

DUNFERMLINE ATHLETIC FOOTBALL CLUB

EAST END PARK, HALBEATH ROAD, DUNFERMLINE, FIFE, KY12 7RB

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Dunfermline Athletic Football Club Limited (the "Company"), registered in Scotland with registered number SC11580

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at East End Park, Halbeath Road, Dunfermline on Thursday 3rd November 2016 at 7.00 p.m. for the following purposes:

1. To receive the Report of the Directors and the audited accounts of the Company for the year ended 31 May 2016.
2. To re-appoint Condies CA, 10 Abbey Park Place, Dunfermline as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company, and that their remuneration be determined by the directors of the Company.
3. To authorise the Directors, in accordance with Article 23.2 of the Company's Articles, to issue 550,000 new Ordinary Shares of £1 each to Pars United CIC and declare that the issue of those Ordinary Shares of £1 shall not be subject to the terms of Article 23.1.
4. To amend the Company's Articles so that Article 23 is deleted and replaced by the following new Article 23:

"23 Issue of Shares

23.1 Subject to the remaining provisions of this Article 23, the Directors are generally and unconditionally authorised, for the purposes of section 551 of the Act and generally, to exercise any power of the company to:

- (a) offer or allot;
- (b) grant rights to subscribe for or to convert any security into;
- (c) otherwise deal in, or dispose of,

any Ordinary Shares in the company to the company's parent company Pars United Community Interest Company ('PUCIC') or to any person approved in writing by PUCIC, at any time and subject to any terms and conditions as the directors think proper.

23.2 The authority referred to in Article 23.1:

- (a) shall be limited to a maximum nominal amount of £500,000;
- (b) shall only apply insofar as the company has not renewed, waived or revoked it by ordinary resolution; and

- (c) may only be exercised for a period of five years commencing on 1 January 2017, save that the directors may make an offer or agreement which would, or might, require Ordinary Shares to be allotted after the expiry of such authority (and the directors may allot Ordinary Shares in pursuance of an offer or agreement as if such authority had not expired).

23.3 Pursuant to the Act, all statutory rights of pre-emption shall be excluded from applying to the company. In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the company."

Resolution 1 is an Ordinary Resolution. Resolutions 2 and 3 are Special Resolutions.

By order of the Board



Ross McArthur
Chairman
19th October 2016

* Please see important Notes regarding proxies and Authorised Representatives in Notes A and B below

Notes

- A. A member entitled to attend and vote may appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at a meeting of the Company. A proxy need not be a member of the Company. A form of proxy is available and can be downloaded from our website www.dafc.co.uk In order to be effective, instruments appointing a proxy should be lodged with Miss Shirley Forrester at the registered office of the Company at least 48 hours before the appointed time of the meeting.
- B. Please note that members who are corporate bodies or unincorporated organisations should not use proxy forms and must appoint an Authorised Representative. A suggested form of letter is also available from our website www.dafc.co.uk