

The Companies Act 2006

Private Company Limited by Shares

Company number SC175364

- 1. Written Resolution of The Scottish Premier League Limited (the "Company")**
- 2. Articles of Association of The Scottish Professional Football League Limited (Company Number SC175364)**
- 3. The Rules of the Scottish Professional Football League**



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Company number SC175364

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

The Scottish Premier League Limited (the "Company")

20 May 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution below is passed as a qualified resolution ("**Qualified Resolution**") in accordance with the Company's articles of association:

Qualified Resolution

That, subject to this resolution being wholly suspensive and essentially conditional upon the purification, variation and subsequent purification or waiver, or waiver of (i) approval of the draft articles of association of the Company and the draft Rules of The Scottish Professional Football League as aftermentioned by The Scottish Football Association Limited, a company incorporated in Scotland (company number SC005453) and having its registered office at Hampden Park, Glasgow, G42 9AY ("**SFA**") in accordance with the SFA's articles of association for the time being; (ii) the execution of a Reconstruction Agreement between the Company and The Scottish Football League, an unincorporated association acting through its Management Committee and having its principal place of business at The National Stadium, Hampden Park, Glasgow, G42 9EB ("**SFL**") in a form approved by the Board of Directors of the Company which provides for all steps necessary for the reconstruction and amalgamation of The Scottish Premier League and The Scottish Football League into The Scottish Professional Football League under the Company; (iii) the execution of a Discharge and Waiver Agreement among the Company, the SFL and the Original SPL Clubs (as defined in the Discharge and Waiver Agreement) in a form approved by the Board of Directors of the Company under which a settlement agreement dated 15 April 1998 and 16 April 1998 among the Company, the SFL and the Original SPL Clubs (as defined in the Discharge and Waiver Agreement) is to be terminated; (iv) the execution of an Asset and Undertaking Transfer Agreement between the Company and the SFL in a form approved by the Board of Directors of the Company whereby the entire property, assets and undertaking of the SFL is to be transferred for no consideration to the Company; (v) the resignation of the existing members of the SFL as members of the SFL; (vi) the admission of the existing members of the SFL as members of the Company; (vii) the execution by the Company and at least eight of the existing members of the Company of a Shareholders' Agreement among the Company and at least eight of the existing members of the Company in a form approved by the Board of Directors of the Company under which the Company and at least eight of the existing members of the Company agree to regulate the manner and circumstances in which changes to the articles of association of the Company and/or the Rules of The Scottish Professional Football League may be effected; and (viii) a resolution by the Board of Directors of

the Company that the reconstruction and amalgamation of The Scottish Premier League and The Scottish Football League into The Scottish Professional Football League under the Company is complete, the:

- 1.1 draft articles of association, in the form annexed to this resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association;
- 1.2 draft Rules of The Scottish Professional Football League, in the form annexed to this resolution, be adopted as the Rules of The Scottish Professional Football League in substitution for, and to the exclusion of, the existing Rules of The Scottish Premier League; and
- 1.3 name of the Company be changed to The Scottish Professional Football League Limited.

If any of the conditions set out in this resolution are not satisfied in accordance with the terms of this resolution by 27 June 2013 ("the Date"), then unless each unfulfilled condition is waived and/or varied (and such varied conditions are either subsequently satisfied or waived by the Board of Directors of the Company) by the Board of Directors of the Company on or before the Date and/or unless the Date is extended to such later date, under explanation that the Date may be extended as often as the Board shall think appropriate, this resolution shall be deemed not to have been passed nor shall it be capable of taking effect notwithstanding that any of the unfulfilled conditions may be fulfilled subsequent to that date.

Agreement

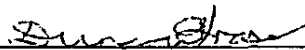
Please read the notes at the end of this document before signifying your agreement to the Qualified Resolution.

The undersigned, being the holders of all the shares entitled to vote on the above Qualified Resolution on 20 May 2013 hereby irrevocably agree to the Qualified Resolution.

Signed by

For and on behalf of Aberdeen Football Club
plc (company number SC005364)

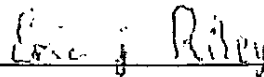
Date:



22/5/13

For and on behalf of Celtic plc (company
number SC003487)

Date:



22/5/13

For and on behalf of The Dundee Football Club
Limited (company number SC004585)


Date:



23/5/13

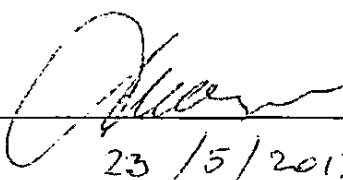
For and on behalf of The Dundee United
Football Company Limited (company number
SC013690)

Date:


23/5/13

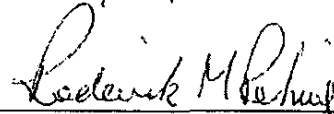
For and on behalf of Heart of Midlothian plc
(company number SC005863)

Date:


23/5/2013


For and on behalf of The Hibernian Football
Club Limited (company number SC005323)

Date:


24/5/2013

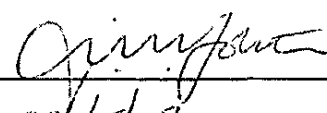
For and on behalf of Inverness Thistle and
Caledonian F.C. Limited (company number
SC149117)

Date:


22/05/13

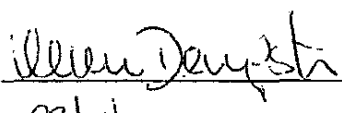
For and on behalf of The Kilmarnock Football
Club Limited (company number SC006219)

Date:


23/5/13

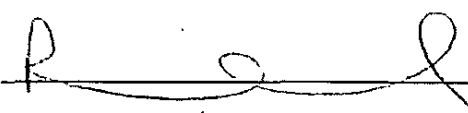
For and on behalf of The Motherwell Football
and Athletic Club Limited (company number
SC005702)

Date:


23/5/2013


For and on behalf of Ross County Football
Club Limited (company number SC033275)

Date:


22/5/13

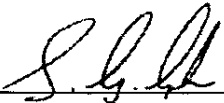
For and on behalf of The St Johnstone Football
Club Limited (company number SC007629)

Date:


22/5/13

For and on behalf of The St. Mirren Football
Club Ltd. (company number SC005773)

Date:


23/5/13

Notes

1. If you agree with the Qualified Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand: delivering the signed copy to Iain Blair, Secretary, The Scottish Premier League Limited, Hampden Park, Glasgow, G42 9DE; and
- Post: returning the signed copy by post to Iain Blair, Secretary, The Scottish Premier League Limited, Hampden Park, Glasgow, G42 9DE.

If you do not agree to the Qualified Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Qualified Resolution, you may not revoke your agreement.
3. Unless by 28 days from the date of circulation of the Qualified Resolution, sufficient agreement has been received for the Qualified Resolution to pass, it will lapse. If you agree to the Qualified Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing the document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**Articles of Association of The Scottish Professional Football
League Limited (Company Number SC175364)**