

COMPANIES ACT 1985

INVERNESS THISLTE and CALEDONIAN FC
PLC

COMPANY NO: 149117

At the Annual General Meeting of the above Company held at Caledonian Stadium, East Longman, Inverness on 25th August 2000 the following Resolutions were passed as Special Resolutions.

- (1) "That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to the amount of the Company's authorised share capital from time to time provided that this authority shall expire on 24th August 2005, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired. This authority shall replace any previous authorities given under Section 80 of the Act, which are revoked by this Resolution".
- (2) "That the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) wholly for cash pursuant to the authority conferred by the immediately preceding resolution as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall expire on 24th August 2005 save that the Company may, before such expiry make an offer or agreement which would or might require equity securities (within the meaning of Section 94 of the Act) 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 hereby is expired".

Inverness
31 August 2000
True copy
certified
S. J. [Signature]

