

Company number: 04501223

BRISTOL ROVERS (1883) LIMITED
(the Company)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the Company will be held at The Memorial Stadium, Filton Avenue, Horfield, Bristol, BS7 0BF on 1 October 2024 at 4:00pm (the **Meeting**) to consider and vote on the resolutions set out below (each a **Resolution** and together the **Resolutions**). Resolution 1 will be proposed as an ordinary resolution and Resolutions 2, 3 and 4 will be proposed as special resolutions.

Please note that, if you are the holder of: (i) A cumulative preference shares of £1.00 each in the capital of the Company; (ii) B cumulative preference shares of £1.00 each in the capital of the Company; or (iii) C cumulative preference shares of £1.00 each in the capital of the Company, you are entitled to receive notice and attend the Meeting, however, as per the articles of association of the Company (the **Articles**), you will not be permitted to speak or vote at the Meeting. For the avoidance of doubt, if you are the holder of ordinary shares of £0.10 each in the capital of the Company, you are permitted to receive notice of, attend, speak and vote at the Meeting.

In accordance with the Articles, voting at the Meeting will be done by way of a poll on each of the Resolutions put to the Meeting. Poll cards will be available for you at the Meeting.

It is further noted that the Meeting will consider and discuss other business related to the Company, trading as Bristol Rovers Football Club (the **Club**), and the Clubs plans for the 2024/2025 English Football League season and beyond.

In receiving this notice, you are also invited to submit your questions for discussion to Laurence.Whymark@crsblaw.com by **5:00pm on 24 September 2024**. Whilst we endeavour to discuss and answer as many questions as possible at the Meeting, it is scheduled to end by no later than 6:00pm and therefore it may not be possible to respond to all questions. There will of course be an opportunity for, irrespective of the request for prior submission, a short question and answer session at the conclusion of the Meeting.

[The Resolutions follow on the next page.]

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (the **CA 2006**), the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is the earlier of:

- (a) fifteen (15) months after the date of passing of this Resolution; or
- (b) at the conclusion of the annual general meeting of the Company to be held in calendar year 2025,

save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 above, in accordance with Article 12.4 of the Articles, the Directors may be generally empowered to allot shares in the capital of the Company pursuant to the authorities granted pursuant to Resolution 1 above, as if the pre-emption rights set out in Article 12.4 of the Articles did not apply to such allotments, provided that:

- (a) this power is limited to the allotment of equity securities up to an aggregate nominal amount of £1,000;
- (b) this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is the earlier of:
 - (i) fifteen (15) months after the date of passing of this Resolution; or
 - (ii) at the conclusion of the annual general meeting of the Company to be held in calendar year 2025,


save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

3. **THAT**, notwithstanding the provisions of Article 9.1 of the Articles detailing when the Company's Annual General Meeting (as defined in the Articles) is to be held, in relation to the Annual General Meeting (as defined in the Articles) of the Company held in the calendar year 2024, the provisions of Article 9.1 of the Articles shall not apply. For the avoidance of doubt, notwithstanding this Resolution 3, Article 9.1 of the Articles shall continue in full force in relation to any future Annual General Meeting (as defined in the Articles) of the Company.

4. **THAT**, to the extent permitted under section 239 of the CA 2006, the matters detailed in this special resolution be ratified, approved and confirmed for all purposes and to the fullest extent possible:

- (a) all actions of the directors of the Company from time to time, including for the avoidance of doubt the Directors, in relation to the transmission of 10 ordinary shares of £0.10 each in the capital of the Company from John King to Norma Eileen King; and
- (b) notwithstanding Resolution 3 above, all actions of the Directors in relation to the Annual General Meeting (as defined in the Articles) of the Company held in the calendar year 2024.

By order of the board of directors of the Company (the **Directors**).

Signed by:

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Hussain Al-Saeed
Director

4 September 2024

Registered office:

The Memorial Stadium, Filton Avenue, Horfield, Bristol, BS7 0BF

NOTES:

- (1) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
- (2) A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her.
- (3) To be effective, any proxy form must:
 - (a) state the name and address of the shareholder appointing the proxy;
 - (b) identify the person appointed to be proxy and the general meeting in relation to which that person is appointed;
 - (c) be signed by or on behalf of the shareholder appointing the proxy;
 - (d) if the form is executed on behalf of the shareholder appointing the proxy, it must be accompanied by written evidence of the authority (being the original, a duly certified copy of the grant of authority (including any power of attorney) or such other evidence as the Directors deem appropriate) of the person who executed it to execute it on the appointor's behalf; and
 - (e) either be sent:
 - (i) by post to: FAO Laurence Whymark, Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD; and
 - (ii) by email to: Laurence.Whyrmak@crsblaw.com,in each case so as to be received not later than **5:00pm on 24 September 2024**.
- (4) A member which is a corporation may appoint one or more persons to represent it at the Meeting and such persons may exercise, on that member's behalf, all of its powers as member.
- (5) Proxy forms and any power of attorney or other authority under which an appointment is made or a duly certified copy and any notice of termination of the authority of a proxy may be sent by electronic means to the electronic address specified in the enclosed proxy form and will not be validly received by the Company if they are sent to any other electronic address. Only proxy forms will be validly received at that address. No electronic address set out in this notice, the enclosed proxy form or any other document relating to the Meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the Meeting, except as provided in this Note (5). Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.