

COMPANY NUMBER: 53100

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SWINDON TOWN FOOTBALL COMPANY LIMITED

Circulation date: 01.10.2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), the directors of the Company propose the following resolution and send or supply the form of this resolution to all eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date. If this proposed resolution is duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

SPECIAL RESOLUTION

That the articles of association of the Company be amended by the adoption of the following articles to be inserted after article 12:-

"13. COMMUNICATIONS

- 13.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 13.2 Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 13.3 A director may agree with the Company that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 13.4 Anything sent to a shareholder under these Articles may be sent to that shareholder's address as registered in the register of members, unless:-
 - 13.4.1 the shareholder and the Company have agreed that another means of communication is to be used; and
 - 13.4.2 the shareholder has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 13.5 Any notice or document sent to a director may be sent to that director's address as registered in the register of directors unless:-

WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT

Dick Dees LLP
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- 13.5.1 the director and the Company have agreed that another means of communication is to be used; and
- 13.5.2 the director has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 13.6 Where a document or information is sent or supplied by the Company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
- 13.7 Where a document or information is sent or supplied by the Company by electronic means (electronic means has the meaning given in section 1168 of the companies Act 2006) to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed.
- 13.8 Where a document or information is sent or supplied by the Company by means of a website, service or delivery shall be deemed to be effected when:-
- 13.8.1 the material is first made available on the website; or
- 13.8.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- 13.9 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders, may be agreed or specified by the joint holder whose name appears first in the register of members.



Signature of eligible member or duly authorised person signing on their behalf

Name of eligible member: ANDREW FITTON ON BEHALF OF SWINDON FOOTBALL HOLDINGS LIMITED

Date: 25/10/2008

Note

As this resolution is a special resolution it will be passed once 75% of eligible members signify their agreement to it. The requisite percentage must be achieved within 28 days of the circulation date of this resolution.