

COPY

THE COMPANIES ACT 2006

WE HEREBY CERTIFY THIS  
TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL

PRIVATE COMPANY LIMITED BY SHARES

Sherrards  
21st August  
2009

WRITTEN RESOLUTION

of

ST ALBANS CITY FOOTBALL AND ATHLETIC CLUB LIMITED (Company)  
Company number 01922742

5<sup>th</sup> August 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (**Resolution**):

ORDINARY RESOLUTION

That the authorised share capital of 100,000 ordinary shares of £1.00 each is hereby increased by 900,000 ordinary shares of £1.00 each, making the authorised share capital of the Company 1,000,000 ordinary shares of £1.00 each.

ORDINARY RESOLUTION

That the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £1,000,000 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

TUESDAY



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\*P6VMDCPQ\*

25/08/2009

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COMPANIES HOUSE

### **SPECIAL RESOLUTION**

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 95 of the Act to allot equity securities (as defined therein) pursuant to the authority conferred by this resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to any such allotment

### **SPECIAL RESOLUTION**

That the Memorandum of Association of the Company be amended to reflect the increase of the Company's authorised share capital by including a footnote to clause 5 as follows:

*"By a special resolution of the members of the Company dated 5<sup>th</sup> August 2009, the authorised share capital of the Company was increased by 900,000 Ordinary shares of £1.00 each.*

*The share capital of the Company is now, therefore, £1,000,000 divided into 1,000,000 Ordinary shares of £1.00 each."*

### **SPECIAL RESOLUTION**

That the debt for equity swap proposed to be entered into between the Company and William Verry Limited be and is hereby approved

### **AGREEMENT**

Please read the notes at the end of this document before signifying agreement to the Resolution.

The undersigned, being all persons entitled to vote on the Resolution on 5<sup>th</sup> August 2009, hereby irrevocably agree to the Resolution:

Signed by Paul Farmer .....  
Date .....

Signed by the Personal Representatives of .....  
Paul Hawkins .....  
Date .....

Signed for and on behalf of  
William Verry Limited  
Date 13/08/09

.....  
13/08/09  
James Administration

Signed by Leigh Page  
Date

.....  
.....

Signed for and on behalf of  
William Verry Holding Limited  
Date 13/08/09

.....  
13/08/09  
James Administration

#### NOTES

1. If you agree with the Resolution, 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 John Gibson, William Verry House, 11 Selsdon Way, City Harbour, London, E14 9GL.
- **Post:** returning the signed copy by post to John Gibson, William Verry House, 11 Selsdon Way, City Harbour, London, E14 9GL, or to Sherrards Solicitors, 45 Grosvenor Road, St Albans, AL1 3AW.
- **Fax:** faxing the signed copy to 01727 853 313 marked "For the attention of James Hulsken".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [JohnGib8@aol.com](mailto:JohnGib8@aol.com), or to [jh@sherrards.com](mailto:jh@sherrards.com). Please enter "Written resolutions dated 5<sup>th</sup> August 2009" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 3<sup>rd</sup> September 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.