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BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED

SPECIAL RESOLUTION

SPECIAL RESOLUTION approved at the Extraordinary General Meeting of the Members of Bolton Wanderers Football & Athletic Company Limited held at the Reebok Stadium, Burnden Way, Lostock, Bolton on Tuesday, 8th December, 1998 at 9.45 am:

That with effect from the end of this meeting the Articles of the Company be varied as follows:-

1. The following Article shall be incorporated into the Articles of Association of the Company as Article 133:-
"133 (a) The Rules and Regulations of the Football Association for the time being shall be deemed to be incorporated herewith and shall prevail in the event of any conflict with the provisions set out herein.
(b) No proposed alterations to the provisions set out herein shall be effective unless the proposed alterations have been approved by the Football Association 14 days or more before the day on which the alteration is proposed to take place"

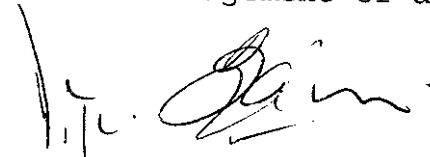
2. Article 131 shall be deleted in its entirety and replaced by the following new Article 131:-
"On the winding-up of the Company the surplus assets shall be applied, first in repaying the members the amount paid on their shares respectively. If such assets are insufficient to pay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively. No member shall be entitled to have any call upon other members for the purposes of adjusting the members' rights but where any call has been made and has been paid by some of the members such a call will be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves.
If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given by the members of the Company, at or before the time of dissolution as they shall direct to the Football Association Benevolent Fund, or to some club or institute in the County Borough of Bolton having objects similar to those set out in the Memorandum of Association of the Company or to any local charity, or charitable or benevolent institution situate in the said County Borough. In default of any such decision or apportionment by the members of the Company, the same shall be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution as he shall determine."



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SPECIAL RESOLUTION (cont'd)

3. Article 92(G) shall be deleted in its entirety and replaced by the following new Article 92(G) :-
" 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

D MCBAIN

Secretary
8th December, 1998

Reebok Stadium,
BOLTON.
BL6 6JW

