

COMPANY NUMBER 3070670

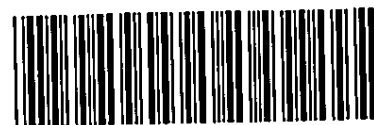
THE COMPANIES ACT 1985 & 1989

SPECIAL RESOLUTION

of

THE NATIONAL FOOTBALL MUSEUM

SATURDAY



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COMPANIES HOUSE

At the Annual General Meeting of the above named Company duly convened and held at Professional Footballers' Association, 2 Oxford court, Bishopsgate, Manchester on Friday 16th November 2007 the following resolutions were passed as Special Resolutions -

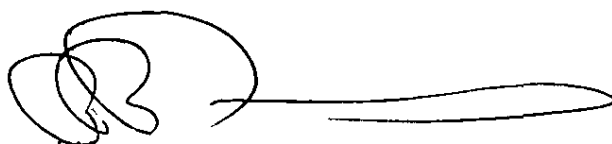
- 1 That the existing Paragraph 3 1(w) in the Memorandum of Association of the Company be deleted and the following Paragraph be substituted therefore

3.1 (w)

- 1 To provide indemnity insurance to cover liability of the Directors,
 - a) which by virtue of any rule of law would otherwise attached to them in respect of any negligence default, breach of trust, or breach of duty of which they may be guilty in relation to the Company
 - b) to make contributions to the assets of the Company in accordance with the provisions of Section 214 of the Insolvency Act 1986
- 2 Any such insurance in the case of 1(a) shall not extend to
 - a) any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the Company, or where the directors did not care whether such conduct was in the best interests of the Company or not
 - b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors
 - c) any liability to pay a fine
- 3 Any insurance in the case of 1(b) shall not extend to any liability to make such a contribution where the basis of the directors' liability is his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation

- 2 That the following Paragraph 4 1(f) be added to the Memorandum of Association

- 4 1 f) Any premium in respect of any indemnity insurance to cover the liability of directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the Company, or where the directors did not care whether such conduct was in the best interests of the Company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors
- 3 That the existing Paragraph 9 1, 9 2, 9 3 and 9 4 in the Articles of Association of the Company be deleted and the following Paragraph be substituted therefore
- 9 1 That Trustees be appointed for a fixed term of 3 years, with the term ending at the Annual General Meeting following the expiration of such 3-year period
- 4 That the Wording in brackets in clause 9 6 be deleted



Chairman