

Company Number: 02570509

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Manchester United Limited (the Company)

(passed on 27 January 2010)

THURSDAY



We, being members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions

- 1 **THAT** the Company enters into the following documents relating to a GBP 25,000,000 revolving facility A and a GBP 50,000,000 revolving facility B (the **Facilities**)
 - (a) a revolving facilities agreement between, amongst others, the Company as a borrower and guarantor, the financial institutions listed therein as lenders (the **Lenders**), J P Morgan Europe Limited as agent (the **Agent**) and J P Morgan Europe Limited as security trustee (the **Security Trustee**) (the **Facilities Agreement**) including the restrictive covenants set out in a schedule thereto,
 - (b) an intercreditor agreement between, amongst others, the Company, the Lenders as RCF lenders, the Agent as RCF agent and the Security Trustee (the **Intercreditor Agreement**);
 - (c) a composite debenture between, amongst others, the Company and the Security Trustee (the **Debenture**),
 - (d) a supplementary mortgage between the Company and the Security Trustee (the **Mortgage**, and together with the Debenture, the **Security Agreements**),
 - (e) a global deed of release between, amongst others, the Company and J P Morgan Europe Limited as security trustee relating to the release and discharge of the security granted in relation to the senior facilities agreement dated 16 August 2006 between, amongst others, the Company and J P Morgan Europe Limited as facility agent and security trustee,
 - (f) a deed of guarantee between, amongst others, the Company and the Existing Hedge Counterparties (as defined in the Intercreditor Agreement) (the **Deed of Guarantee**); and
 - (g) an ancillary facility between, amongst others, the Company and The Royal Bank of Scotland plc acting as agent for National Westminster Bank Plc,

the documents at paragraph (a) – (g) above together with any documents necessary or desirable or relating thereto being the **Documents**

- 2 **THAT** the terms of, and the transactions contemplated by the Documents be approved
- 3 **THAT** the giving of the guarantees provided under the Facilities Agreement and Deed of Guarantee and the security under the Security Agreements would be in the best interests of the Company's business and would promote the success of the Company for the benefit of its members as a whole
- 4 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

AGREEMENT OF ELIGIBLE MEMBERS*

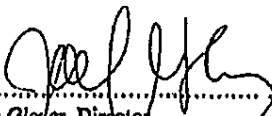
The undersigned, being the eligible members on January 2010 (the "circulation date"), irrevocably agree to the resolution set out above:

Signed by


Joel Glazer, Director
for and on behalf of Red Football Limited

Date:

Signed by


Joel Glazer, Director
for and on behalf of Red Football Junior Limited

Date:

Each eligible member must signify its agreement to the proposed resolution by hand, by delivering a signed copy to the Company. Each eligible member must signify its agreement to the proposed resolution by 23 February 2010. However, if an eligible member does not agree with the proposed resolution, it does not need to reply. Once an eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by 23 February 2010.

*Note: An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is sent or submitted to the member).