

Company number: 04501223

BRISTOL ROVERS (1883) LIMITED
(Company)

PROXY FORM

for use at the annual general meeting of the Company
to be held at The Memorial Stadium, Filton Avenue, Horfield, Bristol, BS7 0BF on 1 October 2024 at
4:00pm

[PLEASE READ THE NOTES BELOW BEFORE COMPLETING THIS PROXY FORM IN BLACK INK AND BLOCK CAPITALS.]

I/We, being (a) member(s) of the Company appoint (*delete as applicable*) the chairman of the Meeting (as defined below) / the following person(s) (see Notes (1) and (2))

Full name of proxy	Address	No. of shares (if partial appointment) (see Note (3))

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at The Memorial Stadium, Filton Avenue, Horfield, Bristol, BS7 0BF on 1 October 2024 at 4:00pm (the **Meeting**) and at any adjournment of the Meeting (if applicable).

[Please tick this box if you are appointing more than one proxy (see Note (4)).]

This proxy form relates to the resolutions to be proposed at the Meeting as set out in the notice of the Meeting (the **Resolutions**) and summarised below, and any other business transacted at the Meeting and at any adjournment of the Meeting (if applicable).

I/We direct my/our proxy to vote on the Resolutions as instructed on this proxy form.

My/our proxy will vote or abstain from voting at his/her discretion on:

- any Resolution if I/we have not given him/her any instructions in respect of it; and
- any other business transacted at the Meeting and at any adjournment of the Meeting (if applicable).

[Please give your instructions in respect of the Resolutions by putting a cross in the appropriate box.]

Ordinary Resolution	For	Against
To renew the directors' authority to allot shares in the capital of the Company up to the aggregate nominal amount of £1,000 in accordance with section 551 of the Companies Act 2006.		
Special Resolutions	For	Against

Subject to the passing of the ordinary resolution, to disapply the pre-emption rights set out in Article 12.4 of the articles of association of the Company up to an aggregate nominal amount of £1,000.		
To disapply the provisions of Article 9.1 of the Company's articles of association in relation to the Meeting in so far as they relate to when the Meeting is to be held.		
To ratify, to the extent permitted under section 239 of the Companies Act 2006 and to the fullest extent possible, all actions of the directors in relation to a historic transmission of shares between John King and Norma Eileen King and all actions of the directors of the Company in relation to the Meeting.		

[To assist with arrangements, please tick this box if you intend to attend the Meeting in person.]

Please complete your details below and sign and date where indicated before returning this form.

Name of member	Address	Signature (and capacity if applicable) (see Notes (5) and (7))	Date

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. Your appointment of a proxy will not preclude you from attending and voting in person at the Meeting.
- (2) If you wish to appoint the chairman of the Meeting as your proxy, please leave these boxes blank. The chairman will be deemed to be your proxy if you sign and return this proxy form without having filled in these boxes. If you wish to appoint a person other than the chairman as your proxy, please (a) delete the words "the chairman of the Meeting/"; (b) complete the box with the full name and address of your chosen proxy; and (c) liaise with your proxy as necessary to ensure that he/she complies with your instructions.
- (3) If you wish to appoint a proxy in relation to less than your full voting entitlement, please enter into this box the number of shares in relation to which he/she is authorised to act as your proxy. If this box is left blank your proxy will be deemed to have been appointed in respect of your full voting entitlement.
- (4) You 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. If you wish to appoint more than one proxy, you must complete and return a separate proxy form for each proxy. Photocopies of this proxy form may be used for that purpose. On each separate proxy form you must: (a) insert the proxy's full name, address and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (b) tick the box on each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in Note (7). Please note that failure to comply with these requirements will invalidate your intended appointments.
- (5) If a member is a corporation, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney, who must state the capacity in which he/she signs (e.g., a director). If a member is an individual, this proxy form must be signed by him/her or by his/her attorney (stating in the latter case that it is signed in the capacity of attorney).
- (6) In the case of joint holders of shares, only the vote of the senior holder who votes (and any proxies duly appointed by him/her) may be counted by the Company. The senior holder of a share is determined by the order in which the names of the joint holders appear in the Company's register of members. If joint shareholders purport to appoint different proxies, only the appointment made by the most senior shareholder will count.
- (7) 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; or
- (ii) by email to: Laurence.Whymark@crsblaw.com,

in each case so as to be received not later than **5pm on 24 September 2024**.

- (8) 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 Note (7) 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.
- (9) No electronic address set out in the notice of the Meeting, this proxy form or any other document relating to the Meeting may be used to send information or documents to the Company, including documents or information relating to proceedings at the Meeting, except as provided in Note (8). Any electronic communication received by the Company that is found to contain any virus will not be accepted.
- (10) The resolutions which will be proposed at the Meeting are summarised in this proxy form and are set out in full, along with explanatory notes, in the notice of the Meeting.
- (11) If more than one proxy appointment is returned in respect of the same holding of shares, the proxy appointment received last by the Company, as provided for in Note (7), before the latest time for the receipt of proxies will take precedence.
- (12) If you wish to revoke an appointment you make under this proxy form, you may do so by delivering a notice in writing, to arrive before the start of the Meeting (or any adjourned meeting) to which it relates:
 - (a) by post to: FAO Laurence Whymark, Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD; or
 - (b) by email to: Laurence.Whymark@crsblaw.com.