

THE COMPANIES ACT 2006

THE DERBY COUNTY FOOTBALL CLUB LIMITED

(Company No. 00049139)

WRITTEN RESOLUTIONS

NOTICE is hereby given that the following resolutions were duly passed as resolutions of the type indicated by the heading attributed to each:

SPECIAL RESOLUTION

THAT:

3. That the regulations entitled "The Special Article" contained in the document accompanying this written resolution be approved as a new article of association of the Company and that The Special Article, taken together with the existing articles of association of the Company, be adopted as the amended articles of association of the Company in substitution for all existing articles of association of the Company.
4. The Table A Regulations 8,9,10 and 11 (incorporated within the Company's current articles of association) be disappplied.

ORDINARY RESOLUTIONS

THAT:

1. It would promote the success of the Company for the benefit of its shareholders as a whole, and be to the further benefit and advantage of the Company to:
 - c) enter into the Documents; and
 - d) execute, deliver (in the case of any document executed as a deed), and perform the transactions contemplated by, the Documents and any other documents to be delivered by the Company under or in connection with the Documents.
2. The Company's entry into, execution of and performance of the obligations arising under:
 - c) the Documents; and
 - d) any further documents, deeds, powers of attorney, agreements, notices, acknowledgements, letter agreements, memoranda, letter statements, certificates or other instruments as may be ancillary, required or useful under or in connection with the documents above and/or the transactions contemplated thereby,be approved and/or ratified (as appropriate).
3. Any director is instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem in their absolute discretion necessary or appropriate.



4. Any director has authority to approve and/or ratify (as appropriate) the terms of, and the transactions contemplated by, the Documents with such amendments as the such director may in his/her sole discretion approve.
5. Any actions taken by any director of the Company (or any person appointed as attorney under a power of attorney) prior to the date of these resolutions, which would have been authorised by the resolutions passed in these resolutions, but for the fact that such actions were taken prior to the date of these resolutions, be and are hereby authorised, ratified, confirmed, adopted and approved in all respects as are the acts and deeds of the Company.
6. The entering into the Documents and the giving of the guarantees and security by the Company is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Documents is to the commercial benefit and advantage of the Company and will promote the success of the Company for the benefit of its members as a whole.
7. If any Document or related document agreed by any two directors, or any director needs to be executed as a deed, such document be executed under the common seal of the Company or executed as a deed in accordance with section 44 and delivered in accordance with section 46 of the Companies Act 2006.
8. Any and all agreements, instruments, certificates, Documents or documents heretofore executed and acts heretofore done in connection with the transaction be approved by these resolutions and the transactions contemplated by the Documents be hereby ratified, confirmed, approved and adopted in all respects.
9. Any director of the Company has authority to make all necessary and appropriate entries in the books and registers of the Company, to file with the Register of Companies all necessary documents in connection with the above.

Dated: 5 August 2020


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Director

1. SPECIAL ARTICLE

- 1.1 Notwithstanding anything contained in these Articles, this Special Article shall take precedence over all other provisions of these Articles whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles).
- 1.2 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution.