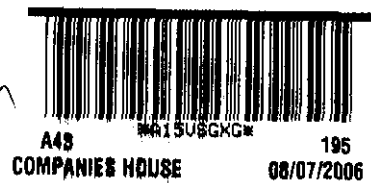


Company Number 2719691

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION OF
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED

At an Annual General Meeting of the above named Company, duly convened and held at Stapleford Park, Near Melton Mowbray, Leicestershire, on 1 and 2 June 2006, the following resolution was duly passed as a Special Resolution.

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

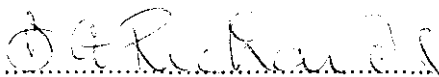
1. The following definition to be inserted into Article 1.2:
 - 1.2 *"Former Companies Acts" has the meaning set out in section 735(1) of the Act.*
2. The following new Article 5 be inserted:
 5. *No person shall be entitled to be a Member unless that person is:*
 - 5.1 *a company limited by shares formed and registered in England and Wales under the Act; or*
 - 5.2 *a company limited by shares formed and registered in England and Wales under any of the Former Companies Acts; or*
 - 5.3 *any other person which the Board may determine, in its discretion, shall be entitled to be a Member.*
3. Article 9 be amended to read as follows:
 - 9.1 *If a Member*
 - 9.1.1 *enters into a Company Voluntary Arrangement pursuant to Part 1 of the Insolvency Act 1986 ("the 1986 Act" which expression shall include any statutory modification or re-enactment thereof for the time being in force) or a Scheme of Arrangement with its creditors under section 425 of the Act or it enters into any compromise agreement with its creditors as a whole; or*
 - 9.1.2 *lodges, or its shareholders or directors lodge, a Notice of Intention to Appoint an Administrator or a Notice of Appointment of an Administrator at the Court in accordance with paragraphs 26 and 29 of Schedule B1 to the 1986 Act or it or its shareholders or directors make an application to the Court for an Administration Order under paragraph 12 of Schedule B1 to the 1986 Act or where an Administrator is appointed or an Administration Order is made in respect of it ("Administrator" and "Administration Order" having the meanings attributed to them respectively by paragraphs 1 and 10 of Schedule B1 to the 1986 Act); or*
 - 9.1.3 *has an Administrative Receiver (as defined by section 251 of the 1986 Act) or a Law of Property Act Receiver (appointed under section 109 of the Law of Property Act 1925) or any Receiver appointed by the Court under the Supreme Court Act 1981 or any court appointed Receiver or other Receiver*

appointed over any of its assets which, in the opinion of the Board, are material to the Club's ability to fulfil its obligations as a Member; or

- 9.1.4 *has its shareholders pass a resolution pursuant to section 84(1) of the 1986 Act to voluntarily wind it up; or*
- 9.1.5 *has a meeting of its creditors convened pursuant to section 95 or section 98 of the 1986 Act; or*
- 9.1.6 *has a winding up order made against it by the Court under section 122 of the 1986 Act or a provisional liquidator is appointed over it under section 135 of the 1986 Act; or*
- 9.1.7 *ceases or forms an intention to cease wholly or substantially to carry on its business save for the purpose of reconstruction or amalgamation otherwise in accordance with a scheme of proposals which have previously been submitted to and approved in writing by the Board; or*
- 9.1.8 *enters into or is placed into any insolvency regime in any other member state of the European Union which is analogous with the insolvency regimes detailed in Articles 9.1.1 to Articles 9.1.6 hereof*

then the Board may at any time thereafter by notice in writing call upon the relevant Successor to transfer the Ordinary Share held by such Member to such person as the Board shall direct at a price of £1 and on receipt of such notice the Member shall thereupon cease to be entitled to be a Member of the League.

- 4. The Board be authorised to make all consequential amendments to the Articles of Association including the amendments agreed at the meeting, re-numbering and correcting minor errors and omissions.


.....
CHAIRMAN