

COMPANY NUMBER: 53100

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SWINDON TOWN FOOTBALL COMPANY LIMITED

Circulation date: 25th September 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned 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 hereby pass the following resolutions as written resolutions and agree that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

1. That the existing authorised ordinary shares of £0.01 each in the capital of the Company (the "Existing Shares") shall immediately be consolidated into new ordinary shares of £1 each in the capital of the Company (the "Consolidated Shares"), on the basis of 100 Existing Shares being consolidated into one Consolidated Share, each Consolidated Share having the same rights as the existing issued ordinary shares. Where such consolidation results in any member being entitled to a fraction of a Consolidated Share, such fraction shall, so far as possible, be aggregated with the fractions of Consolidated Shares to which other members of the Company may be entitled and the Directors be and are hereby authorised to sell (or appoint any other person to sell to any person), on behalf of the relevant members, all the Consolidated Shares representing such fractions, at the best price reasonably obtainable, to any person, and to distribute the proceeds of sale (net of any commissions, dealing costs and administrative expenses) in due proportions among the relevant members entitled thereto save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the Company and save that the Company may retain the net proceeds of sale of such Consolidated Shares representing such fractions where the individual amount of proceeds to which any member is entitled is less than £5. Any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.
2. That the authorised share capital of the Company be increased to £10,000,000 by the creation of 9,822,549 new ordinary shares of £1 each, such new shares to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company created pursuant to resolution 1 above, such shares to carry the rights contained in the articles of association of the Company.

SPECIAL RESOLUTION

3. That:-
 - 3.1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise during the period from the date of the passing of this resolution until the day preceding the fifth anniversary of the date of this resolution all the

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powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £10,000,000;

- 3.2 the directors be empowered to allot and to make offers or arrangements to allot equity securities (as defined in section 94 of the Companies Act 1985) pursuant to and during the period of the said authority as if section 89(1) of the Companies Act 1985 did not apply to such allotment; and
- 3.3 for the purposes of this resolution, the said authority and the said power shall allow and enable the directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry.

.....
Signature of eligible member or person signing on their behalf

Name of eligible member:

Date:

Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

If you agree to 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:-

1. by hand and by post: delivering the signed copy to Swindon Town Football Company Limited, County Ground, County Road, Swindon, Wiltshire, SN1 2ED;
2. by fax: faxing the signed copy to 0844 880 1112 marked "for the attention of the Company Secretary";
or
3. by email: by attaching a scanned copy of the signed document to an email and sending it to chairman@swindontownfc.co.uk. Please enter "Written resolutions" in the email subject box.