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COMPANIES HOUSE 27/08/94

THE COMPANIES ACT 1985 AND 1989

SPECIAL RESOLUTIONS

of

THE EVERTON FOOTBALL CLUB COMPANY LIMITED

COMPANY NUMBER 36624

At an Extraordinary General Meeting of the Company duly convened and held on Tuesday 26th July 1994 the following resolutions were duly proposed and passed;

SPECIAL RESOLUTION

- (1) (a) THAT the authorised share capital of the Company be and is hereby increased from £2,500 to £5,000 by the creation of 2,500 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 £2,500 during the period commencing with the date of the passing of this Resolution and ending on 25 July 1999 and 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 2,500 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 2 July 1994 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;
- (c) THAT immediately following the allotment fully paid of all or any of the shares of £1 each created pursuant to Resolution(1)(a) above pursuant to the authority granted pursuant to Resolution(1)(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;

- (d) (i) THAT the Articles of Association of the Company be and are hereby amended by the deletion of the existing Article 12(1) and the substitution thereof of the following:-

"12(1) That the number of Directors of the Company (excluding alternate Directors) shall be determined by the Board of Directors from time to time but shall not be less than 3;

- (ii) THAT the Articles of Association of the Company be and are hereby amended by the deletion of the existing Articles 12(4), 12(5), 12(6) and 12(7);

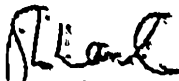
- (e) THAT the Articles of Association of the Company be and are hereby amended by the addition of the following new Article 16:-

"16 Notice of any General Meeting need not be given to a member except those members who have supplied to the Company an address within the United Kingdom for the giving of notice to them and Clauses 95, 96 and 97 shall apply subject hereto."

ORDINARY RESOLUTIONS

- (2) THAT Mr Peter Johnson be appointed a director of the Company.
- (3) THAT Mr Arthur Abercromby be appointed a director of the Company;
- (4) THAT the Honorable Christopher John Suenson-Taylor be appointed a director of the Company.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE RESOLUTIONS PASSED AT THE ABOVE MENTIONED EXTRAORDINARY GENERAL MEETING



CHAIRMAN