

Company Number: 00123622

Resolutions

of

SCUNTHORPE UNITED FOOTBALL CLUB LIMITED (Company)

Passed on 16 December 2013

At an annual general meeting of the Company duly convened and held at Glanford Park, Jack Brownsword Way, Scunthorpe, DN15 8TD on 16 December 2013 at 7pm the following resolutions were duly passed as an ordinary resolution and special resolutions

ORDINARY RESOLUTION

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1. THAT the authorised share capital of the Company be and is hereby increased by £1,000,000 to £2,000,000 by the creation of an additional 50,000 ordinary shares of £20 00 each in the capital of the Company each ranking pari passu in all respects as one class of shares with the existing 50,000 ordinary shares of £20 00 each in the capital of the Company

SPECIAL RESOLUTION

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2. THAT, for the purposes of sections 550 and 551 of the Companies Act 2006 (**Act**), the board of directors of the Company (**Directors**) be generally and unconditionally authorised to allot such shares in the Company being up to an aggregate nominal amount of £550,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 15th December 2014

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or sections 550 and 551 of the Act, and

SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolution 2, above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authorities conferred by Resolution 2, as if section 561(1) of the Act and articles 2(a) of the Company's

Articles of Association did not apply to any such allotments, provided that this power shall

3 1 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £550,000, and

3 1 2 expire on 15 December 2014 (unless renewed, varied or revoked by the Company prior to or on that date).

SPECIAL RESOLUTION

4. THAT, subject to and conditional upon Resolution 1 above being passed and becoming unconditional the Company's Memorandum of Association be amended by deleting the existing clause 5 in its entirety and replacing it with the following.

"The capital of the Company is £2,000,000 divided into 100,000 ordinary shares of £20 00 each (**Ordinary Shares**)"

SPECIAL RESOLUTION

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5. THAT article 10(d) of the Company's Articles of Association be amended by deleting the words "not less than 8,000 shares of the Company" and replacing them with the words "share capital in the Company with a nominal value equal to or in excess of £4,000 "

Signed



David Beeby Company Secretary