

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SCUNTHORPE UNITED FOOTBALL CLUB LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and as a special resolution:

ORDINARY RESOLUTION

1 That pursuant to the provisions of section 551 of the Companies Act 2006 (the “Act”), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company provided that:-

1.1 the maximum aggregate nominal amount of such shares that may be allotted under this authority is £16,100,000; and

1.2 this authority shall, (unless revoked, varied or renewed in accordance with the Act), expire on the fifth anniversary of this resolution (except that the Company may, before such expiry, make an offer or agreement which will or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired);

and the authority granted by this resolution is in substitution for and replaces article 27 and any authority to allot shares previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

SPECIAL RESOLUTION

- 2 That in accordance with section 570 of the Act the directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority given in resolution 1 above as if section 561(1) of the Act (existing shareholders' right of pre-emption) did not apply to such allotment and the directors can make an offer or agreement which will or might require equity securities to be allotted after the expiry of the authority given by this resolution.

Agreement to the resolutions

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, being the required majority of the persons entitled to vote on the above resolutions on the date of circulation of them by the Company, irrevocably vote in favour of them as indicated.

.....

Name

Signature

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's registered office by hand or post.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.