

BOSTON UNITED FOOTBALL CLUB LIMITED

(incorporated in England and Wales under the Companies Acts 1929 and 1985 to 1989 with registered number 00303529)

RESOLUTIONS

Passed 23 April 2009

At the Annual General Meeting of the above named Company, duly convened and held at The Jakemans Stadium, York Street, Boston, Lincolnshire PE21 9RQ on 23 April 2009 at 7 p.m, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. **THAT** the following persons be re-elected as directors of the Company:

Mr David Newton
Mr Neil Kempster
Mr Christopher Cook

2. **THAT** Messrs RNS Chartered Accountants of 50-54 Oswald Road, Scunthorpe, North Lincolnshire DN15 7PQ be re-elected as auditors of the Company.
3. **THAT** the directors of the Company be authorised to fix the remuneration of the auditors.
4. **THAT** the Directors (notwithstanding section 89 of the Companies Act 1985 and any provisions of the Company's articles of association) be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 for a period of 5 years from the date hereof to exercise all the powers of the Company to allot, grant options over or otherwise whatsoever deal with relevant securities (as defined in section 80(2) of the Companies Act 1985) up to an aggregate nominal value equal to the authorised but un-issued share capital of the Company immediately following the passing of this Resolution.

SPECIAL RESOLUTIONS

1. **THAT** the existing Article 5 in the Company's Memorandum of Association be deleted and the following new Article 5 be inserted in the Company's Memorandum of Association:
- "The authorised share capital of the Company is £2,000,600 divided into 4,002,400 Ordinary Shares of £0.25 each and 1,000,000 Preference Shares of £1.00 each."
2. **THAT** the words "in the month of July" in Article 7 of the Company's Articles of Association be deleted.
3. **THAT** the sentence "The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Three Pounds (12 shares)" in Article 10 of the Company's Articles of Association be deleted.
4. **THAT** the Directors be given power pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash or other consideration pursuant to the section 80 Companies Act 1985 authority referred to in ordinary resolution 2 above up to an aggregate nominal value equal to the authorised share capital of the Company immediately following the passing of this Resolution as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, such power to expire at the conclusion of the next Annual General Meeting of the Company following the passing of the Resolution. The Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.


Mr D Newton Company Secretary

WEDNESDAY



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COMPANIES HOUSE