

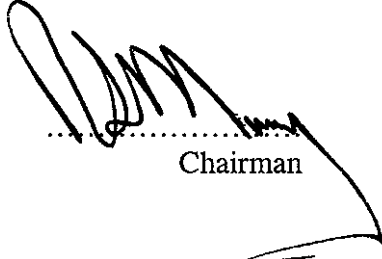
**COMPANIES ACT**  
**ORDINARY RESOLUTION**  
**OF**  
**THE SUNDERLAND ASSOCIATION FOOTBALL CLUB LIMITED**  
**COMPANY NUMBER: 49116**

At an Extraordinary General Meeting of the above named Company duly convened and held at Roker Park Ground, Sunderland SR6 9SW on 21 May 1996 the following resolution was duly passed as an Ordinary Resolution:-

**ORDINARY RESOLUTION**

THAT:

- (a) the share capital of the Company be increased from £15,000 to £30,000 by the creation of 15,000 additional Ordinary Shares of £1 each ranking in all respects pari passu and forming one uniform class with the existing Ordinary Shares in the share capital of the Company; and
- (b) the Directors be and are hereby authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise the power of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) up to an aggregate nominal amount of £16,000 such authority to expire on 31 December 1997, save that the Directors may before such expiry make an offer or agreement on such terms and conditions as the Directors may determine which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer and agreement as if the authority hereby conferred had not expired.

  
.....  
Chairman

