



**2019**

**DEED OF VARIATION**

amongst

**(1) THE PARTICK THISTLE FOOTBALL CLUB LTD.**

and

**(2) GERARD JOSEPH BRITTON, ANDREW BYRON, AND ALAN CALDWELL**

and

**(3) JACQUI LOW, PAULINE GRAHAM AND ALAN ROUGH**

and

**(4) DAVID BEATTIE AND DAVID KELLY**

and

**(5) GORDON SHAW, ROBERT TAYLOR AND EUAN COUPERWHITE**

**PARTICK THISTLE FOOTBALL CLUB TRUST**

DEED OF VARIATION

AMONGST

**THE PARTICK THISTLE FOOTBALL CLUB LIMITED**, incorporated under the Companies Acts (Registered Number SC005417) and having its Registered Office at The Energy Check Stadium At Firhill, 80 Firhill Road, Glasgow, G20 7AL (the "Company");

and

**GERARD JOSEPH BRITTON** (also known as Gerry Britton), residing at [REDACTED]  
[REDACTED] **ANDREW BYRON** residing at [REDACTED]  
[REDACTED] and **ALAN CALDWELL**, residing at [REDACTED]  
[REDACTED] (the "Continuing Trustees");

and

**JACQUI LOW**, c/o Firhill Stadium, 80 Firhill Road, Glasgow, G20 7AL, **PAULINE GRAHAM**, residing at [REDACTED] and **ALAN ROUGH**, residing at [REDACTED] (the "Retiring Trustees") (the Retiring Trustees together with the Continuing Trustees hereinafter referred to as the "Current Trustees");

and

**DAVID BEATTIE**, residing at 23 [REDACTED] and **DAVID KELLY**, residing at [REDACTED] (the "New Director Trustees");

and

**GORDON SHAW**, residing at [REDACTED] **ROBERT TAYLOR**, residing at [REDACTED] and **EUAN COUPERWHITE**, residing at [REDACTED] (the "New Supporter Trustees").

**BACKGROUND:**

(A) This deed relates to the Partick Thistle Football Club Trust (the "Trust") and is supplemental to (i) a Trust Deed dated 23 October 2015 which established the Trust (the "Trust Deed"), (ii) Deed of Variation of Trust Deed dated 24 May 2016 ("Variation One"), and (iii) Deed of Variation of Trust Deed dated 20 November 2018 ("Variation Two");

(B) Under Clause 13.7 of the Trust Deed as amended the Trustees may appoint any additional person as a Trustee;

- (C) It is desired to appoint the New Director Trustees and the New Supporter Trustees as Trustees of the Trust;
- (D) The said Pauline Graham gave three months' written notice of her intention to retire from office as required in terms of Clause 14.5 of the Trust Deed (which notice is dated 4 June 2019 and a copy is attached at Appendix 1 to this deed);
- (E) The said Jacqui Low resigned as a Director of the Company on 11 July 2019 and in accordance with Clause 14.8 of the Trust Deed therefore ceased to be a Director Trustee of the Trust;
- (F) The said Alan Rough resigned as a Director of the Company on 14 July 2019 and in accordance with Clause 14.8 of the Trust Deed therefore ceased to be a Director Trustee of the Trust;
- (G) In terms of Clause 16.1 of the Trust Deed as amended, the Trustees may vary, amend restrict, release, modify, alter or extend the trusts, powers and provisions of the Trust Deed, subject to the provisos set out therein;
- (H) The Parties to this deed wish to confirm that references in Variation Two to a Deed of Variation and Variation One being dated 26<sup>th</sup> of June 2016 should be references to a Deed of Variation and Variation One being dated 24<sup>th</sup> June 2016;
- (I) To the extent that the requirements under Clause 13 of the Trust Deed as amended have not been met: -
  - a. the Parties to this deed wish to confirm, adopt and ratify the provisions of any and all deeds signed or executed by the then trustees of the Trust to the extent required to confirm the effectiveness of the provisions of any such deeds; and
  - b. the Parties to this deed intend that the effect of this deed shall be that each and every action and decision taken and each and every document signed or executed by the then trustees of the Trust (including, but not limited to, any agreement, contract, deed or resolution) in relation to the Trust has been validly effected:

**IT IS AGREED:**

1. The Continuing Trustees in exercise of the powers conferred on them by Clause 13.7 of the Trust Deed and of any and every other power enabling them hereby APPOINT the New Director Trustees and the New Supporter Trustees with effect on and from the date of this deed to be trustees of the Trust to act for all the purposes thereof and the New Director Trustees and the New Supporter Trustees consent so to act;

2. The Current Trustees DISPONE and CONVEY to the Continuing Trustees, the New Director Trustees and the New Supporter Trustees as trustees of the Trust ALL and SUNDRY the whole trust, estate and property, heritable and moveable of every description and wherever situated, at present belonging to the Current Trustees or any of them or under their control as trustees of the Trust, together with the whole vouchers, titles and instructions thereof;
3. The said Pauline Graham resigned as a trustee of the Trust with effect on and from 4 September 2019;
4. The said Jacqui Low resigned as a Director of the Company on 11 July 2019 and with effect on from that date ceased to be a trustee of the Trust;
5. The said Alan Rough resigned as a Director of the Company on 14 July 2019 and with effect on and from that date ceased to be a trustee of the Trust;
6. The Parties to this deed in exercise of the powers conferred on them by Clause 16.1 of the Trust Deed and of any and every other power enabling them, wish to confirm that references to a Deed of Variation and Variation One being dated 26<sup>th</sup> of June 2016 should be references to a Deed of Variation and Variation One being dated 24<sup>th</sup> June 2016 and hereby amend Variation Two by replacing references to "26<sup>th</sup> of June 2016" with references to "24<sup>th</sup> May 2016";
7. To the extent, if at all, that the requirements under Clause 13 of the Trust Deed as amended have not been met: -
  - a. the Parties to this deed, with any and all powers enabling them, hereby confirm, adopt and ratify the provisions of any and all deeds signed or executed by the then trustees of the Trust to the extent required to confirm the effectiveness of the provisions of any such deeds; and
  - b. the Parties to this deed, with any and all powers enabling them, hereby confirm, adopt and ratify that each and every action and decision taken and each and every document signed or executed by the then trustees of the Trust (including, but not limited to, any agreement, contract, deed or resolution) in relation to the Trust has been validly effected;
8. This deed may be executed in any number of counterparts and by each of the parties on separate counterparts.
9. This deed and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of Scotland.
10. Terms defined in the Trust Deed shall have the same meaning in this deed.

