

**INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED**

**COMPANY NUMBER SC149117**

**EXTRAORDINARY GENERAL MEETING**

At the Extraordinary General Meeting of Inverness Thistle and Caledonian F.C. Limited (the "Company") held at Tulloch Caledonian Stadium, Stadium Road, East Longman, Inverness, IV1 1FF at 7pm on Thursday 3<sup>rd</sup> August 2017, the following Resolutions were passed, the first as an Ordinary Resolution and the second as a Special Resolution:-

**ORDINARY RESOLUTION**

**RESOLUTION 1**

That in substitution for any existing power under section 551 of the Companies Act 2006 ("CA 2006") but without prejudice to the exercise of any such authority prior to the date hereof, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £5,000,000 (including the issued share capital of the Company as at the date of this resolution) pursuant to section 551 of the Companies Act 2006, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of any such offer granted or agreement notwithstanding that the authority conferred by this resolution has expired and provided also that any grant of Rights in the period of 35 days prior to the date of this resolution is hereby ratified.

**SPECIAL RESOLUTION**

**RESOLUTION 2**

That, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") be and are hereby generally empowered pursuant to section 549 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 and any earlier authority as if section 561 of the CA 2006 did not apply to any such allotment, provided that this power shall expire on the date five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

"Certified a true copy"

*Ian A Macdonald*

**IAN A. MACDONALD**

**COMPANY SECRETARY  
INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED  
TULLOCH CALEDONIAN STADIUM,  
STADIUM ROAD,  
EAST LONGMAN,  
INVERNESS, IV1 1FF**

WEDNESDAY



\*S6CH5GMP\*

SCT 09/08/2017 #15  
COMPANIES HOUSE

**Date: 8 August 2017**