

Company number SC175364

WEDNESDAY



SCT 19/06/2013 #130
COMPANIES HOUSE

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

The Scottish Premier League Limited (the "Company")

13 June 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution below is passed as a qualified resolution ("Qualified Resolution") in accordance with the Company's articles of association:

Qualified Resolution

That the draft articles of association of the Company and the Rules of the proposed Scottish Professional Football League, in the forms annexed to the wholly suspensive and essentially conditional qualified resolution of the Company circulated on 20 May 2013 and passed on 24 May 2013 (the "Earlier Resolution"), be amended by:

- 1.1 deleting "162" where it appears in Article 161 and substituting "160" in its place;
- 1.2 deleting "162" where it appears in Article 162 and substituting "160" in its place;
- 1.3 deleting "190" where it appears in Article 187 and substituting "188" in its place;
- 1.4 deleting "189" where it appears in Article 188 and substituting "187" in its place;
- 1.5 renumbering Article 196 as Article 194;
- 1.6 deleting "196" where it appears in Article 194 (as renumbered pursuant to this resolution) and substituting "194" in its place;
- 1.7 deleting "165" where it appears in Article 194 (as renumbered pursuant to this resolution) and substituting "163" in its place; and
- 1.8 deleting "G" where it appears in Rule J27 and substituting "J",

it being acknowledged that the adoption of the draft articles of association of the Company (in the form annexed to the Earlier Resolution and as amended by this resolution) remains wholly suspensive and essentially conditional upon the purification, variation and subsequent purification or waiver, or waiver of the various conditions set out in the Earlier Resolution.

Agreement

Please read the notes at the end of this document before signifying your agreement to the above Qualified Resolution.

The undersigned, being the holders of all the shares entitled to vote on the above Qualified Resolution on 13 June 2013 hereby irrevocably agree to the above Qualified Resolution.

Signed by

For and on behalf of Aberdeen Football Club
plc (company number SC005364)

Date:

For and on behalf of Celtic plc (company
number SC003487)

Date:

For and on behalf of The Dundee United
Football Company Limited (company number
SC013690)

Date:

For and on behalf of Heart of Midlothian plc
(company number SC005863)

Date:

For and on behalf of The Hibernian Football
Club Limited (company number SC005323)

Date:

For and on behalf of Inverness Thistle and
Caledonian F.C. Limited (company number
SC149117)

Date:

For and on behalf of The Kilmarnock Football
Club Limited (company number SC006219)

Date:

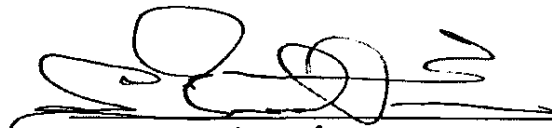
For and on behalf of The Motherwell Football
and Athletic Club Limited (company number
SC005702)



Date:

13/6/2013

For and on behalf of The Partick Thistle
Football Club Ltd. (company number
SC005417)



Date:

13/6/2013

For and on behalf of Ross County Football
Club Limited (company number SC033275)



Date:

13/6/13

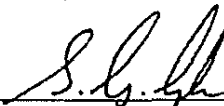
For and on behalf of The St Johnstone Football
Club Limited (company number SC007629)



Date:

13/6/13

For and on behalf of The St. Mirren Football
Club Ltd. (company number SC005773)



Date:

13/6/13

Notes

1. If you agree with the Qualified Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand: delivering the signed copy to Iain Blair, Secretary, The Scottish Premier League Limited, Hampden Park, Glasgow, G42 9DE; and
- Post: returning the signed copy by post to Iain Blair, Secretary, The Scottish Premier League Limited, Hampden Park, Glasgow, G42 9DE.

If you do not agree to the Qualified Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Qualified Resolution, you may not revoke your agreement.
3. Unless by 28 days from the date of circulation of the Qualified Resolution, sufficient agreement has been received for the Qualified Resolution to pass, it will lapse. If you agree to the Qualified Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing the document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.