11. Each party irrevocably agrees that the courts of Scotland shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this deed or its subject matter or formation (including non-contractual disputes or claims).

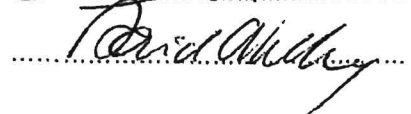
12. The Parties consent to the registration of this deed for preservation and execution:

**IN WITNESS WHEREOF** these presents typewritten on this and the preceding 3 pages are executed as follows:

**SUBSCRIBED AS A DEED** on behalf of the said **THE PARTICK THISTLE FOOTBALL CLUB LIMITED**

at GLASGOW on 21 SEPTEMBER 2019 by

 Director

 Director/Company Secretary

**SUBSCRIBED AS A DEED by the said GERARD JOSEPH BRITTON**

at GLASGOW on 17 / 9 2019

before this witness

Signature of Witness:

[Signature]

[Signature]

(Signature of Gerard Joseph Britton)

Name of Witness:

GRANT GALLACHER

Address of Witness:

[Redacted Address]

**SUBSCRIBED AS A DEED by the said ANDREW BYRON**

at GLASGOW on 18 / 9 2019

before this witness

Signature of Witness:

[Signature]

[Signature]

(Signature of Andrew Byron)

Name of Witness:

BETH ADAMSON

Address of Witness:

[Redacted Address]

**SUBSCRIBED AS A DEED by the said ALAN CALDWELL**

at GLASGOW on 20 / 9 2019

before this witness

Signature of Witness:

[Signature]

[Signature]

(Signature of Alan Caldwell)

Name of Witness:

BETH ADAMSON

Address of Witness:

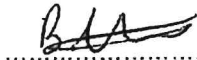
[Redacted Address]

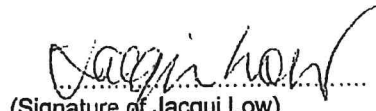
**SUBSCRIBED AS A DEED** by the said **JACQUI LOW**

at GLASGOW on 21 SEPTEMBER 2019

before this witness

Signature of Witness:



  
(Signature of Jacqui Low)

Name of Witness:

BETH ADAMSON

Address of Witness:



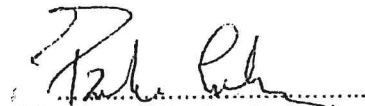
**SUBSCRIBED AS A DEED** by the said **PAULINE GRAHAM**

at GLASGOW on 17 SEPTEMBER 2019

before this witness

Signature of Witness:



  
(Signature of Pauline Graham)

Name of Witness:

BETH ADAMSON

Address of Witness:




**SUBSCRIBED AS A DEED** by the said **ALAN ROUGH**

at GLASGOW on 18 SEPTEMBER 2019

before this witness

Signature of Witness:




  
(Signature of Alan Rough)

Name of Witness:

BETH ADAMSON

Address of Witness:



**SUBSCRIBED AS A DEED** by the said **DAVID BEATTIE**

at GLASGOW on 21 SEPTEMBER 2019

before this witness

Signature of Witness:

*B.A.*

*[Signature]*

(Signature of David Beattie)

Name of Witness:

BETH ADAMSON

Address of Witness:

[REDACTED]  
[REDACTED]

**SUBSCRIBED AS A DEED** by the said **DAVID KELLY**

at GLASGOW on 19 SEPTEMBER 2019

before this witness

Signature of Witness:

*B.A.*

*[Signature]*

(Signature of David Kelly)

Name of Witness:

BETH ADAMSON

Address of Witness:

[REDACTED]  
[REDACTED]

**SUBSCRIBED AS A DEED** by the said **GORDON SHAW**

at GLASGOW on 21 SEPTEMBER 2019

before this witness

Signature of Witness:

*A.S.*

*[Signature]*

(Signature of Gordon Shaw)

Name of Witness:

ANTHONY DUFFY

Address of Witness:

[REDACTED]  
[REDACTED]  
[REDACTED]

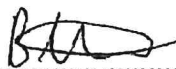


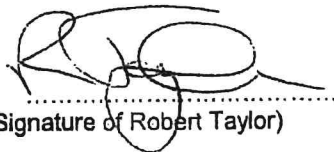
**SUBSCRIBED AS A DEED** by the said **ROBERT TAYLOR**

at... GLASGOW ..... on ..... 18 SEPTEMBER 2019

before this witness

Signature of Witness:



  
(Signature of Robert Taylor)

Name of Witness:

BETH ADAMSON

Address of Witness:

.....

.....

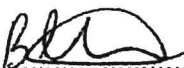
.....

**SUBSCRIBED AS A DEED** by the said **EUAN COUPERWHITE**

at... GLASGOW ..... on ..... 18 SEPTEMBER 2019

before this witness

Signature of Witness:



  
(Signature of Euan Couperwhite)

Name of Witness:

BETH ADAMSON

Address of Witness:

.....

.....

.....