

SCOTTISH RUGBY UNION PLC

COMPANY NO. SC132061

Written Resolution of the Shareholders of Scottish Rugby Union plc dated *10th May* 2005.

Alteration of Articles of Association

It is noted that the following alterations to the Articles of Association of the Company had been sanctioned at a Special General Meeting of the Scottish Rugby Union held on 10 April 2005. It is hereby resolved to alter the Articles of Association of the Company as follows:-

1. Add as additional definitions in clause 1:-

"Board" means the board of directors of the Company, otherwise known as the Scottish Rugby Board.

Nomination Committee" means a committee comprising two of the non-executive directors, the Chairman of the Scottish Rugby Council and one of the directors elected by the Scottish Rugby Council as shall be appointed from time to time by the Scottish Rugby Board to consider nominations for appointment of non executive directors to the Scottish Rugby Board.

Remuneration Committee" means a committee comprising [two of the non-executive directors, other than the Chairman of the Scottish Rugby Board, and two of the directors elected by the Scottish Rugby Council as shall be appointed from time to time by the Scottish Rugby Board to consider the appropriate remuneration of directors and of senior employees of the Company.

Scottish Rugby Council" means the Scottish Rugby Council of the Union.

2. Delete Articles 47 and 48 and substitute:-

47 "The directors of the Company shall comprise four executive directors, four independent non-executive directors and four directors elected by and from the Scottish Rugby Council. The following provisions shall apply to the members of the Scottish Rugby Board:-

47.1 The four non-executive directors shall be appointed by the Scottish Rugby Board after recommendation from the Nomination Committee, The Nomination Committee shall seek advice from professional recruitment consultants prior to making recommendations.

47.2 The four executive directors shall be those who hold the position of Chief Executive, Chief Financial Officer, Director of Commercial and Marketing and Director of Rugby.

47.3 Each member of the Scottish Rugby Board who is a non-executive director or a director elected from the Scottish Rugby Council shall



be appointed for a period of three years. A person is eligible for immediate re-appointment following an initial term of appointment, but may not be re-appointed thereafter without the expiry of a period of three years.

47.4 The Scottish Rugby Board shall elect a Chairman for a time not exceeding three years from amongst those members of the Scottish Rugby Board who are non-executive directors and/or directors elected from the Scottish Rugby Council. If the Chairman of the Scottish Rugby Board is not present at any meeting those members of the Scottish Rugby Board present shall elect a chairman for the meeting from among the non-executive directors and/or the directors elected from the Scottish Rugby Council. The Chairman of a meeting shall have a casting vote in addition to a deliberative vote"

3. Delete Article 61 and substitute "The non executive directors and those directors elected from the Scottish Rugby Council shall be entitled to receive such remuneration as is agreed by the Scottish Rugby Board on the recommendation of the Remuneration Committee."
4. The amendments to the Articles of Association shall take effect from the end of the 2005 Annual General Meeting.
5. In order to facilitate a transition to the new structure for Scottish Rugby the following provisions shall apply:-

Articles 1 and 47.1 - In order to deal with the initial appointments of non-executive directors following the adoption of the amendments to the Articles provided for in Motion 3 the Nomination Committee shall comprise the four directors elected from the Scottish Rugby Council, and the existing non-executive members shall remain in office as non-executive directors until such initial appointments have been made.

Article 47.4 - By adding after the words "after recommendation from the Nomination Committee" after "Scottish Rugby Board" in the first line"

Trustees of the Scottish Rugby Union:

Lord Monro of Langholm, AE, JP, DL

Dated: 10.5.2005

Heather Monro

George Kenneth Smith CBE,

Dated: 30/4/2005

G. Kenneth Smith

Frederick Charles Hubert McLeod

Dated: 10/5/2005

F. C. H. McLeod

James Harvey Rutherford Wright

Dated: 30/4/2005

J. H. R. Wright