



COMPANY NO. 2570509

**MANCHESTER UNITED PLC**

**ANNUAL GENERAL MEETING - 14 NOVEMBER 2003**

**RESOLUTIONS PASSED**

At the Thirteenth Annual General Meeting of the Company duly convened and held in the Manchester Suite, North Stand, Old Trafford, Manchester M16 0RA on Friday 14 November 2003 the following resolutions (numbered 9 to 11 on the notice convening the meeting) were duly passed as resolutions of the Company:

**Resolution 9 - Authority to disapply pre-emption rights (special resolution)**

That the directors be empowered in accordance with Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to their existing authority under Section 80 of the Companies Act 1985 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all the holders of ordinary shares are proportionate (as nearly as may be) to the respective numbers of shares held by them on a fixed record date (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or to deal with legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any territory);
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £1,298,840, being not more than 5 per cent of the current issued share capital of the Company;

and shall expire at the conclusion of the next annual general meeting of the Company (or if earlier, the date which is 15 months from the passing of this resolution) save that the Company 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 offer or agreement as if the power conferred hereby had not expired.

**Resolution 10 - Authority to purchase own shares (special resolution)**

That the Company be generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make one or more market purchases (as defined in section 163 of that Act) of shares of 10p each in the capital of the Company provided that:

- (a) the maximum aggregate number of shares which may be purchased is 25,976,804 (representing 10 per cent of the current issued share capital of the Company);

- (b) the minimum price which may be paid is the 10p nominal value of each share (exclusive of expenses);
- (c) the maximum price which may be paid for each share of 10p is an amount equal to 105 per cent of the average of the middle market quotations of a share of 10p of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which each such share is contracted to be purchased (exclusive of expenses);
- (d) this authority shall expire at the conclusion of the next annual general meeting (or, if earlier, the date which is 15 months from the passing of this resolution) unless previously renewed, varied or revoked by the Company in general meeting, save in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry.

**Resolution 11 - Amendments to Articles of Association (special resolution)**

That the Company's Articles of Association be amended as follows:

- (a) Article 99(1). Replace the figure "£100,000" in the first sentence with "£300,000"
- (b) Article 172. In the first sentence, delete the word "Auditor"



**COMPANY SECRETARY**