

Company Number 06343315

THE COMPANIES ACT 1985, 1989 (AS AMENDED) AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

of

Anfield Arena Limited

(the "Company")

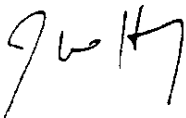
CIRCULATION DATE: 15 October 2010

We, the undersigned, being the sole member of the Company who as at the circulation date of these resolutions has the right to attend and vote at a General Meeting of the Company, resolve, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) and Regulation 53 of Table A (as defined in the Company's Articles of Association) to irrevocably agree that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as special at a General Meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 **THAT** Article 17 of the Company's Articles of Association be replaced with the following
"Unless otherwise determined by the chairman, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two "
- 2 **THAT** Article 20 of the Company's Articles of Association be replaced with the following
"The quorum for the transaction of the business of the directors shall be a majority of the board of directors The first sentence of Regulation 89 of Table A shall not apply "
- 3 **THAT** Article 26 of the Company's Articles of Association be replaced with the following Article 26(a)
"John Henry may appoint any person as a director of the Company and may remove any director Any appointment or removal shall be made in writing and signed by John Henry "
- 4 **THAT** a new Article 26(b) of the Company's Articles of Association be inserted as follows
"The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director "

SIGNED by



Acting for and on behalf of The Liverpool Football Club and Athletic Grounds Limited

THURSDAY



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COMPANIES HOUSE

Notes:

- 1 Please sign and date this document and return it to the Company using one of the following methods

By Hand delivering the signed copy to Philip Nash, Anfield Road, Liverpool, Merseyside, L4 0TH

Post returning the signed copy by post to Philip Nash, Anfield Road, Liverpool, Merseyside, L4 0TH

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Philip.Nash@liverpoolfc.tv Please enter "Written resolutions dated 15 October 2010" in the e-mail subject box

If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to a resolution, you may not revoke your agreement
- 3 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date in accordance with section 297 of the Companies Act 2006
- 5 A copy of this resolution has been sent to the Company's auditors