Company No. 149117

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of Inverness Thistle and Caledonian F.C. Limited

passed the 26th June 1995

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Telford Street, Inverness on 26 June 1995, the following ORDINARY RESOLUTION was passed:

INCREASE AUTHORISED SHARE CAPITAL THAT the authorised share capital of the company be hereby increased from £ 1000 to £ 3,001,003 by the creation of the following new shares:

2,000,000 "A" Non Voting Ordinary Shares of £1 each 1,000,000 "B" Non Voting Ordinary Shares of £1 each 3 "C" Non Voting Shares of £1 each

ranking pari passu in all respects with the existing Ordinary Shares in the Company and having such rights attached to them as set out in the company's Articles of Association.

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Signed:

Certified a True Copy

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Burnett & Reid, Agents

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COMPANIES HOUSE 05/07/95