Articles of Association
of The Wigan Football Club Limited as at the 2nd August 1995.


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Platt & Fishwick, Solicitors, .

The Old Bank, 47 King Street,

Wigan, WN1 1DB.