

Company number SC175364

## The Companies Act 2006

WEDNESDAY



### Private Company Limited by Shares

#### Written Resolutions

of

#### The Scottish Premier League Limited (the "Company")

27 June 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as qualified resolutions ("**Qualified Resolutions**") in accordance with the Company's articles of association:

#### Qualified Resolutions

1. That the draft articles of association of the Company, in the form annexed to the wholly suspensive and essentially conditional qualified resolution of the Company circulated on 20 May 2013 and passed on 24 May 2013 (the "**First Resolution**") and subsequently amended by a qualified resolution of the Company circulated on 13 June 2013 and passed on 13 June 2013 (the "**Second Resolution**"), be amended by:
  - 1.1 adding in to Article 2 the following new definition of "Net Commercial Revenues":

"Net Commercial Revenues means the Commercial Revenues referable to any one Season after any and all deductions, provisions and/or allowances shall have been made, provided and/or allowed for by the Board in accordance with Article 152"; and
  - 1.2 deleting "(defined below)" where it appears in Article 151,it being acknowledged that the adoption of the draft articles of association of the Company (in the form annexed to the First Resolution, amended by the Second Resolution and as further amended by this resolution) remains wholly suspensive and essentially conditional upon the purification, variation and subsequent purification or waiver, or waiver of the various conditions set out in the First Resolution.
2. That the draft Rules of The Scottish Professional Football League, in the form annexed to the First Resolution, be amended by:
  - 2.1 adding in to Rule A4 the following new definitions of "Judicial Panel" and "Judicial Panel Protocol":

“Judicial Panel means the body with that name formed by the board of the Scottish FA in terms of article 65 of the articles of association of the Scottish FA;”;

“Judicial Panel Protocol means the protocol relating to the operation of the Judicial Panel promulgated by the board of the Scottish FA from time to time in accordance with article 65 of the articles of association of the Scottish FA;”;

- 2.2 deleting Rule D12 and its accompanying heading in their entirety;
- 2.3 deleting “or Three” where it appears in the heading to the third row in the table in Rule F32 and substituting “, Three or Four” in its place;
- 2.4 inserting the words “to the Judicial Panel in terms of Section J of these Rules” after the word “appeal” where it appears in Rule G18;
- 2.5 deleting “to the Scottish FA” where it appears in Rule H41 and substituting “to the Judicial Panel in terms of Section J of these Rules” in its place;
- 2.6 deleting “to the Scottish FA” where it appears in Rule J1 and substituting “to the Judicial Panel in terms of Section J of these Rules” in its place;
- 2.7 deleting “, in accordance with the Scottish FA Articles,” where it appears in Rule J3 and substituting “to the Judicial Panel in terms of this Section J of these Rules” in its place;
- 2.8 inserting the words “to the Judicial Panel in terms of this Section J of these Rules” after the word “appeal” where it appears in Rule J12;
- 2.9 deleting “to the Scottish FA” where it appears in Rule J22 and substituting “to the Judicial Panel in terms of Section J of these Rules” in its place;
- 2.10 replacing the heading to Rules J23, J24 and J25 in the Contents and immediately before those Rules with “Appeal to the Judicial Panel”;
- 2.11 deleting “the Scottish FA Articles provide for a right of appeal to the Scottish FA, appeal against such determination in accordance with the Scottish FA Articles” where it appears in Rule J23 and substituting “the Judicial Panel Protocol provides for a right of appeal to the Judicial Panel, appeal against such determination in accordance with the Judicial Panel Protocol” in its place;
- 2.12 deleting the entirety of Rule J24 and substituting “The procedures for lodging an appeal to the Judicial Panel and the powers of the Judicial Panel in relation to such appeals shall be as set out in the Judicial Panel Protocol” in its place; and
- 2.13 deleting “Scottish FA” wherever it appears in Rule J25 and substituting “Judicial Panel” in its place,

it being acknowledged that the adoption of the draft Rules of The Scottish Professional Football League (in the form annexed to the First Resolution and as amended by this resolution) remains wholly suspensive and essentially conditional upon the purification, variation and subsequent purification or waiver, or waiver of the various conditions set out in the First Resolution.

## Agreement

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

The undersigned, being the holders of all the shares entitled to vote on the above Qualified Resolutions on 27 June 2013 hereby irrevocably agree to the Qualified Resolutions.

Signed by

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

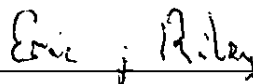
Date:



27/6/13

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

Date:



27/6/13

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

Date:



27/6/13

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

Date:

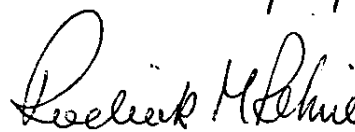
2



27/6/13

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

Date:



27/6/2013

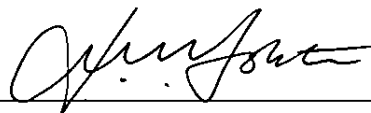
For and on behalf of Inverness Thistle and  
Caledonian F.C. Limited (company number  
SC149117)

Date:



27/6/13

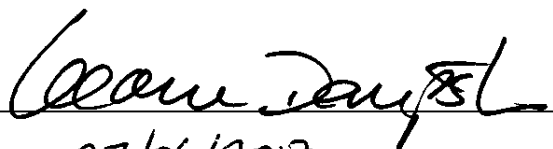
For and on behalf of The Kilmarnock Football Club Limited (company number SC006219)



Date:

27/06/2013

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



Date:

27/06/2013

For and on behalf of The Partick Thistle Football Club Ltd. (company number SC005417)



Date:

27/06/2013

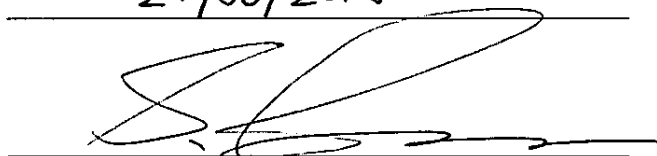
For and on behalf of Ross County Football Club Limited (company number SC033275)



Date:

27/06/2013

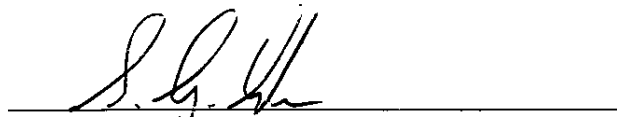
For and on behalf of The St Johnstone Football Club Limited (company number SC007629)



Date:

27/06/2013

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



Date:

27/06/2013

## Notes

1. If you agree with the Qualified Resolutions, 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 Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless by 28 days from the date of circulation of the Qualified Resolutions, sufficient agreement has been received for the Qualified Resolutions to pass, they will lapse. If you agree to the Qualified Resolutions, 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.