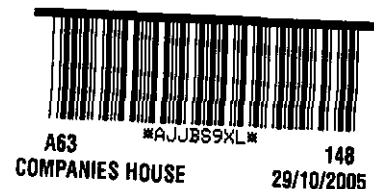


Company No. 95489



**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

of

**MANCHESTER UNITED FOOTBALL CLUB LIMITED**

(As altered by Special Resolutions passed on 16 April 2002 and 10 October 2005)

1. The Name of the Company is **MANCHESTER UNITED FOOTBALL CLUB LIMITED.**
2. The Company is a private company.
3. The Registered Office of the Company will be situate in England.
4. The Object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following Objects:
  - (1) To acquire and take over as a going concern the Assets, Contracts and Liabilities of the Unregistered Association or Club now known as **THE MANCHESTER UNITED FOOTBALL CLUB.**
  - (2) To promote the practice and play of Football, Cricket, Baseball, Basketball, Lacrosse, Lawn Tennis, Hockey, Polo, Bowls, Cycle and Motor Riding, Running, Jumping, the physical training and development of the human frame, and other athletic sports, games, and exercise of every description, and other games, pastimes, sports, recreation, amusements, or entertainments, and to buy, sell, exchange, or hire all articles, implements, fixtures, furniture, apparatus and things used in the playing or practice of such games or pursuits, and any other implements or things used or required therefor, or for the promotion of the objects of the Company, including prizes to be given in any competition or competitions promoted by the Company and for that purpose to establish, engage, and maintain, teams of football and other players whether composed of amateur or professional players, or partly of one and partly of the other.

- (3) To arrange, conduct, promote, organise, stage, advertise and publicise Football and Cricket Matches, Athletic and old English Sports, Agricultural, Horse and Flower Shows, Fetes, Gymnastic Displays, Firework Exhibitions, Concerts and Music Festivals, Conferences, Seminars, Exhibitions and meetings of all kinds.
- (4) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money, to be awarded towards or as prizes or otherwise in connection with any such matters as aforesaid on such terms as may be prescribed, and to grant any rights and privileges to subscribers.
- (5) To join in and promote competitions for challenge cups, or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (6) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union cause or association for the like objects.
- (7) To become if necessary a member of, and subscribe to the Football Association Limited, the Football Association Premier League Limited, the Football League Limited, the Central League, the Lancashire Football Association, the Lancashire Football Combination, and the Manchester County Football Association, or any other alliance, league, combination, or association, having objects altogether or in part similar to those of the Company.
- (8) To carry on all or any of the businesses of caterers and refreshment contractors, proprietors of sports centres, supermarkets, restaurants, cafes, sandwiches bars, shops, kiosks, hotels, motels, casinos, clubs and discotheques, licensed victuallers, distributors of and dealers in cooked, prepacked and prepared foods, meats, preserves, provisions and comestibles of all kinds, ice creams, wines, spirits, beer, soft drinks, cigars, cigarettes, tobacco, fruit, flowers, and other table decorations, fancy goods, novelties and articles of all kinds, manufacturers, wholesalers and retailers of catering equipment, and requisites of every description, bakers, pastry cooks, confectioners, grocers and provision merchants.
- (9) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (10) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks and service marks (whether registered or not), copyright, design right or any similar property rights, including those subsisting in inventions, designs, drawings, performances, computer programmes, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof, which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.

- (11) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (12) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (13) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (14) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which the Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (15) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company; to surrender or accept surrender of any lease or tenancy or rights; and to sell or deal with the property, assets, business rights or undertaking of the Company, or any part thereof, and for such consideration and on such terms as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (16) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses or in the interests of the Company; and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (17) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.
- (18) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds; and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (19) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities, perpetual or otherwise, and, if the Company thinks fit, charged on all or any of the Company's property (both present and future) and undertaking, including its uncalled capital, and further, if so thought fit, convertible into any

stock or shares or securities of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.

- (20) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights, present and future, and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever, including but not limited to any company, which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- (21) To grant indemnities of every description and to undertake obligations of every description.
- (22) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (23) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (24) To pay for the property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or in fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (25) To accept payment of any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (26) To make loans or donations, either of cash or of other assets whatsoever, to or enter into any arrangements whatsoever for the benefit of such persons and in such cases as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.

