

Swansea City Association Football Club Limited

Minutes of the Annual General Meeting of the Swansea Association Football Club Limited held on 14 August 2000 at 5:15 at Lakeside Hotel, Swansea.

Those present:	Steve Hamer	(SH) Chairman
	Neil McClure	(NM)
	Mike Lewis	(ML)
	Martin Burgess	(MB)
	Professor David Farmer	(DF)
In attendance:	Carol Booth	(CAB)

1. Quorum and Notice

A quorum being present, the Chairman declared the meeting open and the notice convening the meeting was taken as read.

2. Resolutions

The Chairman proposed resolution 1 set out in the notice of the meeting, which stated that the report of the directors and the accounts for the year ended 31 May 1999, be adopted.

This resolution was passed with a show of hands.

The Chairman proposed resolution 2, which was the appointment of PricewaterhouseCoopers as auditors and to authorise the directors to fix their remuneration.

The resolution was passed with a show of hands.

3. Special Business

The Chairman proposed resolution 3 which was:

- (3) THAT each ordinary share of 50p in the capital of the Company be subdivided into two ordinary shares of 25p each ranking pari passu with the existing ordinary shares of 25p each in the capital of the Company

The resolution was passed with a show of hands



The Chairman proposed resolution 4 which was:

- (4) THAT every two ordinary shares of 25p each in the capital of the Company be consolidated into one ordinary share of 50p

The resolution was passed with a show of hands

The Chairman proposed resolution 5 which was:

- (5) That the authorised share capital of the Company be increased from £200,000 to £4,700,000 by the creation of 9,000,000 ordinary shares of 50p each ranking pari passu with the existing ordinary shares of 50p each in the capital of the Company.

The resolution was passed with a show of hands

The Chairman proposed resolution 6 which was:

- (6) THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985 ("the Act")) up to aggregate nominal amount of £4,500,000 provided that his authority shall expire on the date of preceding the fifth anniversary of the date of the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired and that this authority shall be in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

The resolution was passed with a show of hands

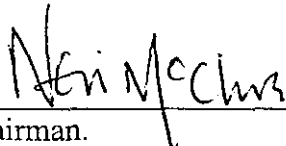
The Chairman proposed resolution 7 which was:

- (7) THAT, subject to and conditional upon the passing of resolution number 6 set out in the notice of the meeting, the directors be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregated nominal amount of £4,500,000 and shall expire on whichever is the earlier of the date preceding the fifth anniversary of the date of the passing of this resolution or the expiry of the authority contained in resolution number 6 set out in the notice of this meeting except that the Company may before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

The resolution was passed with a show of hands.

3. Close.

There being no further business the Chairman declared the meeting closed.


Chairman.

Swansea City Association Football Club Limited

Minutes of a general meeting of the holders of ordinary shares of 50p each of Swansea City Football Club Limited held on 14 August 2000 at 5.00pm at the Lakeside Hotel, Swansea.

Those present:	Steve Hamer	(SH) Chairman
	Neil McClure	(NM)
	Mike Lewis	(ML)
	Martin Burgess	(MB)
	Professor David Farmer	(DF)
In attendance:	Carol Booth	(CAB)
	Jacqui Rockey	(JR)

1. Quorum and Notice

A quorum being present, the Chairman declared the meeting open and the notice convening the meeting was taken as read.

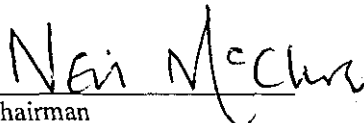
2. Extraordinary Resolutions

The Chairman proposed the extraordinary resolution that this separate general meeting of the holders of ordinary shares of 50p each in the capital of the Company ("Shares") consents to and sanctions any modification, variation or abrogation of the rights, privileges or conditions attached to the Shares resulting from the passing of resolution number 3 to be proposed as an ordinary resolution set out in the convening the 1999 annual general meeting of the Company for 14 August 2000.

The resolution was passed with a show of hands.

3. Close

There being no further business the Chairman declared the meeting closed.


Chairman