

The Companies Acts 1985 and 1989

Resolution of Dunfermline Athletic Football Club Limited

Registered in Scotland, Number 011580

On the 18 day of April 2001, the following resolutions were was duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended) with resolutions 1 and 2 having the effect of ordinary resolutions and resolution 3 having the effect of a special resolution:-

1. **Increase in Authorised Share Capital**

That the authorised share capital of Company be and it is hereby increased from £200,000 to £500,000 by the creation of 300,000 ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

2. **Authority to Directors to Allot Shares**

That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of that section) of the Company up to an aggregate nominal value equal to the difference between (a) the nominal amount of the authorised share capital of the Company and (b) the nominal amount of the issued share capital of the company at the time this resolution is passed, such authority to expire on the fifth anniversary of the date this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require relevant securities of the Company to be allotted in pursuance of such offers or agreements as if the authority hereby conferred had not expired and the Directors of the Company may allot such relevant securities in pursuance of such offers or agreements as if the authority hereby conferred had not expired.

3. **Disapplication of Shareholders' Pre-Emption Rights**

That the Directors of the Company be and they are hereby empowered to allot shares in the capital of the Company without first offering them to the members of the Company in proportion to the number of existing shares held by them respectively under Article 2(b) of the Articles of Association of the Company provided that this power shall be limited to the allotment of shares in the capital of the Company up to an aggregate nominal value of £414,358 and shall expire on the fifth anniversary of the date this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require shares in the capital of the Company to be allotted after such expiry and the Directors of the Company may allot shares in pursuance of such offers or agreements as if the powers hereby conferred had not expired.

.....*Elaine Cromwell*.....
Elaine Cromwell
Company Secretary

Date: *25 March 2002*

