

WYCOMBE WANDERERS FOOTBALL CLUB P. L. C.

PURSUANT TO NOTICE GIVEN A GENERAL MEETING OF WYCOMBE WANDERERS FOOTBALL CLUB P. L. C. WAS HELD AT ADAMS PARK, HIGH WYCOMBE ON SATURDAY 5TH JULY 2008 AT 10-00AM WITH CHAIRMAN MR I.L. BEEKS IN THE CHAIR.

PRESENT

Mr I. L. Beeks (Chairman), Mr I. P. Mather (Founders Trust Director), Mr K. Blagbrough (Supporters Trust Director), Mr K. J. Allen (Company Secretary) and fourteen (14) Shareholders present, with apologies received from Mr Stephen Hayes (Managing Director), Mr Brian Kane (Director) and forty-one (41) Shareholders.

CHAIRMAN'S WELCOME

The Chairman welcomed all Shareholders to the General Meeting of the Company.

As the quorum for the meeting was two members entitled to vote in person or by proxy and there were more than two shareholders present, he declared the meeting open.

Before beginning the business of the General Meeting The Chairman informed the Shareholders that he had received a total of 84 proxy votes in favour of the resolution and none against.

He also informed the Shareholders that the total proxy votes in favour of the resolution, including Mr S. Hayes, together with the votes of himself and Mr B. Kane, total more than 75% of the share capital and that if the Special Resolution were defeated by a show of hands he would be demanding a poll vote.

SPECIAL RESOLUTION

The Chairman then requested the Company secretary read the Special Resolution:

1. That subject to:
 - 1.1 the written approval of The Football League and The Football Association and following such approval 14 or more days having elapsed;
 - 1.2 the consent of the holders of Founder Shares in accordance with article 13.2 of the existing Articles of Association; and
 - 1.3 the Wycombe Wanderers Supporters Society Limited (the "Society") having passed a requisite Special Resolution of its Members approving the proposed transfer of all of the Society's

Property, obligations, assets and liabilities (the “Engagements”) to Wycombe Wanderers Founders Trust Limited in accordance with section 52 of the Industrial and Provident Societies Act 1965 (as amended by the Industrial and Provident Societies Act 2002) and the Society having passed a requisite Ordinary Resolution of its Members confirming the proposed transfer of the Society’s Engagements and such Special Resolution having been approved by the Financial Services Authority,

the articles of association in the form produced to the meeting and signed for the purposes of identification by The Chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Mr Keith Blagbrough then seconded the resolution, which was passed by a show of hands (18) plus proxy votes (84) by **102** votes for and **none** against.

The Chairman then declared the Special Resolution carried.

That concluded the business of the meeting, The Chairman thanked the Shareholders for their attendance and declared the General Meeting closed.

Signed as a true and complete record.

Ivor L. Beeks
Chairman