

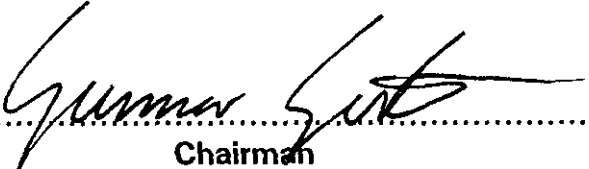
THE COMPANIES ACT 1985
STOKE CITY FOOTBALL CLUB LIMITED

ORDINARY RESOLUTIONS

Passed the 23RD March 2000

At an Extraordinary General Meeting of the above Company duly convened and held at Britannia Stadium, Stanley Matthews Way, Stoke on Trent, ST4 4EG on the 23rd March 2000 the following Ordinary Resolutions were duly passed.

- 1 That Philip Norman Rawlins be appointed as a director of the Company
- 2 That in accordance with section 80 of the Companies Act the directors of the Company be and are hereby unconditionally authorised for the period commencing on and with effect from the date of this resolution and expiring on 31 December 2001 to allot:
 - 64,000 "I" Ordinary Shares of £1 each in the capital of the Company to The Chatham Group;
 - £750,000 nominal unsecured convertible loan stock under the terms of an instrument as shall be approved by the directors to The Chatham Group; and
 - the remaining £1,900,000 nominal unsecured convertible loan stock under the terms of an instrument of the Company dated 12 November 1999 to Stoke Holding SA.
- 3 That the authorised share capital of the Company be increased from £1,200,000 to £1,323,398 by the creation of 123,398 ordinary shares of £1 each ranking pari passu in all respects with the existing £1 ordinary shares in the capital of the Company.


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Chairman