- (27) Subject to the Rules of the Football Association, to distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (28) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (29) To amalgamate with any other company either the objects of which are or include objects similar to those of the Company or which is possessed of property, assets, or rights suitable for any of the purposes of the Company, and on any terms whatsoever.
- (30) To procure the Company or any branch or representative of the Company to be registered or recognised in any country or place abroad or with any applicable regulatory authority in any part of the world.
- (31) To obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other State or jurisdiction for enabling the Company to carry on its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (32) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (33) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (34) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, trust, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club, trust or other establishment or profit-sharing scheme, share incentive scheme or employee share scheme calculated to advance the interests of the Company or to benefit such persons; to institute and maintain or assist in the institution or maintenance of any scheme calculated to promote the purchase or holding of

shares of or securities in the Company by the public, any section thereof or such persons; and, subject to the provisions of the Companies Acts 1985 and 1989, to lend money or make payments to, or guarantee or give an indemnity in respect of, or give any financial or other assistance to, any such persons or trustees on their behalf or any other person, for the purposes of, or to facilitate the institution or maintenance of, any such scheme; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or any of its businesses or of any company which was or is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) or a subsidiary undertaking (as defined by section 258 Companies Act 1985) of the Company or of the Company's holding company or are or were otherwise associated with the Company or any of its businesses who are or were at any time executive directors or officers of the Company or of such other company as aforesaid, or holding or who hold or has held any salaried employment or office in the Company or such other company, and the families (including former spouses) of them or any person who is or was dependant on them.

- (35) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (36) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (37) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (38) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (a) the word **company** in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (b) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any

other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

5. The liability of the Members is limited.
- 6.\* The capital of the Company is 15,000 divided into 15,000 shares of £1 each with power to increase or reduce the same, and to issue any part of the original or increased capital, with such preferences, priorities, rights or privileges or subject to such restrictions, or with rights postponed or deferred in such manner as the Company in general meeting may determine.

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- \* By a Special resolution passed on 12th April 1932 the authorised share capital of the Company of £15,000 was altered so as to be divided into 7,500 Ordinary Shares of £1 each and 7,500 Preference Shares of £1 each.
- \* By an Ordinary Resolution passed on 18 December 1978 the authorised share capital of the Company was increased to £1,015,000 by the creation of an additional and £1,000,000 Ordinary Shares of £1 each.
- \* By a Special Resolution passed on 22 March 1991 the 7,500 Preference Shares of £1 each were converted into 7,500 Ordinary Shares of £1 each.
- \* By a Special Resolution passed on 4th June 1998 the authorised share capital of the Company was increased to £28,515,000 by the creation of 27,500,000 9 per cent Cumulative Redeemable Preference Shares of £1 each.
- \* By a Ordinary Resolution passed on 10th October 2005 the authorised share capital of the Company was reduced to £1,015,000 by the cancellation of 27,500,000 9 per cent Cumulative Redeemable Preference Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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| NAMES, ADDRESSES AND DESCRIPTIONS<br>OF SUBSCRIBERS | Number of Shares<br>taken by each<br>Subscriber |
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|--|-----|
| JOHN HENRY DAVIES<br>Moseley Hall, Cheadle, Cheshire.<br>Managing Director | Ten |
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| JOHN JAMES BENTLEY<br>Lytham,<br>Journalist | Ten |
|---|-----|

|   |     |
|---|-----|
| JAMES BROWN<br>Rose Cottage, Haughton Green, Denton,<br>Secretary | Ten |
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| JAMES TAYLOR<br>Ashleigh, Talbot Road, Old Trafford, Manchester,<br>Manager | Ten |
|---|-----|

|   |     |
|---|-----|
| GEORGE HARRY LAWTON<br>Swinton Grove, Manchester,<br>Chartered Accountant | Ten |
|---|-----|

|   |     |
|---|-----|
| CHARLES JONES<br>42 Princess Street, Moston, Manchester,<br>Clerk | Ten |
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|  |     |
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| WILLIAM ROTHSCHILD DEAKIN<br>Dingle Bank, Bowdon, Cheshire,<br>Manager | Ten |
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Dated the 7th day of October, 1907

Witness to the above Signatures:  
CHARLES E SUTCLIFFE,  
Solicitor  
14 Lord Street  
Rawtenstall



**Company No. 95489**

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY  
LIMITED BY SHARES**

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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
MANCHESTER UNITED FOOTBALL CLUB LIMITED**