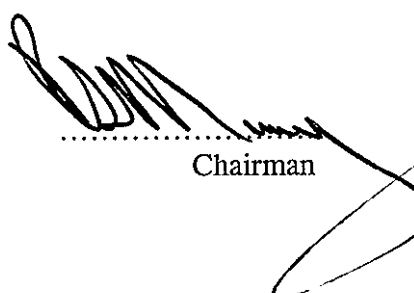


**COMPANIES ACT**  
**SPECIAL RESOLUTION**  
**OF**  
**THE SUNDERLAND ASSOCIATION FOOTBALL CLUB LIMITED**  
**COMPANY NUMBER: 49116**

At an Extraordinary General Meeting of the above named Company duly convened and held at Roker Park Ground, Sunderland SR6 9SW on 5 June 1996 the following resolution was duly passed as an Special Resolution:-

**SPECIAL RESOLUTION**

THAT subject to and conditional upon the passing of Resolution No 1 set out in the notice convening an Extraordinary General Meeting of the Company on 21 May 1996 ("Resolution No 1") the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot for cash equity securities (as defined for the purposes of Section 89 of the Act) pursuant to the general authority conferred on them by Resolution No 1 as if Section 89(1) of the Act did not apply to the allotment but this power shall be limited to the allotment of equity securities having, in the case of relevant shares (as defined for the purposes of the said Section 89) a nominal amount or, in the case of other equity securities giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £2,000, such authority to expire on 31 December 1997 save that the Directors may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires.

  
.....  
Chairman

