

The Companies Act 1985

---

PRIVATE COMPANY LIMITED BY SHARES

---

Special Resolution

of

NEWCASTLE UNITED LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at St. James' Park, Newcastle upon Tyne, NE1 4ST at 7.00 pm on Monday, the 22nd October, 1990 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

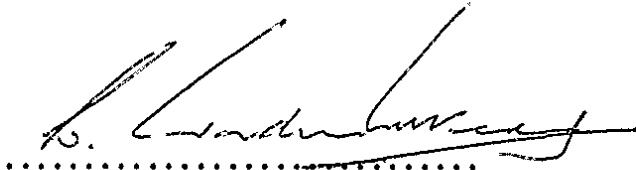
- A. That the Company be re-registered as a public company pursuant to Section 43 of the Companies Act 1985 with the name "Newcastle United PLC".
- B. That the Memorandum of Association of the Company be amended as follows, that is to say:
- B.1 by the deletion of the word "Limited" in Clause 1 thereof and by the substitution therefor of the letters "PLC";
- B.2 by the insertion after Clause 1 thereof of the following new Clause, namely:-
- "2. The Company is to be a public company."
- B.3 by the renumbering of the existing Clauses 2, 3, 4 and 5 as Clauses 3, 4, 5 and 6 respectively.

That the Articles of Association set out in the document submitted to this Meeting and, for the purpose of identification, initialled by the Chairman be, and they are hereby, adopted as the Articles of



Association of the Company to the exclusion of and in substitution for all the existing Articles of Association of the Company.

- D. That the Directors be, and they are hereby, authorised to enter into such agreements and arrangements as may be necessary or desirable to enable the Company to make an offer within six months after the date of the passing of this Resolution of Ordinary Shares of 50p each to the public for cash with or without a premium provided that this authority shall not require the Directors to make any such offer.
- E. That during the period expiring on 31st December 1994 or such earlier date as the authority shall next be amended by the Company in General Meeting, the Directors be, and they are hereby, empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority referred to in Resolution numbered 3 passed at the Extraordinary General Meeting of the Company held on 5th September, 1990 as if Section 89(1) of the Act did not apply to such allotment and so that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



Chairman