

COMPANIES ACT
ORDINARY AND SPECIAL RESOLUTIONS
OF
THE SUNDERLAND ASSOCIATION FOOTBALL CLUB LIMITED
COMPANY NUMBER: ~~491166~~

491166

At an Extraordinary General Meeting of the above named Company duly convened and held at Roker Park Ground, Sunderland SR6 9SW on 25 October 1996 the following Resolution 1 was passed as an Ordinary Resolution and Resolutions 2, 3 and 4 were passed as Special Resolutions:-

RESOLUTIONS

1 THAT:

- (a) the share capital of the Company be increased from £30,000 to £33,000 by the creation of 3,000 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 £3,000 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.

- 2 THAT** subject to and conditional upon the passing of Resolution 1 above 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 1 above 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 £3,000, 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.



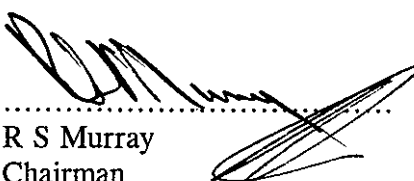
3 **THAT** the Company's Articles of Association be altered as follows:-

- (i) by deleting therefrom paragraph (B) of Article 14 (containing the share qualification of directors);
- (ii) by inserting after Article 17 and before Article 18 thereof the following new Article to be renumbered 17A:

" **ASSOCIATE DIRECTORS, PRESIDENTS AND VICE PRESIDENTS**

17A The Directors may appoint persons (which terms shall include corporations) as associate directors, presidents and vice presidents upon such terms as it sees fit and may remove any person thus appointed. The rights duties and other conditions attaching to such appointments shall be determined by the Directors and need not be the same as between different persons appointed to such offices. The appointment to such office shall not imply that the office holder is empowered in any respect to act as a director of the company or is deemed to be a director for any purposes of the Act or these Articles and shall not confer any right to attend members or directors meetings nor to vote at any meetings to which he is invited. "

4 **THAT** conditional upon an offer for the whole of the ordinary share capital in issue and to be issued of the Company made by Sunderland Limited as contained in a letter to shareholders and recommended by the directors of the Company becoming or being declared unconditional in all respects save for the passing of this resolution not later than 31 December 1996, and notwithstanding any of the provisions of the Articles of Association of the Company (which shall be deemed to be modified accordingly) all transfers in favour of Sunderland Limited or any nominee for Sunderland Limited presented for registration before 31 March 1997 accompanied by the certificates or other relevant documents for the ordinary shares comprised therein (including without limitation indemnities for lost certificates) shall forthwith be duly registered and the directors shall have no right to refuse or suspend registration.


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R S Murray
Chairman
The Sunderland AFC Limited
Roker Park Ground
Sunderland SR6 9SW