

Company No. 00049139

**THE COMPANIES ACTS 1985 AND 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS**

**OF**

**THE DERBY COUNTY FOOTBALL CLUB LIMITED**

**(the Company)**

**(passed on 19 January 2009)**

WEDNESDAY



A05  
21/01/2009  
COMPANIES HOUSE

315

On 19 January 2009 the following resolutions were duly passed as ordinary and special resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTIONS**

**Increase of authorised share capital and authority to allot shares**

**THAT:**

- 1 the authorised share capital of the Company is increased from £9,500,000 to £10,000,000 by the creation of 500,000 new ordinary shares of £1 each;
- 2 the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the **Act**) to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Act) of the Company to such persons at such times and upon such conditions as the directors may determine with the following limitations:
  - 2.1 the maximum amount of relevant securities which may be allotted under this authority is the amount of the Company's authorised but unissued share capital at the date of this resolution;
  - 2.2 this authority shall commence on the date of passing of this special resolution and expire on the fifth anniversary of this resolution, except that the directors can before that date make an offer or agreement which will or might require relevant securities to be allotted after that date;
  - 2.3 and any previous authorisation given by the Company in general meeting or otherwise pursuant to section 80 of the Act be and is hereby revoked provided that such revocation shall not have retrospective effect.

**SPECIAL RESOLUTIONS**

**Disapplication of pre-emption rights**

**THAT:**

- 3 subject to the passing of resolution 1 above, in accordance with section 95 of the Act the directors be authorised to allot equity securities (as that term is defined in section 94(1) of the Act) in accordance with the authority given to them by the preceding resolution as if section 89(1) of the Act did not apply, provided that such power shall be limited to the allotment of equity securities issued for cash up to an amount of the Company's authorised but unissued share capital at the date of this resolution and

shall expire on the fifth anniversary of this resolution, except that the directors can before that date make an offer or agreement which will or might require relevant securities to be allotted after that date; and

- 4 pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting clause 5 and by substituting the following new clause 5 in its place:

"5. The Company's share capital is £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions."

A handwritten signature in black ink, appearing to be 'A. A.', written over a dotted line.

Director