

WEST HAM UNITED FOOTBALL COMPANY LIMITED

*SPECIAL RESOLUTIONS*

pursuant to Section 378(2) of the Companies Act 1985  
passed on the 11th day of November 1991

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Boleyn Ground, Green Street, Upton Park, London, E13 9AZ on the 11th day of November 1991, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

1. That the authorised share capital of the Company be and it is hereby increased from £2,000 to £50,000 by the creation of 96,000 new Ordinary Shares of 50p each ranking with effect from and after issue pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Regulations contained in the printed document presented to this Meeting and signed by the Chairman for identification purposes be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.
3. That conditional upon Resolutions 1 and 2 being duly passed the sum of £48,000 being part of the amount standing to the credit of the Club's profit and loss account in the books of account of the Company be capitalised and that such sum be available for distribution and appropriated as capital to and amongst the holders of the Ordinary Shares of the Company as shown as such on the Register of Members of the Company on 10th November 1991 ("the Relevant Shareholders") in the proportion in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and that the Directors be and they are hereby instructed to apply the said sum of £48,000 in paying up in full 96,000 Ordinary Shares of 50p each in the capital of the Company and to allot and distribute such Ordinary Shares credited as fully paid to and amongst the Relevant Shareholders in the proportion of twenty-four Ordinary Shares of 50p each for each Ordinary Share of 50p held by them respectively as aforesaid;
4. That the name of the Company be changed to "West Ham United Limited".
5. That conditional upon Resolutions 1 to 4 inclusive being duly passed:-

(1) The Company be re-registered as a Public Company under the Companies Act 1985 by the name of "West Ham United plc"; and,

(2) The Memorandum of Association be amended as follows: -

(a) with effect from the change of name and re-registration of the Company pursuant to Resolutions 4 and 5.1, by inserting in place of Clause 1 the following clause "The name of the Company is "West Ham United plc";"

(b) by the insertion of the following new clause after clause 1: -

"2. The Company is to be a Public Company".

(c) by re-numbering clauses 2,3,4 and 5 as clauses 3,4,5, and 6 respectively;

(d) with respect to the Objects of the Company by adopting in substitution for and to the exclusion of clause 4 of the Memorandum (as re-numbered) the new clause 4 submitted to this Meeting and approved without amendment;

(e) with respect to clause 6 of the Memorandum (as re-numbered) by the replacement of "10s" with "50p" in the first line thereof.

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Secretary