

Registered Number: SC011580

COMPANIES ACT 2006

THURSDAY



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17/11/2016

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF DUNFERMLINE ATHLETIC FOOTBALL CLUB LIMITED
("the Company")

On 3 November 2016 the following resolution of the Company was duly passed as a special resolution of the members entitled to attend and vote at a general meeting of the Company:-

SPECIAL RESOLUTION

That the Company's Articles be amended so that Article 23 is deleted and replaced by the following new Article 23:

"23 Issue of Shares

23.1 Subject to the remaining provisions of this Article 23, the Directors are generally and unconditionally authorised, for the purposes of section 551 of the Act and generally, to exercise any power of the company to:

- (a) offer or allot;
 - (b) grant rights to subscribe for or to convert any security into;
 - (c) otherwise deal in, or dispose of,
- any Ordinary Shares in the company to the company's parent company Pars United Community Interest Company ('PUCIC') or to any person approved in writing by PUCIC, at any time and subject to any terms and conditions as the directors think proper.

23.2 The authority referred to in Article 23.1:

- (a) shall be limited to a maximum nominal amount of £500,000;
- (b) shall only apply insofar as the company has not renewed, waived or revoked it by ordinary resolution; and
- (c) may only be exercised for a period of five years commencing on 1 January 2017, save that the directors may make an offer or agreement which would, or might, require Ordinary Shares to be allotted after the expiry of such authority (and the directors may allot Ordinary Shares in pursuance of an offer or agreement as if such authority had not expired).

- 23.3 Pursuant to the Act, all statutory rights of pre-emption shall be excluded from applying to the company. In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the company."

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Director

Date: 11/11/16