

Company Number 53,301

**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**SOUTHAMPTON FOOTBALL CLUB LIMITED**  
**PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985**  
**(AS AMENDED)**

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings and in accordance with Section 381A of the Companies Act 1985 (as amended) HEREBY RESOLVE that Resolutions 1, 2, and 3 be passed as Elective Resolutions:-

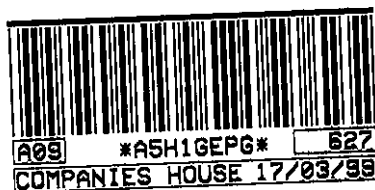
**ELECTIVE RESOLUTIONS**

THAT:-

1. pursuant to Section 366A of the Companies Act 1985 (as amended) ("the Act") the holding of annual general meetings in this and subsequent years is dispensed with
2. pursuant to Section 252 of the Act the laying of accounts and reports before the Company in general meeting shall be dispensed with
3. pursuant to Section 386 of the Act the annual appointment of auditors be dispensed with and the Company's auditors be deemed to be reappointed for each succeeding financial year on the expiry of the time for the appointing of auditors

DATED: 12 MARCH 1999

  
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for and on behalf of SOUTHAMPTON LEISURE HOLDINGS PLC



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We, being the Auditors of the above Company hereby acknowledge that a copy of the above Resolutions have been sent to us.

SIGNED:-

Blaise & Tuche

DATED 11 March 1999