

Company Number: SC005854

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

FALKIRK FOOTBALL AND ATHLETIC CLUB LTD.

(the "Company")

On 14 January 2021 the following ordinary and special resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

Ordinary Resolutions

1. **THAT** the Company is authorised to enter into and implement such agreements and documents on such terms as the Directors of the Company consider appropriate for the proposed investment of £340,500 by Phil and Carrie Rawlins (or a company or other legal entity owned by them) (the "**Rawlins**") and in exchange for this investment (i) to issue new ordinary shares of £0.40 each to the Rawlins representing a 26% shareholding in the equity share capital of the Company; and (ii) to grant to the Rawlins an option to subscribe for further new ordinary shares in the capital of the Company at a subscription price of £0.50 per share up to such number of shares as represents a 45% shareholding in the equity share capital of the Company.
2. **THAT**, subject to the passing of resolution 3 below and in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot up to 465,512 ordinary shares of £0.40 each in the capital of the Company having the rights and subject to the restrictions set out in the Company's articles of association, for the purposes of financing any or all of the purchases of the Company's own shares as set out in resolutions 4, 5, 6 and 7 below.

This authority shall unless renewed, varied or revoked by the Company, expire on the date which is three months from the date this resolution is passed and is in addition to all previous authorities conferred on the directors in accordance with section 551 of the Act.

Special Resolutions

3. **THAT**, subject to the passing of resolution 2 above, the directors be and are generally empowered to allot shares in the capital of the Company for the purposes of financing any or all of the purchases of the Company's own shares set out in resolutions 4, 5, 6 and 7 below, pursuant to the authority conferred by resolution 2 above, as if article 3 of the Company's articles of association did not apply to any such allotment, provided that this power shall:
 - 3.1 be limited to the allotment of 465,512 ordinary shares of £0.40 each; and
 - 3.2 expire on the date which is three months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).
4. **THAT**, subject to the passing of resolutions 2 and 3 above, the terms of the agreement (the "**CL Agreement**") between (1) Colin Liddell and (2) the Company for the purchase by the Company of 163,802 ordinary shares of £0.50 each in the capital of the Company (a copy of which is attached to this notice) be approved for all purposes including, without limitation, section 694 of the Companies Act 2006 (the "**Act**") and the Company be authorised to enter into the CL Agreement.

73710446-1



5. **THAT**, subject to the passing of resolutions 2 and 3 above, the terms of the agreement (the "**PH Agreement**") between (1) Paul Healy and (2) the Company for the purchase by the Company of 163,204 ordinary shares of £0.50 each in the capital of the Company (a copy of which is attached to this notice) be approved for all purposes including, without limitation, section 694 of the Act and the Company be authorised to enter into the PH Agreement.
6. **THAT**, subject to the passing of resolutions 2 and 3 above, the terms of the agreement (the "**LM Agreement**") between (1) Alexander Miller and (2) the Company for the purchase by the Company of 123,506 ordinary shares of £0.50 each in the capital of the Company (a copy of which is attached to this notice) be approved for all purposes including, without limitation, section 694 of Act and the Company be authorised to enter into the LM Agreement.
7. **THAT**, subject to the passing of resolutions 2 and 3 above, the terms of the agreement (the "**SL Agreement**") between (1) Sheena Liddell and (2) the Company for the purchase by the Company of 15,000 ordinary shares of £0.50 each in the capital of the Company (a copy of which is attached to this notice) be approved for all purposes including, without limitation, section 694 of Act and the Company be authorised to enter into the SL Agreement.

DocuSigned by:

Gary Deans

5F30AA66E08E487...

Director