

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BRISTOL CITY FOOTBALL CLUB LIMITED
(the "Company")

PASSED on 17 May 2000

At an Annual General Meeting of the Company duly convened and held on 17 May 2000 the following resolutions were passed, in the case of the resolutions numbered 1-3 as Ordinary Resolutions and in the case of the resolution numbered 4 as an Elective Resolution:

ORDINARY RESOLUTIONS

- 1 To receive the Company's accounts and the reports of the Directors and Auditors for the year ended 31 May 1999.
- 2 To reappoint Ernst & Young as auditors of the Company.
- 3 To authorise the Directors, from time to time, to fix the remuneration of the Auditors.
- 4 As special business, to consider, and if thought fit to pass the following Elective Resolutions:

Elective Resolutions

- (a) THAT, pursuant to Section 252 of the Companies Act 1985 (as amended) (the "Act"), the Company hereby elects to dispense with the laying of accounts and reports before the Company in a general meeting.
- (b) THAT, pursuant to Section 366A of the Act, the Company hereby elects to dispense with the holding of an annual general meeting.



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- (c) THAT, pursuant to Section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line and a small loop.

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for and on behalf of
Bristol City Football Club Limited