



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BRENTFORD FC LIMITED

Passed on 20 December 2005

At an Extraordinary General Meeting of the Company duly convened and held at Griffin Park, Braemar Road, Brentford, Middlesex TW8 0NT on 20 December 2005 the following resolutions were duly passed as Special Resolutions of the Company:

SPECIAL RESOLUTIONS

1. THAT the memorandum of association of the Company be amended by the inclusion of a new object (3.16), and the renumbering of the subsequent objects, as follows:

 '(3.16) to give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful.'
2. THAT:
 - (a) subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company for the purpose of the acquisition by Brentford Football Community Society Limited (an Industrial and Provident Society) (**Bees United**) of the 120,652 ordinary shares of £0.01 each in the capital of the Company currently registered in the name of Altonwood Limited, as described in the circular to the Company's shareholders dated 25 November 2005, be and is hereby approved, including without limitation the terms and arrangements which are contemplated by the execution, delivery and performance by the Company of the following documents or arrangements (each of which shall, subject to the relevant details given below, be in such form as the directors of the Company shall approve):
 - (i) a term loan facility with Barclays Bank plc (**the Bank**) for a principal amount of not more than £2,000,000, repayable over a period of 15 years from the date of drawdown, by equal quarterly instalments commencing 39 months from the date of drawdown. The facility is to carry interest at the rate of 2.562% over the base rate of the Bank from time to time (**the Term Facility**);

- (ii) an overdraft facility with the Bank in a principal amount of not more than £500,000. The facility is to carry interest at the rate of 2.562% over the base rate of the Bank from time to time (**the Overdraft Facility**);
- (iii) a guarantee and debenture over the undertaking and all property and assets present and future of the Company in favour of the Bank to secure all monies due or to become due from the Company and/or Griffin Park Stadium Limited and/or Bees United to the Bank on any account whatsoever and including, without limitation, the Term Facility, the Overdraft Facility and a term loan facility granted to Bees United by the Bank for a principal amount of not more than £250,000, repayable over a period of 5 years from the date of drawdown, by equal monthly instalments. This facility is to carry interest at the rate of 2.562% over the base rate of the Bank from time to time;
- (iv) a term loan facility with The Mayor and Burgesses of the London Borough of Hounslow (**the Council**), for a principal amount of not more than £500,000, repayable on demand after the third anniversary of drawdown, or otherwise by one payment on the fifth anniversary of drawdown. The facility is to carry fixed interest at the rate of 1% over the 5 year maturity rate published by the Public Works Loan Board at the date the facility is entered into (**the Council Loan**);
- (v) a debenture over the undertaking and all property and assets present and future of the Company in favour of the Council to secure all monies due or to become due from the Company to the Council on any account whatsoever and including, without limitation, the Council Loan;
- (vi) a term loan facility with Altonwood Limited for a principal amount of not more than £1,000,000, which is to be interest free and repayable by one payment on the third anniversary of drawdown (**the Altonwood Loan**);
- (vii) a debenture over the undertaking and all property and assets present and future of the Company in favour of Altonwood Limited to secure repayment of the Altonwood Loan;
- (viii) a term loan facility with Bees United for a principal amount of not more than £1,000,000, which is to be interest free and repayable by one payment on the third anniversary of drawdown (**the BU Loan**);
- (ix) a debenture over the undertaking and all property and assets present and future of the Company in favour of Bees United to secure repayment of the BU Loan; and
- (x) the payment of professional advisers fees in connection with the above documents and the arrangements described in the circular to the Company's shareholders dated 25 November 2005 and the fees of the Bank and the Council in relation to the Term Loan and the Overdraft Facility and the Council Loan respectively in an amount not in excess of £160,000 (excluding VAT).

(the documents referred to in paragraphs (i) to (ix) above and which are to be entered into by the Company together being "**the Finance Documents**").

- (b) the approval for the Company to enter into the Finance Documents and the payment of the fees and expenses by the Company referred to in paragraph (a)(x) above be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.



~~Chairman / Director / Secretary~~