

COMPANIES ACTS 1985

MANCHESTER UNITED FOOTBALL CLUB LIMITED

(Company No. 00095489) (the "Company")

COMPANY LIMITED BY SHARES


SHAREHOLDER WRITTEN RESOLUTIONS



1. We, the undersigned, being the sole member of the Company who, at the date of these resolutions is entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in writing pursuant to the Articles of Association of the Company as follows:-
 - 1.1 THAT the Company be and is hereby authorised to give financial assistance under sections 155-158 (inclusive) Companies Act 1985 to Red Football Joint Venture Limited (the **Acquirer**), a company incorporated in England and Wales, for the purpose of the subscription for shares in Red Football Limited as more particularly set out in the copy of the Declaration declared by the directors of the Company in relation to assistance for the subscription of shares (Form 155(6)(a) attached hereto).
 - 1.2 THAT the terms of and the transactions contemplated by each of the following documents be and are hereby approved:
 - (a) a senior credit agreement between, inter alia, (1) the Company and (2) J.P. Morgan Europe Limited as facility agent;
 - (b) a debenture between, inter alia, (1) the Company and (2) J.P. Morgan Europe Limited as security trustee;
 - (c) a legal mortgage between, inter alia, (1) the Company and (2) J.P. Morgan Europe Limited as security trustee;
 - (d) a security trustee agreement between, inter alia, (1) the Company and (2) J.P. Morgan Europe Limited as security trustee;
 - (e) an intra group funding agreement (the **MU Companies-Red Funding Agreement No.2**) between, inter alia, (1) the Company and Manchester United Football Club Limited as lenders and (2) the Acquirer as borrower; and
 - (f) a deed of release between, inter alia, (1) the Company and (2) J.P. Morgan Europe Limited,(together the **Documents**)
 - 1.3 THAT:
 - (a) the execution and delivery of the Documents; and
 - (b) the performance by the Company of its obligations under and any transactions contemplated by the Documents.

be and are hereby approved.

Date 15 AUGUST 2006

Signed 
for and on behalf of
MANCHESTER UNITED LIMITED