

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

DUNFERMLINE ATHLETIC FOOTBALL CLUB LIMITED ("the Company")

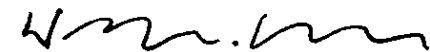
(COMPANY NO. SC011580)

The undernoted Resolutions were duly approved as Special Resolutions of the Company by Written Resolution on 12th May 2010, viz:-

"THAT

- (1) the authorised share capital of the Company be and it is hereby increased from £500,000 to £1,000,000 by the creation of 500,000 ordinary shares of £1.00 each ranking *pari passu* in all respects with the existing ordinary shares of the Company; and
- (2) pursuant to Article 2.2(b) of the Company's Articles of Association ("the Articles"), the directors of the Company be and are hereby authorised and instructed to allot at any time equity securities (as defined in section 560 of the Companies Act 2006) without the need to first offer any such shares to any of the existing members of the Company in accordance with Article 2.2(b) of the Articles or pursuant to the Companies Act 2006 or otherwise provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £590,000 and shall expire on the earlier of:-
 - 2.1 this power being revoked;
 - 2.2 the Company ceasing to be a private company limited by shares; or
 - 2.3 there being more than one class of shares in the Company."

CERTIFIED A TRUE COPY



Director, for and on behalf of
Dunfermline Athletic Football Club Limited

SATURDAY



SCT 03/07/2010 209
COMPANIES HOUSE