

Company No 396956

COMPANIES ACT 1985



COPY ORDINARY AND SPECIAL RESOLUTIONS

OF

SHEFFIELD UNITED PLC

Passed on 6 November 1997

At the Annual General Meeting of the above-named company duly convened and held on 6 November 1997 the following resolutions were duly passed of which resolution 1 was passed as an ordinary resolution and resolution 2 was passed as a special resolution.

ORDINARY RESOLUTION

1. That the directors be and are hereby authorised, generally and unconditionally, for the purpose of Section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum aggregate nominal amount of £1,654,440 provided that this authority shall expire at the commencement of the Annual General Meeting held next after the date of passing of this Resolution or the date falling 15 months after the date of passing of this Resolution (whichever is earlier) but so that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority hereby conferred had not so expired.

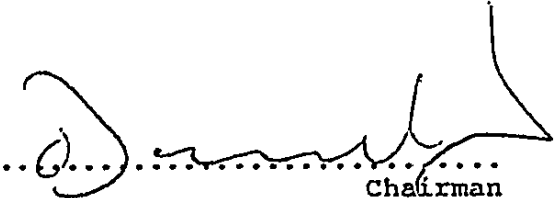
SPECIAL RESOLUTION

2. That the directors be and are hereby empowered, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred upon them by the Resolution numbered [1] in this notice of meeting (as varied from time to time by the company in general meeting) as if Section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to:
 - (i) the allotment of equity securities in connection with rights issues and other offers in favour of holders of ordinary shares of 10p each where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective number of ordinary shares of 10p each held

by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal, regulatory or practical problems arising under the laws of, or requirements of, any recognised regulatory body or any stock exchange in any territory or otherwise howsoever;

- (ii) the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal amount of £248,166;

and shall expire on the conclusion of the next Annual General Meeting of the company or the date falling 15 months after the date of passing this Resolution (whichever is earlier), unless renewed or extended prior to such time, except that the company may, before the expiry of the power contained in this Resolution, make an offer or agreement which would, or might, require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred thereby had not expired.


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Chairman