

THE COMPANIES ACTS 1862 to 1900 and
THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW MEMORANDUM OF ASSOCIATION OF
THE LIVERPOOL FOOTBALL CLUB AND ATHLETIC GROUNDS LIMITED

(Adopted by Special Resolution passed on 1 May 2007)

No 00035668

- 1 The name of the Company is "THE LIVERPOOL FOOTBALL CLUB AND ATHLETIC GROUNDS LIMITED"
- 2 The Registered Office of the Company will be situated in England
- 3 The objects for which the Company is established are
 - (a) To purchase, take on lease or otherwise acquire the lands and hereditaments known as the Everton Football Ground, together with the lands adjoining the same, now belonging to Mr John Orrell, both of which are situate in Anfield Road, Liverpool, in the County of Lancaster
 - (b) To carry on the business of an Athletic Company in all its branches, and in particular to lay out and prepare any lands for football, foot racing, and for any other kind of athletic sports, recreation, or entertainment, and to construct stands, booths, and other erections, buildings, and conveniences which may seem directly or indirectly conducive to the Company's objectives, and to conduct, hold, and promote the games of football, athletic sports, polo, lawn tennis, and other matches, and otherwise to utilise the Company's property and rights and to give and contribute towards prizes, cups, stakes, and other rewards
 - (c) To establish, maintain, and carry on any clubs or other conveniences in connection with the Company's property
 - (d) To carry on any other business which may seem to the Company capable of being conveniently carried out in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
 - (e) To acquire and undertake the whole or any part of the business, property, or liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company
 - (f) To enter into any arrangement for sharing profits, common union or interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company And to lend money to, to take or otherwise acquire shares or securities of any such company, and to sell, hold re-issue, with or without guarantee, or otherwise deal with the same



- (g) To establish and support or aid in the establishment and supports of Association, Institution Funds, Trusts, and conveniences calculated to benefit employees or ex-employees of the Company, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general, or useful object
- (h) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business
- (i) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined
- (j) To borrow or raise or secure the payment of money in such other manner as the Company shall see fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital
- (k) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, debentures, and other negotiable or transferable instruments
- (l) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company
- (m)
 - (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and
 - (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability, for the purpose of this clause **holding company** and **subsidiary undertaking** shall have the same meanings as in the Companies Act 1989
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects

4 The Company is a private company limited by shares

5 The capital of the Company is Two Hundred and Fifty Thousand Pounds, divided into Fifty Thousand Shares of Five Pounds each, with power to divide the Shares in the Capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified, or special rights, privileges, or conditions