

[COPY]

special resolution(s)

J378(2)

Company Number

name of company

45611

Lincoln City Football Club Company Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at **SWICK BANK STADIUM, LINCOLN**

on the **22nd MAY**

day of

1995.

the following SPECIAL RESOLUTION(S) was/were duly passed:-

(a) THAT the authorised share capital of the Company be increased from £600,000.00 divided into 1,200,000 Ordinary Shares of 50 pence each to £900,000.00 by the creation of an additional 600,000 new Ordinary Shares of 50 pence each to rank pari passu in all respects with the existing Ordinary 50 pence shares in the capital of the Company and offered in the first instance to members of the Company holding two or more Ordinary Shares at the close of business on 21st May 1995 in proportion as nearly as may be of one new Ordinary Share for every two existing Ordinary Shares held by them at the close of business on such date (fractional entitlements being rounded up or down at the absolute discretion of the Board of Directors), and the Directors may be empowered to dispose of the shares not taken up by such members as they may consider expedient.

(b) THAT the Directors of the Company be and they are hereby generally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined by Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £362,495.50 at any time within the period of five years from the date of the passing of this Resolution.

(c) THAT the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 as defined for the purposes of Section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by the previous ordinary resolution as if Section 89(1) of the said Act did not apply to any such allotment.

SIGNED

[Signature]
Secretary 24/5/1995

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose

Jordan & Sons Limited



APVQMBQH 131
COMPANIES HOUSE 27/05/95