

Company No. 40946

COMPANIES ACTS 1862 to 1989

**RESOLUTIONS**

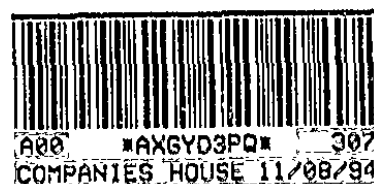
**OF**

**MANCHESTER CITY FOOTBALL CLUB PLC**  
(passed on the 3rd day of May 1994)

At an Extraordinary General Meeting of the Company duly convened and held on 3rd May 1994 the following resolutions were passed, resolutions nos. 1 and 2 as Ordinary Resolutions and resolution no. 3 as a Special Resolution:

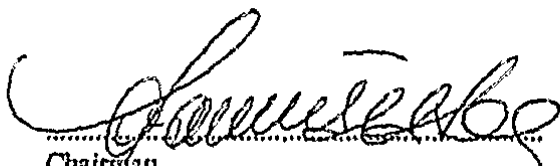
ORDINARY RESOLUTIONS

- (1) (a) THAT the authorised ordinary share capital of the Company be and is hereby increased from £1,000,000 to £1,400,000 by the creation of 400,000 additional ordinary shares of £1 each to rank pari passu with and having attached thereto the same rights as the existing ordinary shares of £1 each in the capital of the Company.
- (b) THAT the Directors be and they are hereby authorised, in substitution for any other authority previously conferred upon them to the extent that the same has not already been exercised, generally and unconditionally, pursuant to Section 80(1) of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the said Act) up to an aggregate nominal amount of £400,000 provided that:
- (i) this authority shall commence on the date of the passing of this Resolution and expire on 4th February 1997 (both dates inclusive); and
- (ii) the Company may before such expiry make any offer, agreement or arrangement 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, agreement or arrangement as if the authority hereby conferred had not expired.
- (2) THAT, in accordance with the provisions of Section 142 of the Companies Act 1985, no steps need to be taken to deal with the situation arising by reason that the Company's net assets are less than one half of its called up share capital.



SPECIAL RESOLUTION

- (3) THAT, subject to the passing of Resolution (1), and notwithstanding the provisions of the Articles of Association of the Company:
- (A) the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities wholly for cash pursuant to the authority conferred by Resolution (1) as if Section 89(1) of the said Act did not apply to any such allotment, PROVIDED THAT:
- (i) this power shall be limited to the allotment of equity securities pursuant to the £4,000,000 Floating Rate Convertible Unsecured Loan Stock 1997, details of which are contained in the circular to shareholders dated 8th April 1994;
- (ii) this power shall be exercisable during the period commencing on the date of the passing of this Resolution and shall, unless renewed, varied or revoked, expire on 4th February 1997 except that the Company may make offers or agreements before its expiry which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority hereby conferred had not expired;
- (B) any powers previously conferred under Section 95 of the said Act or under the corresponding provisions of any former Act be and they are hereby revoked, PROVIDED THAT such revocation shall not have retrospective effect; and
- (C) words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings in this Resolution.

  
Chairman

