

No. 102244

THE COMPANIES ACT 1985 (AS AMENDED)

Company Limited by Shares

RESOLUTIONS

of

THE ARSENAL FOOTBALL CLUB PLC

At an Extraordinary General Meeting of the above-named Company duly convened and held on 7 September 2001 the following resolution was passed as a special resolution:

1. THAT:

- (A) the Scheme of Arrangement dated 13 August 2001 between the Company and the holders of Scheme Shares (as defined in the Scheme) in its original form or with or subject to any modification, addition or condition approved or imposed by the Court (the "Scheme") be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (B) for the purpose of giving effect to the Scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the Court:
 - (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
 - (ii) forthwith and contingently upon the said reduction of capital taking effect:
 - (a) the authorised share capital of the Company shall be increased by the creation of such number of new ordinary

X



shares of £1 each in the capital of the Company ("new ordinary shares") as shall be equal to the aggregate nominal amount of Scheme Shares cancelled pursuant to sub-paragraph (B)(i) of this resolution; and

- (b) the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up, in full at par, the new ordinary shares created pursuant to sub-paragraph (B)(ii)(a) of this resolution and shall allot and issue the same, credited as fully paid, to Arsenal Holdings PLC and/or its nominee(s); and
- (iii) the Directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of section 80 of the Companies Act 1985, to allot the new ordinary shares referred to in sub-paragraph (B)(ii)(a) of this resolution provided that (a) the maximum number of shares which may be allotted hereunder is 62,217, (b) this authority shall expire on 7 September 2006, and (c) this authority shall be in addition to any subsisting authority conferred on the Directors of the Company pursuant to the said section 80;
- (C) with effect from the passing of this resolution, the Articles of Association of the Company be hereby amended by the renumbering of Article 4 as Article 4(a) and by the adoption and inclusion of the following new article as Article 4(b);
 - "(b) (i) In this article, the "Scheme" means the scheme of arrangement of the Company dated 13 August 2001 under section 425 of the Companies Act 1985, between the Company and the holders of the Scheme Shares, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court. Expressions defined in the Scheme shall have the same meaning in this article.
 - (ii) Notwithstanding any other provision of these articles, if the Company issues any ordinary share after the time at which this article becomes effective and prior to the confirmation by the Court of the reduction of capital provided for under the Scheme, such shares shall be allotted and issued subject to the terms of the Scheme and the holders of such shares shall be bound by the Scheme accordingly.
 - (iii) If any ordinary shares are issued to any person (a "new member") after confirmation by the Court of the reduction of capital provided for under the Scheme they

will, provided that Arsenal Holdings PLC is a member of the Company, be immediately transferred to Arsenal Holdings PLC and/or its nominee(s) in consideration of and conditional on the issue to the new member of such number of New Shares as that member would have been entitled to had each share transferred to Arsenal Holdings PLC and/or its nominee(s) hereunder been a Scheme Share at 5.30 p.m. on the Scheme Record Date.

- (iv) The New Shares issued pursuant to paragraph (iii) of this article shall be credited as fully paid and shall rank equally in all respects with all other New Shares in issue at the time (other than as regards any dividend or other distribution payable, or return of capital made, by reference to a record date preceding the date of allotment and issue or 5.30 p.m. on the Scheme Record Date, whichever is later) and be subject to the memorandum and articles of association of Arsenal Holdings PLC.
- (v) The number of New Shares to be allotted and issued under paragraph (iii) of this Article may be adjusted by the Directors in such manner as the auditors may determine on any reorganisation of or material alteration to the share capital of the Company or of Arsenal Holdings PLC or any other return of value to the holders of New Shares effected after 5.30 p.m. on the Scheme Record Date.
- (vi) No fraction of a New Share shall be allotted pursuant to this article, but the entitlement of each member who would otherwise have been entitled to a fraction of a New Share shall be rounded down to the nearest whole number. Any fractions of a New Share may be aggregated and sold for the benefit of Arsenal Holdings PLC.
- (vii) To give effect to any transfer required by this article, the Company may appoint any person to execute and deliver as transferor a form or instructions of transfer on behalf of the new member in favour of Arsenal Holdings PLC and/or its nominee(s) and to agree for and on behalf of the new member to become a member of Arsenal Holdings PLC. Pending the registration of Arsenal Holdings PLC as the holder of any shares in the Company, Arsenal Holdings PLC shall be empowered to appoint a person to act as attorney on behalf of the new member in accordance with such directions as Arsenal Holdings PLC may give in relation to any dealings with or disposal of

such shares (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and, if a person is so appointed to act as attorney, the new member shall not be entitled to exercise any rights attaching thereto except:

- (A) to the extent that the person appointed to act as attorney fails to act in accordance with the directions of Arsenal Holdings PLC; and
- (B) in accordance with the directions of Arsenal Holdings PLC.; and
- (D) with effect from the passing of this resolution, the articles of association of the Company be hereby amended by the deletion of Article 85 and the insertion of the words "There is no Article 85." immediately before Article 86.

P. Smith-Lewis

Chairman of the meeting