

Company Number 4501223

The Companies Acts 1985 and 1989

Company Limited by Shares

Resolutions

of

Bristol Rovers (1883) Limited

At an Extraordinary General Meeting of the above Company held at 6.30 pm on 6 November 2006 at The Memorial Stadium Filton Avenue Horfield Bristol the following Ordinary and Special Resolutions were duly passed:

Ordinary Resolutions

1. **That**, the authorised share capital of the Company be and is hereby increased from £1,750,000 to £2,000,000 by the creation of 2,500,000 additional Ordinary Shares of 10 pence each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company; and
2. **That**, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for, or to convert securities into, shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that this authority shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority, PROVIDED THAT, in the exercise of this power the Directors shall only be entitled to allot relevant securities on the basis that there shall be during the period from the date of this resolution to 9 December 2008 be sufficient relevant securities in the unissued share capital of the Company which, when aggregated with all other securities registered in the name of Bristol Rovers Supporters Club ("BRSC") and subscribed by BRSC pursuant to an agreement dated 15 November 2003 (as amended or varied from time to time) amounting to 1,289,030 ordinary shares of 10 pence in the capital of the Company.

Special Resolution

3. **That**, in substitution for all existing authorities and subject to the passing of resolution 2, the Directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 2, as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective



holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(b) otherwise than pursuant to paragraph 3(a) above up to an aggregate nominal amount of the Company's authorized but unissued share capital;

and shall expire on the second anniversary of the date of passing of this resolution or the conclusion of the Company's annual general meeting to be held in calendar year 2008, whichever is later, 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.



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Certified to be a true copy
of the Resolution(s) passed
Company Secretary