

COMPANY NO. SC149117

INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED

ANNUAL GENERAL MEETING

SATURDAY



At the Annual General Meeting of Inverness Thistle and Caledonian F.C. Limited held at Tulloch Caledonian Stadium, Stadium Drive, East Longman, Inverness, IV1 1FF at 7pm on Wednesday 1 September 2010 the following Resolutions were passed, the first three as Ordinary Resolutions and the fourth and fifth as Special Resolutions:-

ORDINARY RESOLUTIONS

RESOLUTION 1

"To receive the report of the directors and the audited accounts of the Company for the period ended 31 May 2010."

RESOLUTION 2

"To re-appoint Johnston Carmichael, Chartered Accountants, Clava House, Cradlehall Business Park, Inverness, IV2 5GH as auditors to hold office from the conclusion of the meeting to the conclusion of the next general meeting of the Company at which the accounts are laid and to authorise the directors to determine their remuneration."

RESOLUTION 3

"That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 August 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act."

SPECIAL RESOLUTIONS

RESOLUTION 4

"That, subject to the passing of resolution 3 and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000; and
- expire on 31 August 2015 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities 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 by this resolution has expired."

RESOLUTION 5

"To amend Article 86 of the articles of association of the Company by deleting the word "six" and substituting the words "eight or such other number of directors as the Board may from to time determine."

"Certified a true copy"

A handwritten signature in cursive script, reading "Ian A MacDonald".

Ian Alexander MacDonald
Secretary
2 September 2010