

Company No. 01771361

THE COMPANIES ACTS 1985 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

WEDNESDAY



A51 \*AA79CAL7\* 342  
10/06/2009  
COMPANIES HOUSE

THE HUDDERSFIELD TOWN ASSOCIATION FOOTBALL CLUB LIMITED

CIRCULATION DATE: 1<sup>st</sup> June 2009

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

- 1 Resolutions 1 and 2 below be passed as ordinary resolutions (the "**Ordinary Resolutions**"); and
- 2 Resolution 3 below be passed as a special resolution (the "**Special Resolution**"),

(and together the "**Resolutions**").

**ORDINARY RESOLUTIONS**

- 1 THAT 4,166,666 of the authorised and unissued ordinary shares of £0.10 each in the Company be subdivided into 8,333,332 ordinary shares of £0.05 each ("**New Ordinary Shares**") with such New Ordinary Shares ranking pari passu in all respects with the ordinary shares of £0.10 each in the capital of the Company.
- 2 THAT pursuant to section 80 of the Companies Act 1985 (the "**Act**") and in substitution for all existing authorities under that section (to the extent unused), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the

meaning of section 80 of the Act) up to a maximum number of 4,166,666 of New Ordinary Shares provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this Resolution.

### **SPECIAL RESOLUTION**

- 3 THAT the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by Resolution 2 above up to an aggregate number of 4,166,666 New Ordinary Shares as if section 89(1) of the Act did not apply to such allotment provided that such power shall expire on the fifth anniversary of the date of this Resolution.

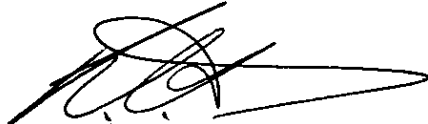
### **AGREEMENT**

Please read the notes attached to this document before signifying your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the above Resolutions on the Circulation date hereby irrevocably agrees to the Resolutions.

**NAME:** MR KENNETH ERNEST DAVY

**SIGNATURE:**



**DATE:** 2ND JUNE 2009

**NAME:** MR DEAN HOYLE


**SIGNATURE:**



**DATE:** 1ST JUNE 2009

**NAME:** ANDREW WATSON

**SIGNATURE:**



**DATE:** 2ND JUNE 2009

**Notes:**

- 1 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:
- 2 **BY HAND:** delivering the signed copy to the Company Secretary, The Huddersfield Town Association Football Club Limited, The Galpharm Stadium, Stadium Way, Leeds Road, Huddersfield, West Yorkshire, HD1 6PX;
- 3 **BY POST:** returning the signed copy by post the Company Secretary, The Huddersfield Town Association Football Club Limited, The Galpharm Stadium, Stadium Way, Leeds Road, Huddersfield, West Yorkshire, HD1 6PX;
- 4 **BY FAX:** faxing the signed copy to the Company's fax number for the attention of the Company Secretary;

If you do not agree with the Resolutions you do not need to do anything; you will not be deemed to agree if you do not reply.

- 5 Once you have returned your agreement to the Resolutions to the Company, you may not revoke your agreement.
- 6 Where, by 28 days after the Circulation Date insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. If you agree to the Resolutions please ensure that your agreement reaches the Company on or before this date.