

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of
DUNDEE FOOTBALL CLUB LIMITED

At an annual general meeting of the Company held at Dundee on 30 October 1997 the following resolutions were passed as special resolutions of the Company:-

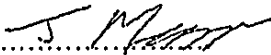
RESOLUTION

1. THAT in accordance with Section 95(1) of the Act, the Directors are hereby empowered to allot equity securities of the Company (within the meaning of Section 94 of the Act) under the authority conferred on them by resolution 6 above for the purposes of Section 80 of the Act up to an aggregate nominal amount of £100,000 as if Section 89(1) of the Act did not apply to such allotment provided that this authority shall expire upon the expiry of the authority conferred on the Directors by resolution 6 above, save that the Company may, before the expiry of the powers hereby conferred, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.
2. THAT the Memorandum of Association of the Company be amended by the insertion of the following as clause 3(v) and to renumber the remaining clauses accordingly:-



- (v) Subject to and in accordance with the provisions of Section 155 to 158 (inclusive) of the Companies Act, 1985 ("the Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act in relation to the Company or the Company's holding company for the time being (as defined by Section 736 of the Act).

3. THAT the giving of financial assistance for the purpose of the acquisition of shares in the share capital of the Company by way of the granting by the Company of a guarantee of the obligations of Macrocom (399) Limited and Tayside Taverns Limited upon the terms as appear from a statutory declaration intended to be made by all the Directors in the form submitted to the meeting be and is hereby authorised and approved.

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Director/Secretary

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