

Company Number: SC004585

ORDINARY AND SPECIAL RESOLUTIONS

OF

DUNDEE FOOTBALL CLUB LIMITED ("Company")

At a general meeting of the Company duly convened and held at The Kilmac Stadium, Dens Park, Sandeman Street, Dundee, DD3 7JY on Tuesday 21 May 2019, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) of up to such amount as would give the Company an aggregate issued share capital of the Company of £4,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the fifth anniversary of the date hereof, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
2. THAT the Directors be and are hereby authorised to act in relation to any allotment of shares to be made following the passing of this resolution notwithstanding any conflicts of interest which the Directors may have, and any actions by the Directors in relation to the foregoing matters prior to the date of this resolution are hereby ratified.

SPECIAL RESOLUTION

3. THAT, in accordance with sections 569 and 570 of the Act, the Directors of the Company be and are hereby authorised and empowered to issue the unissued Ordinary Shares of the Company without regard to the terms of Section 561 of the Act or any rights of pre-emption contained in the Articles of Association of the Company. Unless previously revoked, such authority shall expire on the fifth anniversary of the date of the passing of this resolution.

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Director

D.J. GRAY

Date: *15th July 2019*

TUESDAY



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23/07/2019

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COMPANIES HOUSE