

SPECIAL RESOLUTION

of

THE HIBERNIAN FOOTBALL CLUB LIMITED

Company no. 5323

Passed 12th September 1988

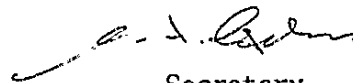
AT an extraordinary general meeting of the above named Company duly convened and held on the 12th day of September 1988 the following resolution was duly passed as special resolutions of the Company:

1) That the Memorandum of Association of the Company be altered with respect to the objects in accordance with Section 4 of the Companies Act 1985 in manner following:-

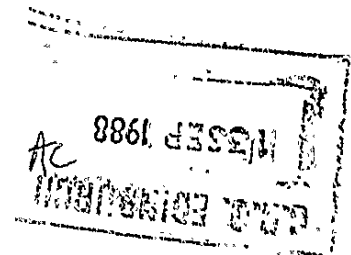
- (a) By deleting sub-paragraphs (6) and (9) inclusive and sub-paragraphs (12) to (18) inclusive of Article III.
- (b) By adding the additional sub-paragraphs annexed and signed as relative hereto to Article III.
- (c) By re-numbering the sub-paragraphs of Article III accordingly.

2) That the Articles of Association of the Company be altered in accordance with Section 9 of the Companies Act 1985 by the adoption of the Articles of Association annexed and signed as relative hereto in substitution for and to the exclusion of all the existing articles.

By Order of the Board



Secretary



THE COMPANIES ACT 1985

*Articles of Association referred to in
the foregoing Resolution*

COMPANY LIMITED BY SHARES

J. Ashlin

ARTICLES OF ASSOCIATION OF

THE HIBERNIAN FOOTBALL CLUB LIMITED

PRELIMINARY

1. The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 made under the Companies Act 1985 (hereinafter referred to as Table A) shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles so far as such exclusion or variation is consistent with statutory requirements.

TRANSFER OF SHARES

2. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Clause 23 of Table A shall be modified accordingly, but such instrument shall be in a form authorised by the Stock Transfer Act 1963.

NOTICE OF GENERAL MEETING

3. Every notice convening a General Meeting shall comply with the provisions of Section 372 of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and notices of other communications relating to any General Meeting which any member is entitled to receive shall be sent to each director and to the Auditor of the Company for the time being.

PROCEEDINGS AT GENERAL MEETINGS

4. A poll may be demanded at any General Meeting of the Company by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

5. Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of share, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person or by proxy shall (subject to Regulation 57 of Table A) have one vote in respect of each share of which he is the holder.

ROTATION OF DIRECTORS

6. Clauses 73 to 78 inclusive of Table A shall not apply to the Company.