

Company number 53100

SWINDON TOWN FOOTBALL COMPANY LIMITED

(the Company)

WRITTEN RESOLUTIONS

(pursuant to section 288 Companies Act 2006)

(Passed **15** January 2008)

SATURDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- Resolutions 1, 2 and 3 below are passed as ordinary resolutions of the Company (**the Ordinary Resolutions**), and
- Resolution 4 below is passed as a special resolution of the Company (**the Special Resolution**)

ORDINARY RESOLUTIONS

1 The authorised share capital of the Company be and it is increased from £2,250,000 to £8,872,551 by the creation of an additional 13,245,102 shares of £0 50 each in the capital of the Company ranking pari passu in all respects with the existing ordinary shares of £0 50 each in the capital of the Company,

2 In substitution for all previous authorities which are hereby revoked to the extent not previously utilised, the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £6,622,551 provided that this authority is for a period expiring the day before the fifth anniversary of the date on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution 2 has expired,

3 Pursuant to section 190 of the Companies Act 2006, the transfer of fifty per cent (50%) of the issued share capital of Shaw Park Developments Limited from Swindon Town FC Limited to the Company is approved,

4 Pursuant to section 190 of the Companies Act 2006, the assignment to the Company of a loan agreement dated 27 October 2003 between Swindon Town FC Limited and Shaw Park Developments Limited and for the sum of £975,000 is approved

SPECIAL RESOLUTIONS

5 Subject to the passing of resolution 2, the directors of the Company be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by resolution 2 up to an aggregate nominal value of £6,622,551 as if section 89(1) of the Act did not apply to any such allotment, provided that this authority shall, unless renewed, varied or revoked, expire the day before the fifth anniversary of the date on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 4 has expired

6 The articles of association of the Company (the **Articles**) are amended so that the words "Shares may be allotted on a non pre-emptive basis if a special resolution authorising such allotment is passed by the members" are inserted as paragraph 4(F)

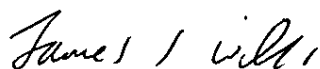
7 The non-statutory pre-emption provisions of article 4 of the Articles shall not apply to the allotment of shares by the Company made pursuant to resolution 2

These resolutions may be executed in any number of counterparts with the same effect as if the signatures to each such counterpart were upon the same instrument

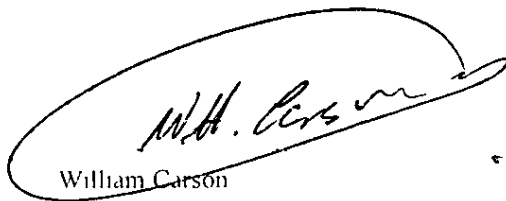
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions

We, the undersigned, being the persons entitled to vote on the above resolutions on 2 January 2008 hereby irrevocably agree to the Ordinary Resolutions and Special Resolutions



Swindon Town FC Limited
Director



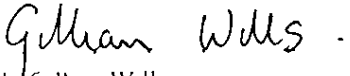
William Carson

Lady Gillian Wills

Clifford Puffett

Arkell's Brewery Limited
Director

William Carson


Lady Gilman Wills

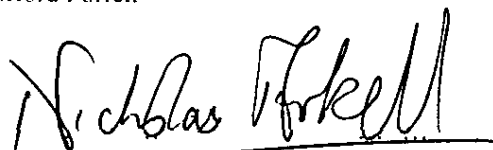

Clifford Putlett

Arkell's Brewery Limited
Director

William Carson

Lady Gillian Wills

Clifford Puffett

A handwritten signature in black ink, reading "Nicholas Arkell". The signature is written in a cursive style with a horizontal line underneath the name.

Arkell's Brewery Limited
Director

NOTES

1 You can choose to agree to either all of the resolutions or none of them, but you cannot agree to only one of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Sandy Gray at Swindon Town F C The County Ground, County Road, Swindon, Wiltshire, SN1 2ED
- **Post** returning the signed copy by post to Sandy Gray at Swindon Town F C The County Ground, County Road, Swindon, Wiltshire, SN1 2ED
- **Fax** faxing the signed copy to 0844 880 1112 marked for the attention of Sandy Gray
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to sandy@swindontownfc.co.uk Please enter "Written resolutions dated 2 January 2008" in the e-mail subject box

If you do not agree to all of the resolutions, 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 the resolutions, you may not revoke your agreement

3 Unless, by 30 January 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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