

Company No: 99885

STOKE CITY FOOTBALL CLUB LIMITED

SPECIAL RESOLUTIONS

Passed the 11th July 2003

At an Extraordinary General Meeting of the above Company duly convened and held at the Britannia Stadium, Stanley Matthews Way, Stoke-on-Trent, Staffordshire, ST4 4EG on Friday 11th July 2003 at 12.00 am the following Special Resolutions were duly passed.

SPECIAL RESOLUTIONS

1. That pursuant to Section 95(2) of the Companies Act the Directors of the Company be and are hereby authorised to allot and issue £1,000,000.00 nominal unsecured convertible loan stock on such terms as they see fit and to allot and issue 1,000,000.00 ordinary shares of £1 each in the capital of the Company pursuant to the terms of the Loan Stock Instrument under which the Loan Stock is being issued.

As if the pre-emption provisions of Section 89(1) of the Companies Act 1985 do not apply.



Company Secretary

