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Company No: 2529667

THE COMPANIES ACTS 1985 AND 1989

COPY RESOLUTIONS

OF

NEWCASTLE UNITED LIMITED



At an extraordinary general meeting of Newcastle United Limited held on 24 February 1997 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT:

- 1.1 the Company should re-register as a public limited company pursuant to Section 43 of the Companies Act 1985 with the name "Newcastle United PLC" and application for that purpose be made to the Registrar of Companies; and
- 1.2 the memorandum of association of the Company be amended (such amendments to take effect upon the issue by the Registrar of Companies of a certificate of incorporation stating that the Company is a public company) by:
  - 1.2.1 amending clause 1 to state that, "The name of the Company is Newcastle United PLC"; and
  - 1.2.2 deleting the existing clause 2 and replacing it by, "The Company is a public limited company".

2. THAT conditionally upon admission ("Admission") of the ordinary shares of the Company to the Official List of the London Stock Exchange Limited becoming effective by not later than 31 May 1997 (or such later date as the Company and NatWest Markets Corporate Finance Limited may agree):

- 2.1 the regulations contained in the printed document submitted to the meeting and initialled by the Chairman for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company;

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- 2.2 each issued and unissued ordinary share of 50p in the capital of the Company be sub-divided into 10 ordinary shares of 5p each;
- 2.3 the Directors be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum aggregate nominal amount of £2,754,610.85 such authority to be limited to the issue of relevant securities pursuant to a placing and public offer of ordinary shares of the Company by NatWest Markets Corporate Finance Limited and/or others on behalf of the Company (the "Offer") and to expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 1997, but so as to enable the Directors to allot relevant securities after the expiry of such period in pursuance of an offer or agreement entered into prior to such expiry, and all previous authorities given in respect of the said Section 80 are hereby revoked; and
- 2.4 pursuant to the authority contained in sub-paragraph 2.3 above, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot (within the meaning which such word bears in Section 94(3) of the Act) for cash equity securities (within the meaning of Section 94 of the Act) as if Section 89(1) of the Act did not apply to any such allotment, such power to be limited to allotments of equity securities in connection with the Offer and to expire on 31 December 1997, but so as to enable the Directors to make an offer or agreement before the expiry of the power which would or might require equity securities to be allotted after such expiry.

  
CHAIRMAN