

**SPECIAL RESOLUTION
COMPANIES ACT**

Company Number 00034603
Company Name Gloucester Rugby Limited

At an Annual General Meeting of the members of the above named company duly convened and held at Kingsholm Stadium, Kingsholm, Gloucester GL1 3AX on the 5th July 2007

Members in Attendance:

Michael H Booth	By Proxy	(P Ford)
Mr C A Hughes	By Proxy	(Chairman)
Mr David Foyle	By Proxy	(Ken Nottage)
Mr John Hudson		
Try Investment Services Ltd		

The following Special Resolution was passed

That, following the request of Try Investment Services Limited, it was proposed to allow the conversion of the 2,800,000 Preference Shares in the Company to be converted to 2,800,000 Ordinary "B" Shares

The Chairman of the Meeting asked the members present to vote and the resolution was passed unanimously Including proxies held by the Chairman of the meeting and by absent members being taken as abstaining the resolution was passed by a majority of over 98%

Signatures:

Chairman of the Meeting
Peter Darnbrough

Director of the Board
Ken Nottage



WEDNESDAY



AW119XKW

A12

27/02/2008

101

COMPANIES HOUSE