

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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36624

Name of company

* THE EVERTON FOOTBALL CLUB COMPANY LIMITED

gives notice that:

SPECIAL RESOLUTION

- (a) "THAT the authorised capital of the Company be and is hereby increased from £5,000 to £35,000 by the creation of 30,000 shares of £1 each such shares of £1 each to rank *pari passu* in all respects with the existing Stock Units of £1 each in the capital of the Company;
- (b) THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £30,000 during the period commencing with the date of the passing of this Resolution and ending on 15th September, 2001 and pursuant to and during the period of the said authority the Directors be and are hereby empowered, pursuant to and during the period of the said authority the Directors be and are hereby empowered, pursuant to section 95 of the Companies Act 1985, to allot equity securities as if section 89(1) of the said Act did not apply Provided that this power shall be limited to the allotment of 30,000 shares of £1 each pursuant to the Rights Issue and Underwriting Agreement as each of those terms is defined and more fully explained in the circular to stockholders of the Company dated 23rd August, 1996 of which this notice forms part. For the purposes of this Resolution, words and expressions defined in or for the purpose of Part IV of the Companies Act 1985 shall bear the same meanings herein; and
- (c) THAT immediately following the allotment fully paid of all or any of the shares of £1 each created pursuant to paragraph (a) above pursuant to the authority granted pursuant to paragraph (b) above, each share of £1 each be thereupon converted into a stock unit of £1 each in the capital of the Company, each such stock unit of £1 to rank *pari passu* with the existing Stock Units of £1 in the capital of the Company."

Signed

Maurice Ward

Designation‡

COMPANY
SECRETARY

Date 31.10.96

Presentor's name address and reference (if any):

For official Use
General Section

Post room

