Company number SC171034

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ROSS COUNTY FOOTBALL CLUB (1998) LIMITED
(the "Company")

DATE: 17/09/15 (the "Circulations Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution is passed as an ordinary (the "Resolution").

ORDINARY RESOLUTION

1. "THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £755,482 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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."

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

For and on behalf of Ross County Football Club Limited

Date 17/09/15

For and on behalf of Highland Opportunity (Investments) Limited

Date
NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

   - **By Hand**: delivering the signed copy to James MacDonald, 13 Henderson Road, Inverness, IV1 1SN.
   - **Post**: returning the signed copy by post to James MacDonald, 13 Henderson Road, Inverness, IV1 1SN.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.