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**THE COMPANIES ACTS 1985 to 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

Dundee	31st January 2008
Confirmed a true and complete copy	
Signed	
No. 10	

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE DUNDEE**  
**FOOTBALL CLUB LIMITED ("the Company")**

**(Registered Number: SC004585)**

CHRISTOPHER DAVID  
ALLAN  
33 YEAMAN SHORE  
DUNDEE

Special Resolutions and an Ordinary Resolution passed by Written Resolutions of the sole member of the Company taken pursuant to Sections 281(1)(a) and 283(2) and (3) of the Companies Act 2006:

**SPECIAL RESOLUTIONS**

1. **Reclassification of Share Capital**

THAT 15,475,294 of the Ordinary Shares of 1p each be and are hereby redesignated as "A" Ordinary Shares of 1p each.

2. **Alterations to Articles of Association**

THAT the current Articles of Association of the Company be amended as follows:

(a) By the insertion of the following definitions into Article 2:

"A Ordinary Shares" the A Ordinary Shares of 1p each in the capital of the Company.

"the Supporters' Society" Dundee FC Supporters' Society Limited, registered and incorporated under the Industrial and Provident Societies Acts (registered number SP2639RS) and having its registered office at PO Box 10162, Dundee DD5 3RY."



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(b) By the insertion of a new Article 6A as follows:

"6A The share capital of the company is £1,000,000 divided into 84,524,706 Ordinary Shares of 1p each and 15,475,294 "A" Ordinary Shares of 1p each. With the exception of those matters detailed in Articles 6A, 6B, 6C, 32 and 83A of these Articles, the rights attaching to the Ordinary Shares and the "A" Ordinary Shares shall be the same and such shares shall rank *pari passu* in all respects".

(c) By the addition of a new Article 6B as follows:

**"6B" It shall not be possible to allot "A" Ordinary Shares in the Company except to the Supporters' Society."**

**(d) By the addition of a new Article 6C as follows:-**

**"6C The provisions of Section 89(1) of the Companies Act 1985 or the relevant statutory equivalent applying from time to time shall not apply to any allotment of the "A" Ordinary Shares."**

**(e) By the addition of the following sentence at the end of the existing Article 32:-**

**"It shall not be possible to effect a transfer of "A" Ordinary Shares in the Company, unless it is a transfer in favour of the Supporters' Society."**

**(f) By the insertion of a new Article 83A and 83B as follows:-**

**"83A For as long as the Supporters' Society holds a majority of the issued "A" Ordinary Shares in the Company, it shall at all times be entitled by notice in writing delivered to the Company to appoint one person to be a Director of the Company and, at any time, by like notice to remove from office any Director so appointed, and to appoint another Director in place of any Director so appointed who may have died, resigned or otherwise vacated office. A Director so appointed shall be entitled to receive notice of, to attend and speak and to vote at all meetings of the Directors of the Company. Every appointment or removal made pursuant to this Article shall be effected by notice in writing executed on behalf of the Supporters' Society and lodged at the registered office of the Company or delivered to a duly-constituted meeting of the Directors of the Company, and such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein.**

**A Director appointed under this Article shall not be subject to appointment by rotation in accordance with Article 79."**

**83 Special rights attached to the "A" Ordinary shares may only be varied or abrogated with the consent in writing of the holders of not less than 75% of the "A" Ordinary Shares. Without prejudice to the generality of this Article, the special rights attached in the "A" Ordinary Shares shall be deemed to be varied by the Company altering the provisions of Article 83A or this Article 83B or varying in any way the rights attached to the "A" Ordinary Shares.**

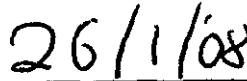
### ORDINARY RESOLUTION

3. Approval of Indemnity in Favour of Liquidator of Dundee FC Holdings plc

THAT the attached Indemnity in favour of Donald McNaught, who has, subject to the passing of resolutions effecting his appointment be considered at a general meeting of Holdings to be held on 29<sup>th</sup> January 2008, accepted the appointment as Liquidator of Dundee F.C. Holdings plc, the holding company of the Company ("Holdings"), be approved, it being in the best commercial interests of the Company to give such Indemnity to procure the aforesaid appointment of Mr McNaught as the Liquidator of Holdings, and that any director of the Company be authorised to execute such Indemnity on behalf of the Company.



Director, Dundee F.C.  
Holdings plc



Date