

No: 53703



**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

of

**THE READING FOOTBALL CLUB LIMITED**

Written Resolution of the sole Shareholder of the Company pursuant to Regulation 53 of Table A in the Companies (Table A-F) Regulations 1985, which is incorporated into the Articles of Association of the Company.

---

WE, the undersigned, being the sole Member of the Company entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE:

"THAT the provisions of the Articles of Association of the Company be and they are hereby amended by the deletion of the existing Articles 13 and 14 and the substitution thereof of new Articles 13 and 14 as follows:

13. (A) No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 13 (B) below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- (B) If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- (C) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

Sole Member

14. (A) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this Article shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (B) Any decision taken by a sole member pursuant to Article 14 (A) above shall be recorded in writing and delivered by that member to the Company for entry in the Company's Minute Book."

.....

Dated 19<sup>th</sup> December 2000

R. J. Madejski OBE DL – Director

For and on behalf of

The Reading Football Club (Holdings) Plc