

Form of written resolutions under Companies Act 2006: adopting new articles of association (to be returned by hand or by post)

Company number 00049116

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SUNDERLAND ASSOCIATION FOOTBALL CLUB,LIMITED(THE) (**Company**)

17 OCTOBER 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTIONS

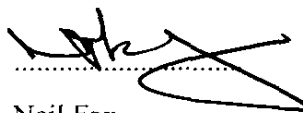
1. **THAT** the issued share capital of the Company be reduced from £152,301,657 to £1,000,000 by cancelling and extinguishing 151,301,657 of the issued ordinary shares of £1 each in the Company and the amount by which the share capital is so reduced be credited to a reserve; and
2. **THAT** the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve, which would be used to offset the negative distributable reserve and form a positive reserve balance.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

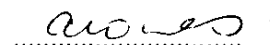
The undersigned, a person entitled to vote on the Resolution circulated on 17 October 2019, hereby irrevocably agrees to the Resolution.

Executed by Sunderland Limited acting by
Neil Fox, a director and Angela Lowes, a
director



Neil Fox

Director



Angela Lowes

Director

