

THE COMPANIES ACT 1985

MIDDLESBROUGH FOOTBALL & ATHLETIC COMPANY (1986) LIMITED
(Company Number 01947851)

NOTICE OF SPECIAL RESOLUTION

(Section 381A Companies Act 1985)

Passed 24th October 2003

NOTICE is hereby given that on the above date the following resolution was duly passed as a Special Resolution in writing in accordance with Article 18 of the Articles of Association of the Company and Section 381A of and Schedule 15A to the Companies Act 1985:-

THAT:-

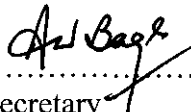
1.1 Article 10 of the Articles of Association of the Company be amended to provide as follows:

- “(a) Unless and until the Company in general meeting shall otherwise determine the number of Directors shall be not less than one nor more than four; and
- (b) If at any time and for so long as the Company shall have only one Director the quorum for the transaction of business by the Directors shall be one and Regulation 89 of Table A shall be modified accordingly.”

and

1.2 Article 17 (a) of the Articles of Association of the Company be amended to provide as follows:

- “(a) The quorum for the transaction of business at any General Meeting shall be two members (or if at any time the Company shall have only one member, that one member) entitled to attend and vote at such meeting present in person or by proxy or by corporate representative.”


.....
Secretary

