

THE COMPANIES ACT 1985  
PUBLIC COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

of

**ASTON VILLA PLC**  
(Passed 2 September 1999)

---

AT THE ONE HUNDRED AND TWENTY FOURTH ANNUAL GENERAL MEETING of the above named Company duly convened and held at The Holte Suite Villa Park Birmingham B6 6HE on Thursday 2 September 1999 the following Resolution was passed as a Special Resolution:

**SPECIAL RESOLUTION**

5. THAT the Directors of the Company be and they are hereby empowered pursuant to Section 95(1) of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority given by Special Resolution Number 3.3 set out in the Notice convening the Extraordinary General Meeting held on 24 March 1997 as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:
- (a) to the allotment of equity securities in connection with a rights issue in favour of or general offer or open offer to ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with problems under the law of any territory or the requirement of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise); and
  - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £28,623



and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1999 or fifteen months from the date of passing of this resolution whichever shall occur first save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

A handwritten signature in cursive script, appearing to read "J. Ellis". The signature is written in black ink and is positioned above a horizontal dotted line.

**CHAIRMAN**