

COMPANIES ACT 1985

NEWCASTLE UNITED PLC

COMPANY LIMITED BY SHARES

COMPANY NO: 02529667

At a general meeting of the above-named company, duly convened and held on Wednesday 20th February, the following resolution was passed as a special resolution by the sole shareholder of the Company

SPECIAL RESOLUTION

THAT:

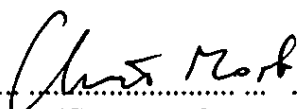
1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) with the name "Newcastle United Limited" and that on such re-registration its memorandum of association be amended as follows:

(a) by deleting from the heading the word "PLC" and replacing it with the word "LIMITED",

(b) in clause 1 by deleting the word "PLC" and by replacing it with the word "LIMITED", and

(c) by deleting clause 2 and renumbering the remaining clauses accordingly, and

2 on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialled by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


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Director/Company Secretary

Presented by
Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
Tel: 020 7936 4000
Fax: 020 7832 7001
(Reference OL/BC)

WEDNESDAY



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