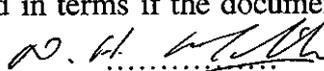


INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED

Incorporated in Scotland No. 149117

At an Extraordinary General Meeting of Inverness Thistle and Caledonian F.C. Limited duly convened and held at Inverness on 9 September 1996 the following resolutions were duly passed as Special Resolutions:-

1. That the authorised share capital of the Company was increased from 3,001,003 to 3,900,111 by the creation of 899,108 ordinary shares;
2. That the Directors be authorised, pursuant to Section 80 of the Companies Act 1985 (within the meaning of Section 80 of the Act) ("the Act"), to exercise all the powers of the Company to allot relevant securities pursuant to the public offer for shares up to the amount of the Company's authorised share capital of 3,900,111 such authority to expire on 29 November 1996;
3. That the Directors be empowered, pursuant to Section 95 of the Act, to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority referred to in the foregoing resolution, as if Section 89(1) of the Act did not apply to such allotment;
4. That a change of name of the Company to Inverness Thistle and Caledonian F.C. plc be approved.
5. That the memorandum of the Company be altered and new articles of association of the Company be adopted;
6. That the re-registration of the Company be altered and new articles of association of the Company be adopted in terms if the documents presented to the meeting;



Director/Secretary

Presented by:
Ledingham Chalmers
21 Stafford Street
EDINBURGH

