

Company No. 1947851

THE COMPANIES ACT 1985 – 1989

WRITTEN RESOLUTIONS OF THE MEMBERS OF

MIDDLESBROUGH FOOTBALL AND ATHLETIC COMPANY (1986) LIMITED

Passed the *21st December* 2004

I, the undersigned, being the sole member for the time being of the above named company, entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

**RATIFICATION AND
CONFIRMATION**

It is not known whether and for which years AGMs have been held for the company and if to the extent that they have not been held in some or all of the years since the date of incorporation to date the sole shareholder of the company hereby resolves;

- a) the shareholders from time to time have received copies of the Annual Accounts of the company for each of the years up to 2003 and waives the rights to have these accounts laid before the company in a general meeting in respect of any of the years in which they were not so laid
- b) to ratify the appointment and re-appointment of auditors and the decision of the directors to fix their remuneration in respect of all appointments and re-appointments and all fixing of remuneration that has not previously been authorised by the company in general meeting.
- c) to ratify the appointment and re-appointment or re-election of any directors whose appointments needed to be confirmed or needed to be re-elected from time to time if and to the extent that this was not done by the members in general meeting.

ELECTIVE RESOLUTION

**HOLDING OF ANNUAL
GENERAL MEETING**

THAT pursuant to Section 366a of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings for the years from 1987 (inclusive) and all subsequent years.

ELECTIVE RESOLUTION

**LAYING OF
ACCOUNTS**

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts for the years from 1987 (inclusive) and all subsequent years.



ELECTIVE RESOLUTION

RE-ELECTION OF AUDITORS

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually for the years from 1987 (inclusive) and all subsequent years.

A handwritten signature in dark ink, appearing to be 'S. P. D. S.', written over a dotted line.

Signed by:

For and on behalf of Middlesbrough Football and Athletic
Company (1986) Limited