

THE FALKIRK FOOTBALL AND ATHLETIC CLUB LIMITED

Company no. 5854

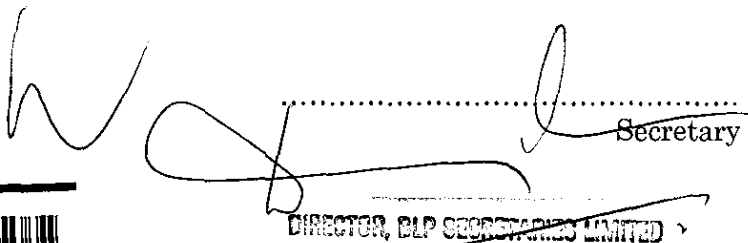
At the Annual General Meeting of the Company held on 29 November 1999 the following resolutions were duly passed:-

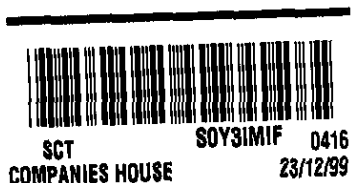
Ordinary Resolutions

1. that the authorised share capital of the Company be increased from £503,500 divided into 1,007,000 Ordinary Shares of £0.50 to £1,003,500 divided into 2,007,000 Ordinary Shares of £0.50 each, by the creation of an additional 1,000,000 Ordinary Shares of £0.50 each, ranking pari passu in all respects with the existing Ordinary Shares of £0.50 each in the capital of the Company;
2. that the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80(2) of that Act) provided that (a) the maximum amount of relevant securities to be allotted pursuant to this authority shall be the nominal amount of the authorised share capital of the Company immediately following the passing of this Resolution, and (b) this authority shall expire, unless previously revoked or varied by the Company in general meeting, on 31 July 2001, save that the Directors may, after such revocation, variation or expiry allot relevant securities pursuant to an offer or agreement so to do made by the Company prior to such revocation, variation or expiry (which the Company, by this authority, is allowed to make); and

Special Resolution

3. that the rights afforded to the members of the Company in terms of clauses 5.1 to 5.7 of the Articles of Association of the Company be and are hereby disapplied in relation to subscription for Ordinary Shares in the capital of the Company provided that (1) the maximum amount of shares to be allotted pursuant to this disapplication shall be £500,000 in aggregate nominal value and (2) this disapplication shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 July 2001, save that the Directors may after such revocation, variation or expiry allot equity securities pursuant to an offer or agreement so to do made by the Company prior to such revocation, variation or expiry (which the Company, by this Resolution, is allowed to make).


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Secretary



DIRECTOR, BLP SECRETARIES LIMITED