

INVERNESS THISTLE AND CALEDONIAN F.C. plc

Incorporated in Scotland No. 149117

At an **EXTRAORDINARY GENERAL MEETING** of Inverness Thistle and Caledonian F.C. plc duly convened and held at Inverness on **16TH APRIL 1998** the following Resolution duly passed :-

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the Company be amended by the deletion of Articles 75 and the insertion in its place of the following :-

"So long as the Members' Club is the holder of Ordinary Shares in the Company then each share held by the Members' Club shall have voting rights calculated in accordance with the following formula :-

$$\text{Voting Rights per share} = \frac{A - B}{B} \times \frac{1}{4}$$

Where A = the number of Ordinary Shares of the Company carrying Voting Rights and

B = the number of Ordinary Shares of the Company carrying Voting Rights held by the Members' Club".

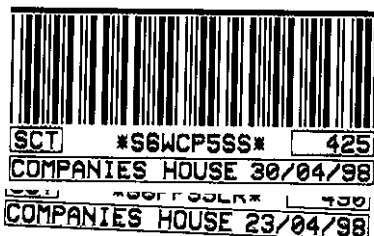
.....*27 April 1998*.....Date

BY ORDER OF THE BOARD

.....*[Signature]*.....

Registered Office : 19 Union Street,
Inverness
IV1 1PT

Calum I. Duncan on behalf of
Innes & Mackay, Secretaries.



IAM .